

Company Number: SC297009

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
MODE DIAGNOSTICS LIMITED
(the "Company")

On **27 FEBRUARY** 2015, the following resolutions were duly passed as special resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

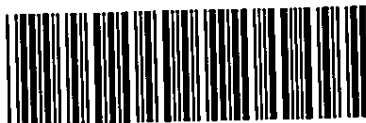
SPECIAL RESOLUTIONS

1. **THAT**, the new articles of association in the form notified to shareholders and attached to this Resolution (the "**New Articles**"), be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all other articles of association of the Company.
2. **THAT**, subject to the passing of Resolution 1, any rights of pre-emption the shareholders of the Company may have, howsoever arising, including under the right article 7.3 of the New Articles of the Company be disapplied for the purpose of allotting up to (i) 346,062 A preferred shares of £0.001 each in the Company ("**A Preferred Shares**"), (ii) 33,470 A ordinary shares of £0.001 each in the Company ("**A Ordinary Shares**") and (iii) up to 20,004 A Preferred Shares or A Ordinary Shares (in aggregate) within 30 days of completion of the allotments under (i) and (ii), pursuant to the authority granted in article 7.1 of the New Articles and pursuant to the investment agreement among the Company and certain of its shareholders dated on or around the circulation date of this resolution and the directors are hereby authorised to allot such shares.



.....
Director

TUESDAY



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10/03/2015
COMPANIES HOUSE