

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN MEMBERS' RESOLUTIONS

of

CONCEPTA DIAGNOSTICS LIMITED (the "Company")

Company No 8361104

Passed on 23rd February 2016

The following resolutions (the "Resolutions") were passed as special resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 23rd February 2016

Special Resolutions

- 1 **THAT**, in substitution for all previous authorities, the Directors being and they are hereby authorised under Section 551 of the Companies Act 2006 (the "Act") to use the powers of the Company to offer, allot, agree to allot, grant any right to subscribe for or to convert any security into, and otherwise dispose of any of the unissued shares of the Company to anyone (including directors) at such times and on such terms and conditions as they think proper. The authority contained in this Resolution
  - (a) shall expire 13 months following the date this Resolution is passed except that any obligation or contingent obligation assumed or incurred during that period may be performed or fulfilled after the expiry of such period,
  - (b) shall be limited to the allotment of Ordinary Shares on the conversion of the principal amount of a loan of £250,000 (and accrued interest) to be made to the Company pursuant to the terms of a secured convertible loan agreement to be entered into between Finance Yorkshire Seedcorn LP, Angel CoFund, David Evans, the Company and the Managers (as defined therein) (the "**Convertible Loan Agreement**"),
  - (c) may be varied, revoked or renewed by a resolution of the Company in accordance with the provisions of the Act but subject to any direction given by an Investor Majority (as such term is defined in the Articles of Association), and
  - (d) is subject to the terms on which any shares are or have been created or issued
- 2 **THAT**, subject to the passing of Resolution 1 above, the Directors be empowered pursuant to section 571 of the Act (in substitution for any previous authority) to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 1 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities in connection with the exercise of conversion rights in the Convertible Loan Agreement and provided further that the power conferred by this Resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date which is 13 months from the date of the passing of this Resolution (the "**Section 571 Period**") but so that the Company may at any time prior to the expiry of the Section 571 Period, make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuant of such offer or agreement as if the authorities hereby conferred and has not expired

.....  
Director

FRIDAY



\*A520R99M\*

A08

04/03/2016

#190

COMPANIES HOUSE