

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RANDEX LABORATORIES LIMITED

("Company")

Circulation Date – 5 December

2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I, the undersigned, being the sole member of the Company entitled to vote on the following Resolutions on the Circulation Date, hereby propose that the following resolutions is passed as a written resolution of the Company, having effect as a special resolution (the "Resolutions").

SPECIAL RESOLUTIONS

1. **THAT** the execution, delivery and performance by the Company of:
  - 1.1 an unlimited inter company cross guarantee of the obligations of each of Randox Holdings Limited (company number NI614690), Randox Food Diagnostics Limited (company number NI069074), Randox Toxicology Ltd (company number NI608013), Randox Teoranta (CRO number 460557), Randox Land Limited (company number NI614724), Antrim Farming Limited (company number NI614739), Randox Farming Limited (company number NI614738) Antrim Coal Company Limited (company number NI018177), Randox Massereene Limited (company number NI621673), Dundarave Holdco Ltd (company number NI627754) and Dundarave Properties Ltd (company number NI627752) (each an "Obligor" together the "Obligors") (the "UICCG") in respect of each other Obligor's obligations to Northern Bank Limited (the "Bank"); and
  - 1.2 a group global corporate certificate relating to the Company to be issued by a director of the Company and addressed to the Bank certifying certain information about the Company as more specifically set out therein;

(together the "Finance Documents")

will promote the success of the Company for the benefit of its members as a whole and accordingly be hereby approved and in particular the giving of the UICCG is to the commercial benefit of the Company; and

2. **THAT** despite any provisions in the Articles of Association of the Company or any personal interest thereof, any two directors of the Company or any director of the Company and the secretary of the Company or any director of the Company in the presence of a witness be and are generally and unconditionally authorised and empowered, for the purposes of section 39 of the Companies Act 2006, to execute, deliver, issue and implement the Finance Documents.



We hereby certify this to be a true copy of the original

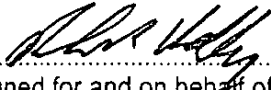
Signed *Carson McDowell*

Carson McDowell Solicitors

## AGREEMENT

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

I, the undersigned, the sole member entitled to vote on the Resolutions at the time it was circulated, irrevocably agree to the Resolutions:

  
.....  
Signed for and on behalf of  
Randox Holdings Limited

5 December 2014  
.....  
Date

## 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 [ ], at [ ];
  - **Post:** returning the signed copy by post to [ ], at [ ];
  - **Fax:** faxing the signed copy to [ ] marked "For the attention of [ ]";
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [ ]. Please enter "Written resolutions dated [ ]" in the e-mail subject box.
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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.