

Registered No: 9617654



## INTREXON UK INSECT HOLDINGS LIMITED (THE "COMPANY")

Minutes of a meeting of the Board of Directors of the Company held at 20374 Seneca Meadows Parkway, Germantown, MD 20876, United States on April 20, 2017 at 5:00 p.m.

Present: Mr C Ulrich and Mr R Sterling

### 1. NOTICE AND QUORUM

Notice of the meeting had been given in accordance with the Company's articles and a quorum was present.

### 2. BACKGROUND AND PURPOSE OF THE MEETING

The meeting had been called to consider and approve:

- a) the simplification of the administration of the Company (including the change of the Company's Registered Address and Accounting Reference Date), whilst ensuring proper compliance with the provisions of the Companies Act 2006; and
- b) the proposal from the staff of the Company's direct subsidiary, Oxitec Limited, that such staff of Oxitec Limited that meet the specifications set out in paragraph 3(d) below assist in the administration of the Company and particularly the receipt of correspondence and the filing of administrative forms.

### 3. ACTIONS

Accordingly, the Directors considered the following proposed actions:

- a) the present Secretary, Sisec Limited, has offered their resignation and the resignation letter was tabled at the meeting;
- b) the Company should change its Registered Address from 150 Minories, London, EC3N 1LS, to the Registered Address of Oxitec Limited, being 71 Milton Park, Abingdon, Oxfordshire, OX14 4RQ;
- c) the Company should change its Accounting Reference Date from 30 June 2017 to 31 December 2017 to coincide with the accounting periods of the group to which the Company belongs; and
- d) that any member of the Finance team of Oxitec Limited, who holds a professional qualification, should be duly authorised, to sign and file all documents required by the Registrar of Companies, other than the Annual Accounts which are to be signed by the Directors.

### 4. RESOLUTIONS

The Directors resolved that, in accordance with article 4 of the articles of association of the Company:

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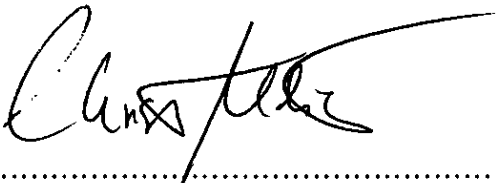
- a) each of the proposed actions set out in paragraph 3 was in the best interests of the Company and would promote the success of the Company for the benefit of the members as a whole;
- b) the resignation of Sisec Limited as Secretary, be accepted and form TM02 be filed to record the resignation. It was noted that the Company is not required to have a Secretary and no replacement will be appointed;
- c) the Change of Address be accepted and form AD01 be filed to change the address;
- d) the Change of Accounting Reference Date be accepted and form AA01 be filed to change the date;
- e) any member of the Finance team of Oxitec Limited, who holds a professional qualification, be duly authorised to sign and file all documents required by the Registrar of Companies, other than the Annual Accounts which are to be signed by the Directors, using an acceptable method including electronic filing; and
- f) the statutory records and company books of the Company be sent for safekeeping at the Company's new registered address.

#### 5. FILINGS

The chairman instructed the Oxitec Limited Finance team to make all the necessary and appropriate entries in the Company's books and registers and to arrange for the necessary documents and forms to be filed with the Registrar of Companies.

#### 6. CLOSE OF MEETING

There being no further business the Chairman declared the Meeting closed.



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Chairman – Christian Ulrich

Date: April 20, 2017

To: The directors of Intrexon UK Insect Holdings Limited (the "Company")

We, Sisec Ltd, resign from our office as secretary of the Company with effect from 11.59 pm today. We acknowledge that we have no claim against the Company for loss of office or otherwise in respect of our secretaryship or resignation.

Signed: Nigel Read

Date: 20 April 2017

For

Sisec Ltd