

Company number: 08918146

THE COMPANIES ACT 2006



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

ICENI DIAGNOSTICS LIMITED

(the "Company")

Pursuant to section 288 of the Companies Act 2006
(the "2006 Act")

passed on 11 January 2019

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions 1 and 2 are passed as special resolutions (the "**Special Resolutions**").

BACKGROUND

Having reviewed the previous filings and papers relating to the Company's share capital, the Directors noted the following.

1. On 5 October 2018 the members of the Company (the "**Shareholders**") authorised the Company by written resolution to increase its share capital through the issue and allotment of ordinary shares of £0.001 each in the capital of the Company.
2. Further to the authority received from the Shareholders described in paragraph 1 above, on 5 October 2018 the directors of the Company (the "**Directors**") resolved to issue and allot 1,722 ordinary shares in the capital of the Company (the "**Allotment**") to various new and existing shareholders.
3. In preparing to notify Companies House of the Allotment, and to update the Company's statutory

registers with the details thereof, the Directors became aware of a typographical error in the written resolution pursuant to which the Shareholders had authorised the Directors to proceed with the Allotment.

4. The written resolution passed by the Shareholders authorising the Allotment erroneously detailed the authority to issue and allot new ordinary shares required for the Directors to proceed with the Allotment as 1,662 ordinary shares of £0.001 each. The actual authority required from the Shareholders in respect of the Allotment was 1,722 ordinary shares of £0.001 each.
5. The Directors have therefore resolved to seek authority from the Shareholders pursuant to s.239 of the 2006 Act to:
 - a. the issue and allot of an additional 60 ordinary shares in the capital of the Company beyond that authorised by the written resolution of the Shareholders passed on 5 October 2018; and
 - b. ratify their conduct in undertaking the Allotment.

SPECIAL RESOLUTIONS

Pursuant to s.239 of the 2006 Act, the eligible members of the Company hereby resolve by special resolution:

- 1 **THAT** any errors and omissions of the Directors, together with any breaches of the Directors' fiduciary and statutory duties owed to the Company, in relation to or otherwise in connection with the errors relating to the Allotment and identified above in these Resolutions be and are hereby ratified.
- 2 **THAT**, in accordance with section 239 of the 2006 Act, the issue and allotment of an aggregate total of 1,722 Ordinary Shares of £0.001 each in the capital of the Company with an aggregate nominal value of £1.722 on 5 October 2018 be and hereby is approved and ratified in all respects.

SIGNED for and on behalf of

ICENI DIAGNOSTICS LIMITED

by David Russell, a director

