

Company No 06541928

Private company limited by shares

WRITTEN RESOLUTION

OF

Biossence Hooton Limited (Company)

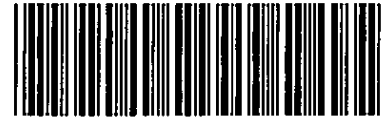
Circulated on 28 April 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), it is proposed by the directors that resolutions No 1, 2 and 3 are passed as special resolutions

SPECIAL RESOLUTIONS

- 1 THAT the articles of association of the Company be amended by inserting the following Articles after Article 2 1
 - 2 1 A The share capital of the Company shall consist of ordinary shares and A ordinary shares Except as otherwise provided in these Articles, a reference to "shares" shall mean a reference to both the ordinary shares and A ordinary shares
 - 2 1 B The A ordinary shares shall be non-voting shares
 - 2 1 C Except as otherwise provided in these Articles, the ordinary shares and the A ordinary shares shall rank pari passu in all respects but shall constitute separate classes of shares
 - 2 1 D On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so) be applied in the following order of priority
 - a) first, in paying to the holders of the ordinary shares an amount equivalent to the original subscription price per share and, if there is a shortfall of assets remaining to satisfy the entitlements of holders of ordinary shares in full, the proceeds shall be distributed to the holders of the ordinary shares in proportion to the amounts due to each such share held,
 - b) second, in paying the holders of A ordinary shares, any remainder in proportion to the original subscription price per share
- 2 THAT, in accordance with section 551 of the CA 2006 the directors of the Company be generally and unconditionally authorised to allot A ordinary shares in the Company or grant rights to subscribe for or to convert any security into A ordinary shares in the Company (**Rights**) up to an aggregate nominal amount of £817 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require A ordinary shares to be allotted or Rights to be granted and the Directors may allot A ordinary shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 3 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment

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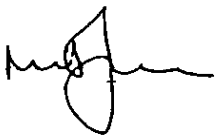
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COMPANIES HOUSE

AGREEMENT


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

The undersigned, a person entitled to vote on the above resolutions on the date on which this resolution is circulated, hereby irrevocably agrees to the Special Resolutions

Signature 
Name M. D. Jones

Duly authorised for and on behalf of ATCO Power
(Hooton Park) Limited

Date of signature 28th April 2016

Signature 
Name K. Trotter

Duly authorised for and on behalf of Biossence
Asset Management Limited

Date of signature 28th April 2016