

Company No 09044169

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BBI DIAGNOSTICS UK 5 LIMITED

(the Company)

TUESDAY



CIRCULATION DATE 22 August 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the sole member of the Company proposes that the following resolutions be passed (the **Resolutions**)

SPECIAL RESOLUTION

1 **THAT** the articles of association of the Company be amended by

(a) deleting the present article 17 and replacing it with the following new article 17

"Methods of appointing and removing directors

17 (1) *Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director, or removed from office*

- (a) *by ordinary resolution, or*
- (b) *by decision of the directors*

(2) *In any case where, as a result of death or bankruptcy, the Company has no members and no directors, the transmittee(s) of the last member to have died or to have a bankruptcy order made against him (as the case may be) shall have the right, by notice in writing, to appoint a person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director*

(3) *For the purposes of paragraph (2), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member "*

(b) deleting the present article 20D and replacing it with the following new article 20D

"20D A secretary may be appointed by the directors or by the members passing an ordinary resolution for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them "

ORDINARY RESOLUTIONS

- 2 **THAT** Anne Hyland be removed as a director and secretary of the Company with effect from the date this resolution is passed
- 3 **THAT** Geoff Couling, having consented to act, be appointed as secretary of the Company with effect from the date this resolution is passed
- 4 **THAT** Jay McNamara, having consented to act, be appointed as a director of the Company with effect from the date this resolution is passed

AGREEMENT

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

The undersigned, being the person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



Signed for and on behalf of
BBI Diagnostics UK 3 Limited

Date 26th August 2014

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to BBI Diagnostics UK 5 Limited

Post returning the signed copy by post to BBI Diagnostics UK 5 Limited, 73 Ty Glas Avenue, Cardiff Wales CF14 5DX

Email attaching a scanned copy of the signed document to an email and sending it to chloe.harris@rpc.co.uk

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

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before the expiry of this period
- 4 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