



Shareholder Resolution

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

THE ROWETT RESEARCH INSTITUTE
(Registered in Scotland No. SC037444)

WRITTEN RESOLUTION

(Circulation Date: 29 March 2021)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the resolutions set out below (the "**Resolutions**") are passed as Special Resolutions:

SPECIAL RESOLUTIONS

THAT:

- A. the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- B. the Articles of Association produced to the meeting and initialled by the chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Agreement

Please read the Notes set out below before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on Circulation Date specified above, hereby irrevocably votes in favour of the Resolutions:

Signed for and on behalf of

THE UNIVERSITY COURT OF THE UNIVERSITY OF ABERDEEN

at Aberdeen

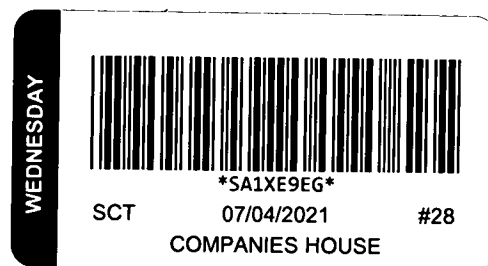
on 29 March 2021

by

Authorised Signatory

PROFESSOR GEORGE BOYNE

Full Name



Notes

1. The Resolutions have been sent to all members who are entitled to vote on the Resolutions on the Circulation Date. Only such members (or persons duly authorised on their behalf) should sign the Resolutions.
2. If you wish to vote in favour of the Resolutions, please signify your agreement to it by signing and dating this document where indicated above. In the case of E-mail, please also send the original signed document by post as detailed above.
3. If you do not wish to vote in favour of the Resolutions, you do not need to do anything; you will not be deemed to vote in favour if you fail to reply.
4. Once you have signified your agreement to the Resolutions, you may not revoke it.
5. The Resolutions will lapse 28 days after the circulation date unless sufficient members have agreed to the Resolutions. If you wish to vote in favour of the Resolutions, please ensure that the Company receives this form duly signed by you with your voting intentions clearly set out on or before this date.
6. In the case of joint holders of shares, the Company will only count the vote of the senior holder who votes. For this purpose, the senior holder is the joint holder whose name appears first in the register of members of the Company in respect of those shares.
7. 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.
8. In the case of joint holders of shares, the Company will only count the vote of the senior holder who votes. For this purpose, the senior holder is the joint holder whose name appears first in the register of members of the Company in respect of those shares.
9. 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.