

Company number 07090963

ORDINARY AND SPECIAL RESOLUTIONS

OF

AZURE PCR LTD (now called DIAGNOSTICS.AI LTD) ("Company")

Passed on 30 November 2012


I, being a director of the Company, hereby certify that the following resolutions were duly passed as ordinary and special resolutions of the Company, as indicated below, by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 on 30 November 2012.

ORDINARY RESOLUTIONS

1. THAT in accordance with section 551 of the Act, and pursuant to the terms of the subscription and shareholders' agreement to be entered into on or around the date hereof, the directors be generally and unconditionally authorised to allot up to 253,876 ordinary shares of £0.01 each in the capital of the Company provided that this authority shall unless renewed, varied or revoked by the Company, expire five years from the date of 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 and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. THAT in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot up to 223,729 ordinary shares of £0.01 each in the capital of the Company in respect of options in the Company to be granted to employees, consultants or advisors provided that this authority is for a period expiring five years from the date of this resolution, unless renewed, varied or revoked by the Company, 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 of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in respect of share options and in accordance with section 551 of the Act.

SPECIAL RESOLUTIONS

3. THAT the new articles of association of the Company (the "New Articles") attached hereto as Exhibit A, be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
4. THAT pursuant to the authorities granted in Resolution 1 and Resolution 2 above, the directors be generally empowered to allot such ordinary shares as if the rights of pre-emption contained in article 22 of the Articles of Association of the Company and in section 561(1) of the Act did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.



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Aron Mark Cohen (Director)