

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

-of-

**STUFF OF LIFE LIMITED (the Company)**

**Company No. 06695293**

SATURDAY



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A13

12/12/2015

#61

COMPANIES HOUSE

Circulation date: **26 November 2015**

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution (A) be passed as an ordinary resolution and resolutions (B) and (C) be passed as special resolutions

**Ordinary Resolutions**

- (A) THAT the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 and in substitution for any existing authority conferred on them to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares (**Rights**) up to an aggregate nominal amount of £278 in respect of 278 A ordinary shares of £1 each in the capital of the Company for a period of 5 years from the date of this resolution, save that in accordance with section 551(7) of the Companies Act 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired

**Special Resolution**

- (B) THAT the pre-emption rights contained in Article 3.2 of the Company's articles of association be hereby waived and dis-applied in respect of the allotment of shares or grant of Rights up to an aggregate nominal amount of £278 in respect of 278 A ordinary shares of £1 each in the capital of the Company within a period of 5 years from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired

We, the undersigned, being the members entitled to vote on the above resolution on the Circulation Date **IRREVOCABLY AGREE** to the above resolutions

Signature	
Name of shareholder	<b>DARYL STUTCHBURY</b>
Date	

Signature	<i>James Davies</i>
Name of shareholder	<b>JAMES DAVIES</b>
Date	<i>30 November 2015</i>


Signature	
Name of shareholder	<b>STEPHEN BARKER</b>
Date	

Signature	
Name of shareholder	<b>SOPHIE HOOPER</b>
Date	

Signature	
Name of shareholder	<b>MICHAEL NORRIS</b>
Date	

Signature	
Name of shareholder	<b>DARYL STUTCHBURY</b>
Date	

Signature	
Name of shareholder	<b>JAMES DAVIES</b>
Date	

Signature	
Name of shareholder	<b>STEPHEN BARKER</b>
Date	30 November 2015


Signature	
Name of shareholder	<b>SOPHIE HOOPER</b>
Date	


Signature	
Name of shareholder	<b>MICHAEL NORRIS</b>
Date	

Signature	
Name of shareholder	<b>DARYL STUTCHBURY</b>
Date	

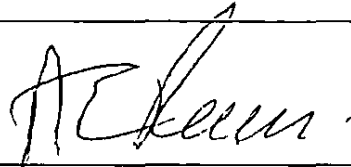
Signature	
Name of shareholder	<b>JAMES DAVIES</b>
Date	

Signature	
Name of shareholder	<b>STEPHEN BARKER</b>
Date	

Signature	
Name of shareholder	<b>SOPHIE HOOPER</b>
Date	30 November 2015

Signature	
Name of shareholder	<b>MICHAEL NORRIS</b>
Date	30 November 2015

Signature	
Name of shareholder	<b>CATHY MASON</b>
Date	

Signature	
Name of shareholder	<b>NWF (BIOMEDICAL) LP</b> <b>(acting by its manager, SPARK Impact Limited)</b>
Date	<i>30 November 2015</i>

#### **Notes**

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods
  - By hand:** by delivering the signed copy to The Directors at Liverpool Science Park, Mount Pleasant, Liverpool L3 5TF
  - By post:** by returning the signed copy by post to The Directors at Liverpool Science Park, Mount Pleasant, Liverpool L3 5TF
  - By email** by returning the signed copy by email to The Directors (fao of Sophie Hooper) at [sophie@secretsaviours.com](mailto:sophie@secretsaviours.com)
- 2 If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company within 28 days of the Circulation 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 Company's 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.