

Company number: 06641134

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SHAREHOLDERS' RESOLUTIONS

OF

QUANTA DIALYSIS TECHNOLOGIES LIMITED

(the "Company")

Dated: 7 July 2020

(the "Circulation Date")

In accordance with chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose the following written resolutions be passed as ordinary and special resolutions (as indicated below) (together the "Resolutions"):

ORDINARY RESOLUTION

1. THAT the directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £5,300,768.32, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on the date which is five years after the passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance to such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in addition to all subsisting authorities.

SPECIAL RESOLUTION

2. THAT, conditional upon and simultaneously with the passing of Resolution 1, any and all pre-emption rights however arising (including, without limitation, under article 13.3 of the articles of association of the Company) be waived and shall not apply in connection with the receipt by the Company of up to a principal amount of £17,000,000 of unsecured convertible loans following the date of this Resolution nor the issue and allotment of shares in the Company on conversion of such convertible loans up to the maximum aggregate nominal amount set out in Resolution 1.

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

The undersigned, being members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

The Resolutions may be signed in any number of counterparts each of which when signed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.

Signed:

Name:
(PRINT NAME)

For and on behalf of:
**AIR LIQUIDE INVESTISSEMENTS D'AVENIR ET DE
DEMONSTRATION S.A.**

Date:

Signed:
ARNOUD JAN BACKER

Date:

Signed:

BERT WILDEN

Date:
09.07.2020



Signed:

.....
PATRICK WILDEN

Date:

09.07.2020
.....

Signed:


.....
PHILIPP WILDEN

Date:

09.07.2020
.....

Signed:

.....

Name:

.....
(PRINT NAME)

For and on behalf of:

.....
**SEROBA LIFE SCIENCES LIMITED AS GENERAL PARTNER
FOR SEROBA LIFE SCIENCES FUND II LP**

Date:

.....

Signed:

.....

Name:

.....
(PRINT NAME)

For and on behalf of:

.....
**SEROBA LIFE SCIENCES LIMITED AS GENERAL PARTNER FOR
SEROBA LIFE SCIENCES CO-INVESTMENT FUND II LP**

Date:

.....

Signed:

Name:
(PRINT NAME)

For and on behalf of:
FCPI MASSERAN PATRIMONE INNOVATION 2013

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
HOYER MEDICAL COMPANY LIMITED

Date:

Signed: 

Name: JOHN O'SHEA
(PRINT NAME)

For and on behalf of:
IMI VISION LIMITED

Date: 09/07/2020

Signed:
DOREEN JOHNSON

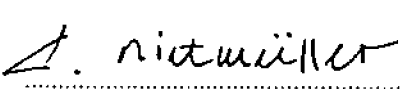

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
KUWAIT LIFE SCIENCES COMPANY K.S.C.P.

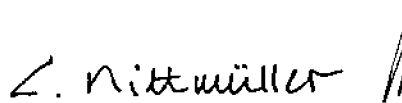

Date:

Signed:  

Name: **E. DIETMÜLLER** **N. CONSTANTIN**
(PRINT NAME)

MAWAI Alternative Investments GmbH
Hermann-Sielcken-Straße 63
.....D-76520 Dagen-Reden.....
MAWAI ALTERNATIVE INVESTMENTS GMBH

Date: **08.07.2020**

Signed:  

Name: **E. DIETMÜLLER** **N. CONSTANTIN**
(PRINT NAME)

MAX GRUNDIG-STIFTUNG
Verwaltungs GmbH
.....Hermann-Sielcken-Straße 63.....
MAX-GRUNDIG-STIFTUNGS VERWALTUNGS GMBH
Sitz: Fürth / Bay.

Date: **08.07.2020**

Signed:

Name:
(PRINT NAME)

For and on behalf of:
B-TO-V PARTNERS S.A.R.L

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
B-TO-V PARTNERS S.A.R.L.

Date:

Signed:
CLIVE BUCKBERRY

Date:

Signed:


Name:
QUEVEAU Philippe
(PRINT NAME)

For and on behalf of:
CITA INVESTISSEMENT S.A.

Date:
JULY 13 2020

CITA INVESTISSEMENT

11 bis, rue Balzac
75008 PARIS
Tél. 01 42 25 76 76
RCS Paris 794 828 947

Signed:

Name:
(PRINT NAME)

For and on behalf of:
STAGE CAPITAL (LAUREL) LP

Date:

Signed:


Name:
HANS SCHRECK
(PRINT NAME)

For and on behalf of:
TERVIA INVEST II GMBH

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
THE GRANDS LLC

Date:

Signed: ..Christian Schuetz.....

Name: Christian Schuetz
(PRINT NAME)

For and on behalf of:
B-TO-V PARTNERS S.A.R.L

Date: 08. Juli 2020

Signed: ..Florian Schweitzer.....

Name: Florian Schweitzer
(PRINT NAME)

For and on behalf of:
B-TO-V PARTNERS S.A.R.L.

Date: 08. Juli 2020

Signed:
CLIVE BUCKBERRY

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
CITA INVESTISSEMENT S.A.

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
COAST INVESTMENT & DEVELOPMENT CO. K.S.C.P.

Date:

Signed: ...*David L. Oram*.....
DAVID ORAM

Date: 08 July 2020

Signed:

Name:
(PRINT NAME)

For and on behalf of:
FCPI BIO SANTE 2010

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
FCPI MASSERAN PATRIMONE INNOVATION 2013

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
HOYER MEDICAL COMPANY LIMITED

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
IMI VISION LIMITED

Date:

Signed:
DOREEN JOHNSON

Date:

Signed: ...*Qais Marafie*.....

Name: Qais Marafie
(PRINT NAME)

For and on behalf of:
KUWAIT LIFE SCIENCES COMPANY K.S.C.P.

Date: 08 July 2020.....

Signed:

Name:
(PRINT NAME)

For and on behalf of:
MAWAI ALTERNATIVE INVESTMENTS GMBH

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
MAX GRUNDIG-STIFTUNGS VERWALTUNGS GMBH

Date:

Signed: Theo Stokman

Name: Theo Stokman
(PRINT NAME)

For and on behalf of: MERIFIN CAPITAL BV

Date: 10 July 2020

Signed: Christoph Kausch

Name: Christoph Kausch
(PRINT NAME)

For and on behalf of: MTIP Fund I, SCS

Date: 09 July 2020

Signed: Meinhard Schmidt

Name: Meinhard Schmidt
(PRINT NAME)

For and on behalf of: MTONYX AG

Date: 09 July 2020

Signed:
PATRICK WILDEN

Date:

Signed:
PHILIPP WILDEN

Date:

Signed:
Peter Sandys

Name:
Peter Sandys
(PRINT NAME)

For and on behalf of:
SEROBA LIFE SCIENCES LIMITED AS GENERAL PARTNER
FOR SEROBA LIFE SCIENCES FUND II LP

Date:
08 July 2020

Signed:
Peter Sandys

Name:
Peter Sandys
(PRINT NAME)

For and on behalf of:
SEROBA LIFE SCIENCES LIMITED AS GENERAL PARTNER FOR
SEROBA LIFE SCIENCES CO-INVESTMENT FUND II LP

Date:
08 July 2020

Signed:

Name:
(PRINT NAME)

For and on behalf of:
STAGE CAPITAL (LAUREL) LP

Date:

Signed:

Name:
(PRINT NAME)

For and on behalf of:
TERVIA INVEST II GMBH

Date:

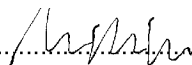
Signed: *James R. Scott*

Name:
James R. Scott
(PRINT NAME)

For and on behalf of:
THE GRANDS LLC

Date: 08 July 2020

Signed:

.....

Name:

Johan de Ruiter
.....
(PRINT NAME)

For and on behalf of:

.....
VINVIC GMBH

Date:

08. Juli 2020
.....

Signed:

.....

Name:

Rainer Strohmenger
.....
(PRINT NAME)

For and on behalf of:

.....
WELLINGTON PARTNERS LIFE SCIENCES V GMBH & CO. KG

Date:

08. Juli 2020
.....

Signed:

.....

Name:

Ernst Mannheimer
.....
(PRINT NAME)

For and on behalf of:

.....
WELLINGTON PARTNERS NOMINEE LIMITED

Date:

08. Juli 2020
.....

Signed: Ernst Mannheimer

Name: Ernst Mannheimer
(PRINT NAME)

For and on behalf of: WELLINGTON PARTNERS VENTURES III LIFE SCIENCE FUND LP

Date: 08. Juli 2020

Signed: Ernst Mannheimer

Name: Ernst Mannheimer
(PRINT NAME)

For and on behalf of: WELLINGTON PARTNERS VENTURES III LIFE SCIENCE
NETWORK FUND LP

Date: 08. Juli 2020

Signed: DAVID YEOMANS

Date:

Signed: JOHN E. MILAD

Date: 08 July 2020

Signed: AMIT BOSE

Date:

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to one of the Resolutions only. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand: delivering the signed copy to George Maynard, Quanta Dialysis Technologies Limited, Tything Road, Alcester, Warwickshire B49 6EU.
 - By post: returning the signed copy by post to George Maynard, Quanta Dialysis Technologies Limited, Tything Road, Alcester, Warwickshire B49 6EU.
 - By e-mail: attaching a scanned copy of the signed document (whether signed electronically or otherwise) to an e-mail and sending it to george.maynard@quantadt.com with a copy to the Company and with "Written resolution relating to Future Fund" in the subject box.
 - By DocuSign or such other similar electronic platform: to the extent applicable, following the instructions set out within the electronic signing platform.
2. You may not indicate your agreement to the Resolutions by any other method. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the end of a period of 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
5. 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.
6. 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.