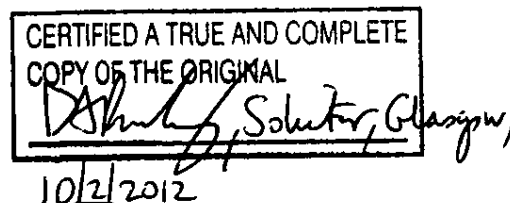


Registered Number: SC279236



COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SATURDAY



WRITTEN RESOLUTIONS OF SYNTROPHARMA LIMITED (the "Company")

The following resolutions are proposed by the Directors to be passed by the Company as to resolution 1 as an Ordinary Resolution and as to resolutions 2 and 3 as Special Resolutions.

ORDINARY RESOLUTION

1. "THAT in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised:
 - (a) to allot shares in the Company up to an aggregate nominal amount of £0.6180; and
 - (b) to grant rights to subscribe for shares in the Company up to an aggregate nominal amount of £2.4720,

provided that the authorities shall, unless renewed, varied or revoked by the Company, expire four months after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for shares to be granted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authorities conferred by this resolution has expired.

These authorities are in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights to subscribe for shares in the Company already made or offered or agreed be made pursuant to that authority."

SPECIAL RESOLUTIONS

2. "THAT subject to the passing of the resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot or grant rights to subscribe for equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if articles 7 and 8 of the Company's Articles of Association did not apply to any such allotment of shares or such grant of any right to subscribe for shares in the Company."
3. "THAT the terms of Article 8 of the Company's Articles of Association shall not apply to the allotment of and the grant of rights to subscribe for shares pursuant to resolution 1, which shares shall be allotted and rights granted as follows:-
 - (i) 1,564 Ordinary Shares shall be allotted and the right to subscribe for up to 6,256 Ordinary Shares shall be granted to David McHoul, Andrew Gardiner, JGS

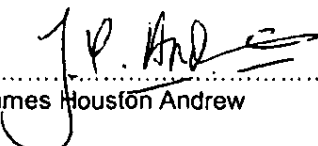
Associates (Scotland) Limited, Business Therapies Limited and Celtic Bio-Pharma Limited in such proportions as the Directors determine at their sole discretion;

- (ii) 1,414 Ordinary Shares and the right to subscribe for up to 5,656 Ordinary Shares shall be offered to Scottish Enterprise Scottish Co-Investment Fund ("SE SCIF");
- (iii) 1,752 Ordinary Shares and the right to subscribe for up to 7,008 Ordinary Shares shall be offered to all members of the Company, other than Andrew Gardiner, David McHoul, Local Investment Networking Company ("LINC") and SE SCIF, in proportion to the number of shares in the Company held by each member other than Andrew Gardiner, David McHoul, LINC and SE SCIF; and
- (iv) the remaining Ordinary Shares and the rights to subscribe for Ordinary Shares shall be offered to all members of the Company, other than Andrew Gardiner, David McHoul, LINC and SE SCIF and to other HVC Members, TRI Capital Members and members of the Scottish Enterprise Group at the discretion of the Directors.

The persons named below, being persons entitled to vote on the Resolution on 20 September 2011, (the "Circulation Date") hereby indicate their agreement to the resolutions.

.....
Richard Erskine Aird

Date:


.....
James Houston Andrew

Date: 22 September 2011

.....
Ashleybank Investments Ltd

Date:

.....
Dugdale Bradley

Date:

.....
Kenneth Brown

Date:

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Richard Ronald James Burns

Date:

.....
Geoff Bush

Date:

.....
Peter Dick

Date:

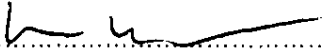
.....
Robert Ian Dick

Date:

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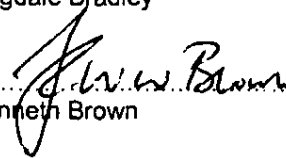
The persons named below, being persons entitled to vote on the Resolution on 20 September 2011, (the "Circulation Date") hereby indicate their agreement to the resolutions.

..... Richard Erskine Aird	Date:
..... James Houston Andrew	Date:
 Ashleybank Investments Ltd	Date: 28.9.11
..... Dugdale Bradley	Date:
..... Kenneth Brown	Date:
..... Richard Ronald James Burns	Date:
..... Geoff Bush	Date:
..... Peter Dick	Date:
..... Robert Ian Dick	Date:

Associates (Scotland) Limited, Business Therapies Limited and Celtic Bio-Pharma Limited in such proportions as the Directors determine at their sole discretion;

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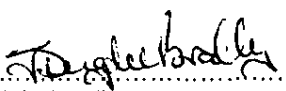
The persons named below, being persons entitled to vote on the Resolution on 20 September 2011, (the "Circulation Date") hereby indicate their agreement to the resolutions.

..... Richard Erskine Aird	Date:
..... James Houston Andrew	Date:
..... Ashleybank Investments Ltd	Date:
..... Dugdale Bradley	Date:
 Kenneth Brown	Date: 4th October 2011
..... Richard Ronald James Burns	Date:
..... Geoff Bush	Date:
..... Peter Dick	Date:
..... Robert Ian Dick	Date:

Associates (Scotland) Limited, Business Therapies Limited and Celtic Bio-Pharma Limited in such proportions as the Directors determine at their sole discretion;

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..... Richard Erskine Aird	Date:
..... James Houston Andrew	Date:
..... Ashleybank Investments Ltd	Date:
.....  Dugdale Bradley	Date: 21 September 2011
..... Kenneth Brown	Date:
..... Richard Ronald James Burns	Date:
..... Geoff Bush	Date:
..... Peter Dick	Date:
..... Robert Ian Dick	Date:

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..... Date:
Richard Erskine Aird

..... Date:
James Houston Andrew

..... Date:
Ashleybank Investments Ltd

..... Date:
Dugdale Bradley

..... Date:
Kenneth Brown


..... Date: 24/9/11
Richard Ronald James Burns

..... Date:
Geoff Bush

..... Date:
Peter Dick

..... Date:
Robert Ian Dick

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Ashleybank Investments Ltd

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Dugdale Bradley

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Kenneth Brown

..... Date:
Richard Ronald James Burns

..... Date:
Geoff Bush

..... Date:
Peter Dick


..... Date: Sept 26 2011
Robert Ian Dick

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..... Date:
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Geoff Bush

..... Date: 22/09/2011
Peter Dick

..... Date:
Robert Ian Dick



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Ian Douglas

Date: 12-10-11

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Ian Duncan

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Martin Eckersall

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John Harding Edgar

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Dain Egan

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Anthony George Eugene Foyle

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David Garvie

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Charles Colin Campbell Golding

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Douglas James Christian Harrison

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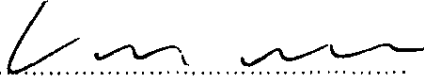
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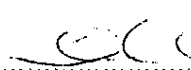
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Charles Colin Campbell Golding

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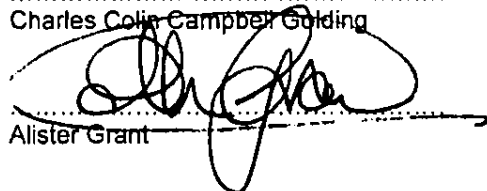
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Alister Grant

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Nigel John Anthony Harrison

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Patrick Charles Lorne Harrison

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William Michael Jarvill

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Dain Egan

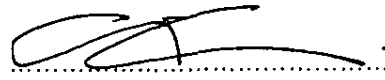
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Anthony George Eugene Foyle

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Patrick Alexander Campbell Fraser

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Andrew Gardiner

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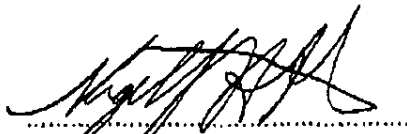
Date:

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Iain Victor Robinson Harrison

Date: 21/9/11

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Nigel John Anthony Harrison

Date: 21/9/2011

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Patrick Charles Lorne Harrison

Date:

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Michael Austin Jack

Date:

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William Michael Jarvill

Date:

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George Kong Thoo Lin

Date:

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Julian Mark Campbell Livingston

Date:

.....
Local Investment Networking Company (Scotland)

Date:

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John Nicholas Andrew Lubbock

Date:

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Alistair John Mackay

Date:

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David Mason

Date:

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Gerry McGettigan

Date:

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John McGovern

Date:

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David McHoul

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Allan James Merritt

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Nigel John Anthony Harrison

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Patrick Charles Lorne Harrison

Date:

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Michael Austin Jack

Date:


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William Michael Jarvill

Date: 21 SEP 2011

.....
George Kong Thoo Lin

Date:

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Julian Mark Campbell Livingston

Date:

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Local Investment Networking Company (Scotland)

Date:

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John Nicholas Andrew Lubbock

Date:

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Alistair John Mackay

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David Mason

Date:

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Gerry McGettigan

Date:

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John McGovern

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David McHoul

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Allan James Merritt

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Nigel John Anthony Harrison

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Patrick Charles Lorne Harrison

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Michael Austin Jack

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William Michael Jarvill

Date:

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George Kong Thoo Lin

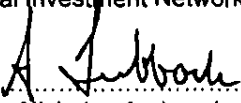
Date:

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Julian Mark Campbell Livingston

Date:

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Local Investment Networking Company (Scotland)

Date:

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John Nicholas Andrew Lubbock

Date: 11th Oct 2011

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Alistair John Mackay

Date:

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David Mason

Date:

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Gerry McGettigan

Date:

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John McGovern

Date:

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David McHoul

Date:

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Allan James Merritt

Date:

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Patrick Charles Lorne Harrison

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Michael Austin Jack

Date:

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William Michael Jarvill

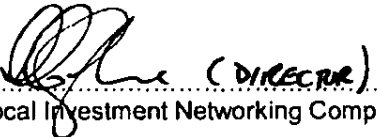
Date:

.....
George Kong Thoo Lin

Date:

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Julian Mark Campbell Livingston

Date:

 (DIRECTOR)
.....
Local Investment Networking Company (Scotland)

Date:

.....
John Nicholas Andrew Lubbock

Date:

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Alistair John Mackay

Date:

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David Mason

Date:

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Gerry McGettigan

Date:

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John McGovern

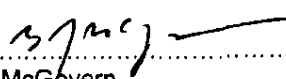
Date:

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David McHoul

Date:

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Allan James Merritt

Date:

..... George Kong Thoo Lin	Date:
..... Julian Mark Campbell Livingston	Date:
..... Local Investment Networking Company (Scotland)	Date:
..... John Nicholas Andrew Lubbock	Date:
..... Alistair John Mackay	Date:
..... David Mason	Date:
..... Gerry McGettigan	Date:
.....  John McGovern	Date: 25/9/11
..... David McHoul	Date:
..... Allan James Merritt	Date:
..... Kevin Moore	Date:
..... Gregor MacGregor Munro	Date:
..... Robert Murray	Date:
..... Colin Nisbet	Date:

Kevin Moore

 Kevin Moore

Date: 22/09/2011.....

.....
 Gregor MacGregor Munro

Date:

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 Robert Murray

Date:

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 Colin Nisbet

Date:

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 Dennis Overton

Date:

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 Patrick Joseph Scott Plummer

Date:

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 Andrew Adam Purves

Date:

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 Jim Reid

Date:

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 Karen Reid

Date:

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 Walter Gervase Riddell-Carre

Date:

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 Iver Alexander Logan Salvesen

Date:

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 Iain John Gosman Scott

Date:

.....
 Scottish Enterprise – Scottish Co-Investment Fund

Date:

.....
 Samuel Taylor

Date:

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Nigel John Anthony Harrison

Date:

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Patrick Charles Lorne Harrison

Date:

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Michael Austin Jack

Date:

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William Michael Jarvill

Date:

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George Kong Thoo Lin

Date:

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Julian Mark Campbell Livingston

Date:

.....
Local Investment Networking Company (Scotland)

Date:

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John Nicholas Andrew Lubbock

Date:

.....
Alistair John Mackay

Date:

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David Mason

Date:


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Gerry McGettigan

Date: 22 Sep 2011.....

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John McGovern

Date:

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David McHoul

Date:

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Allan James Merritt

Date:

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Nigel John Anthony Harrison

Date:

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Patrick Charles Lorne Harrison

Date:

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Michael Austin Jack

Date:

.....
William Michael Jarvill

Date:

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George Kong Thoo Lin

Date:

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Julian Mark Campbell Livingston

Date:

.....
Local Investment Networking Company (Scotland)

Date:

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John Nicholas Andrew Lubbock

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Date:

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Gerry McGettigan

Date:

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John McGovern

Date:

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David McHoul

Date: 22/9/2011

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Allan James Merritt

Date:

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Kevin Moore

Date:

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Gregor MacGregor Munro

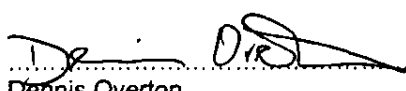
Date:

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Robert Murray

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Colin Nisbet

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Dennis Overton

Date: 21/09/2011.....

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Patrick Joseph Scott Plummer

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Andrew Adam Purves

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Jim Reid

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Karen Reid

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Walter Gervase Riddell-Carre

Date:

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Iver Alexander Logan Salvesen

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Iain John Gosman Scott

Date:

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Scottish Enterprise – Scottish Co-Investment Fund

Date:

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Samuel Taylor

Date:

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Kevin Moore

Date:

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Gregor MacGregor Munro

Date:

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Robert Murray

Date:

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Colin Nisbet

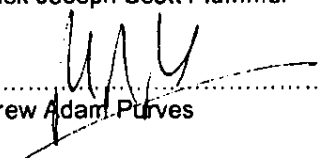
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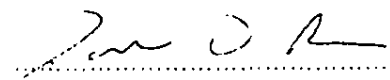
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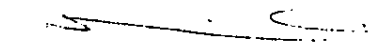
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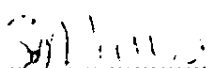
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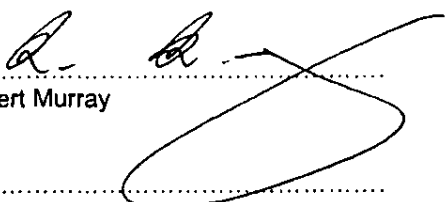
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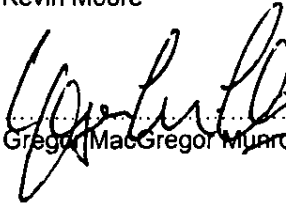
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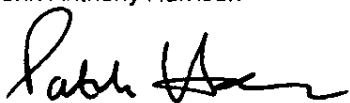
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Annetta Turner
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Date: 24.09.2011

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Simon Winfield

Date:

Notes:

1. You can choose to agree to both the Ordinary Resolution and Special Resolution or neither of them but you cannot agree to only some of the resolutions. If you agree to all of 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 Aimee Watson, Biggart Baillie LLP, Dalmore House, 310 St Vincent Street, Glasgow, G2 5QR.
- Post: returning the signed copy by post to Aimee Watson, Biggart Baillie LLP, Dalmore House, 310 St Vincent Street, Glasgow, G2 5QR.
- Fax: faxing the signed copy to 0141 228 8310 marked "For the attention of Aimee Watson".
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to awatson@biggartbaillie.co.uk.

If you do not agree to all of 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, by the date falling 28 days after 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 or during this date.
4. 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.
5. 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 resolution.

Angella Turner

Simon Winfield

Date:

Date:

22.9.11.

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Registered Number: SC279236

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF SYNTROPHARMA LIMITED (the "Company")

The following resolutions are proposed by the Directors to be passed by the Company as to resolution 1 as an Ordinary Resolution and as to resolutions 2 and 3 as Special Resolutions.

ORDINARY RESOLUTION

1. "THAT in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised:

- (a) to allot shares in the Company up to an aggregate nominal amount of £0.6180; and
- (b) to grant rights to subscribe for shares in the Company up to an aggregate nominal amount of £2.4720,

provided that the authorities shall, unless renewed, varied or revoked by the Company, expire four months after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for shares to be granted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authorities conferred by this resolution has expired.

These authorities are in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights to subscribe for shares in the Company already made or offered or agreed be made pursuant to that authority."

SPECIAL RESOLUTIONS

2. "THAT subject to the passing of the resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot or grant rights to subscribe for equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if articles 7 and 8 of the Company's Articles of Association did not apply to any such allotment of shares or such grant of any right to subscribe for shares in the Company."

"THAT the terms of Article 8 of the Company's Articles of Association shall not apply to the allotment of and the grant of rights to subscribe for shares pursuant to resolution 1, which shares shall be allotted and rights granted as follows:-

- 64 Ordinary Shares shall be allotted and the right to subscribe for up to 6,256 Ordinary Shares shall be granted to David McHoul, Andrew Gardiner, JGS

Associates (Scotland) Limited, Business Therapies Limited and Celtic Bio-Pharma Limited in such proportions as the Directors determine at their sole discretion;

- (ii) 1,414 Ordinary Shares and the right to subscribe for up to 5,656 Ordinary Shares shall be offered to Scottish Enterprise Scottish Co-Investment Fund ("SE SCIF");
- (iii) 1,752 Ordinary Shares and the right to subscribe for up to 7,008 Ordinary Shares shall be offered to all members of the Company, other than Andrew Gardiner, David McHoul, Local Investment Networking Company ("LINC") and SE SCIF, in proportion to the number of shares in the Company held by each member other than Andrew Gardiner, David McHoul, LINC and SE SCIF; and
- (iv) the remaining Ordinary Shares and the rights to subscribe for Ordinary Shares shall be offered to all members of the Company, other than Andrew Gardiner, David McHoul, LINC and SE SCIF and to other HVC Members, TRI Capital Members and members of the Scottish Enterprise Group at the discretion of the Directors.

The persons named below, being persons entitled to vote on the Resolution on 20 September 2011, (the "Circulation Date") hereby indicate their agreement to the resolutions.

Subscribed by Iain J G Scott, director of Highland Venture Capital Limited as Attorney for and on behalf of the undersigned, each under Power of Attorney in favour of Highland Venture Capital Limited.


 Iain John Gosman Scott
 Director & Authorised Signatory
 for and on behalf of Highland Venture Capital Limited

Attorney

On 21/9/2011 2011

Attorney, for and on behalf of :-

Geoff Bush
 Ian Duncan
 David Garvie
 William George Harper Geddes
 Patrick Charles Lorne Harrison
 Michael Austin Jack
 George Kong Thoo Lin
 Alistair John Mackay
 David Mason
 Allan James Merritt
 Gregor MacGregor Munro
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