

**SELECTA HOLDING LIMITED**  
**Company Number 06279842**  
(the "Company")

**WRITTEN RESOLUTION OF THE COMPANY**

**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

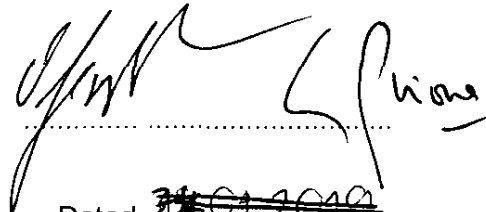
In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions are passed as special resolutions of the Company:

**SPECIAL RESOLUTIONS**

- 1 **THAT**, the paid up issued share capital of the Company be reduced from one million and ninety three thousand, sixty hundred and fifty six pounds and thirty three pence (£1,093,656.33) divided into 109,365,633 Ordinary Shares of £0.01 each, to Ordinary Share of £0.01, by the cancellation of 109,365,633 Ordinary Shares of £0.01 each held by Selecta AG and the amount by which the share capital is reduced, which subject to any deficit to the Company's profit and loss account, be credited to a reserve available for distribution.
- 2 That the share premium account of the Company be reduced from £108,271,975.50 to £0 and paid to the sole shareholder of the Company.

The sole member of the Company entitled to vote on the above resolutions on 25 April 2019 (the "**Circulation Date**") irrevocably agrees to the resolutions.

SIGNED by Oliver Gerstberger  
Head Group Treasury + Tax  
for and on behalf of **SELECTA AG**

  
Dated ~~24.04.2019~~  
25.04.2019



## NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated opposite your name above and returning it to the Company using one of the following methods:
  - (a) **By Hand:** delivering the signed copy to Dominique Hibell c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester M3 3EB;
  - (b) **Post:** returning the signed copy by post to Dominique Hibell c/o Squire Patton Boggs (UK) LLP, No 1 Spinningfields, 1 Hardman Square, Manchester M3 3EB; or
  - (c) **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [dominique.hibell@squirepb.com](mailto:dominique.hibell@squirepb.com).

If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by the date being 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.