

Company Number: 07316783

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

PROVECA LIMITED (the "Company")



12 December 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the directors of the Company propose that the resolutions below are passed, in the case of resolution 1 as an ordinary resolution, and resolution 2 as a special resolution (the "Resolutions"):

#### IT WAS RESOLVED

#### ORDINARY RESOLUTION

##### 1. Authority to allot

THAT the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the CA 2006 and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot F ordinary shares of £0.001 each in the capital of the Company ("F Ordinary Shares") up to an aggregate nominal amount of £0.118 for a period of five years from the date of this resolution save that in accordance with section 551(7) of the CA 2006 the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired.

#### SPECIAL RESOLUTION

##### 2. Disapplication of pre-emption rights

THAT subject to the passing of resolution 1 in accordance with section 570 of the CA 2006, the directors be and are hereby 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, provided that this power shall:

- (a) be limited to the allotment of 118 F Ordinary Shares up to an aggregate nominal amount of £0.118; and
- (b) expire five years from the date that these Resolutions are passed, (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would

or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by these Resolutions has expired.

## AGREEMENT

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

Each of the undersigned, being entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

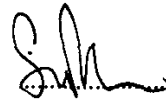
Signed by **HELEN SHAW**

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Date

.....12/12/18.....

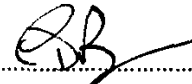
Signed by **SIMON BRYSON**

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Date

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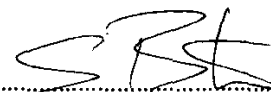
Signed by **CHRISTOPHER BRINSMEAD**

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Date

.....12/12/18.....

Signed by **SIMON BARTER**

.....

Date

.....12/12/18.....

*Capital Group*  
Signed for and on behalf of **ALBION ~~VENTURES~~ LLP**  
acting as investment manager of **ALBION  
DEVELOPMENT CAPITAL VCT PLC**

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Date

.....12/12/18.....

*Capital Group*  
Signed for and on behalf of **ALBION ~~VENTURES~~ LLP**  
acting as investment manager of **ALBION  
TECHNOLOGY & GENERAL VCT PLC**

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Date

.....12/12/18.....

*Capital Group*  
Signed for and on behalf of **ALBION ~~VENTURES~~ LLP**  
acting as investment manager of **CROWN PLACE VCT  
PLC**

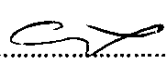
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Date

.....12/12/18.....

*Capital Group*  
Signed for and on behalf of **ALBION ~~VENTURES~~ LLP** .....   
acting as investment manager of **ALBION ENTERPRISE**  
**VCT PLC**

Date ..... 12/12/18 .....

*Capital Group*  
Signed for and on behalf of **ALBION ~~VENTURES~~ LLP** .....   
acting as investment manager of **KINGS ARMS YARD**  
**VCT PLC**

Date ..... 12/12/18 .....

Signed for and on behalf of **CATAPULT LIFE SCIENCES** .....   
**FUND GP LLP** acting as investment manager of **GM &**  
**CHESHIRE LIFE SCIENCES FUND LP**

Date ..... 12/12/18 .....

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. 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. You can agree to all of the Resolutions or none of them; you cannot agree to some of them only.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received within 28 days of the Circulation Date referred to above for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. The Resolutions must be delivered to Companies House within 15 days of them being passed.