

SEPARATOR SHEET



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SATURDAY



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19/08/2017

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COMPANIES HOUSE



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Step 3 – TL board minutes to strike off

Company number: 05740995

Walker Morris LLP

THERAGENETICS LIMITED (the Company)

MINUTES of a meeting of the board of directors of the Company held at Unit 20 Ash Way, Thorp
WALKER MORRIS LLP on 16 August 2017 at 10.30 am.

PRESENT: Tony Gardiner (in the chair)
Alastair Smith

1 PRELIMINARIES

- 1.1 The chairman reported that due notice of the meeting had been given to each director of the Company entitled to receive it (as required to be given under the Company's articles of association (the **Articles**)) and that a quorum was present.
- 1.2 The chairman declared the meeting open and noted that it could proceed to business.

2 MAIN BUSINESS OF THE MEETING

The chairman reported that the business of the meeting was to consider and, if deemed appropriate, approve, as part of the proposed reorganisation of Avatca Group plc (**Avacta**), being the Company's parent company, and its direct and indirect subsidiaries within the meaning of within section 1159 of the Companies Act 2006 (the **Act**), the voluntary striking off of the Company from the Register of Companies.

3 DECLARATIONS OF INTEREST

Each director confirmed that he has no direct or indirect personal interests in the business to be transacted at the meeting which he was required by section 177 of the Act to disclose.

4 VOLUNTARY STRIKING OFF

- 4.1 The chairman reported that in the past three months the Company had not:
- 4.1.1 changed its name;
 - 4.1.2 traded or otherwise carried on business;
 - 4.1.3 disposed of for value any property or rights which it would have disposed of for value in the normal course of trading or carrying on business; or
 - 4.1.4 engaged in any other activity except for the purpose of making a striking-off application, settling its affairs or meeting a statutory requirement.
- 4.2 It was proposed that, under the circumstances, the Company voluntarily apply to be struck off the Register of Companies (the **Voluntary Strike Off**).
- 4.3 In order to carry out the business referred to in paragraph 4.2, the directors considered a draft form DS01 to assent to the Company being struck off from the Register of Companies (the **Form**).

5 CORPORATE BENEFIT AND RESOLUTIONS

Having carefully considered the terms of the Voluntary Strike Off and the Form **IT WAS RESOLVED THAT:**

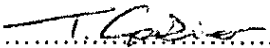
- 5.1 the Voluntary Strike Off be and is approved;
- 5.2 the Form be approved in its final draft form (subject to any amendment, deletions or additions pursuant to paragraph 5.3);
- 5.3 any director of the Company be and is authorised to agree any amendments, deletions or additions to the Form;
- 5.4 any director of the Company be and is authorised to sign the Form (when in final form); and
- 5.5 the Form should be sent to:
 - 5.5.1 the sole shareholder of the Company, Avacta;
 - 5.5.2 any (if applicable) creditors of the Company;
 - 5.5.3 the managers and/or trustees of the Company's pension fund (if applicable);
 - 5.5.4 any (if applicable) employees of the Company.

6 FILING

The secretary of the Company was then instructed to file the Form and all other returns with the Registrar of Companies in consequence of the business transacted by these resolutions.

7 CLOSE

There being no further business the meeting closed.

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Chairman