

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

APTEC PRODUCTS LIMITED ("Company")



A24 *A4DSQ3Y2* #80
14/08/2015
COMPANIES HOUSE

Circulation Date: 13 February 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**2006 Act**"), the directors of the Company propose that resolution 1 below is passed as a Special Resolution

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £30,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on [3] January 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by the resolution has expired

This authority is in substitution of all previous authorities conferred on the Directors in accordance with with section 80 of the Companies Act 1985, or section 551 of the 2006 Act

2. PRE EMPTION RIGHTS

THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

2 1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £30,000, and

2 2 Expire on [3] January 2017 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

3. AMENDING ARTICLES OF ASSOCIATION

THAT, the Articles of Association of the Company be amended as follows

3 1 by adding the following definition in Article 3 2 1

"EMI Option Agreement" means an Enterprise Management Incentive Scheme entered into between an employee and the Company granting an option to subscribe for Ordinary Shares in the Company"

3 2 by adding the following sub-Article as Article 11 13 1 (d)

"(d) such member ceasing to be a director or employee of the Company who having acquired his ordinary shares pursuant to an EMI Option Agreement "

3 3 by replacing Article 9 5 with the following

"9 5 A deemed transfer notice shall be deemed not to contain a Total Transfer Condition (as defined in Article 11) and shall not be revocable, save that a deemed transfer notice to be served pursuant to Article 11 13 1(i)(b) and 11 13 1(i)(d) shall be deemed to contain a Total Transfer Condition "

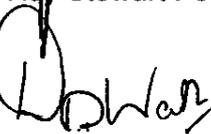
Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, the members of the Company entitled to vote on the above resolutions on the Circulation Date, irrevocably agree to the above resolutions

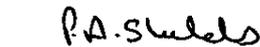
SIGNED BY


Roy Stewart Perkins

Date 13/02/12 ✓


David Anthony Walker

Date 13th February 2012


Philip Shields

Date 13/02/12


Stewart White

Date 13th February 2012


Ian Hodgson

Date 13th Feb 2012