

Company Number: SC310584

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ALBA BIOSCIENCE LIMITED
(the "Company")

Circulation Date: 30 March 2016

TUESDAY



Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that:

- resolution 1 below (the "Ordinary Resolution") is passed as an ordinary resolution; and
- resolution 2 below (the "Special Resolution") is passed as a special resolution

but so that neither the Ordinary Resolution nor the Special Resolution shall be passed unless both are passed (the Ordinary Resolution and Special Resolution being together the "Resolutions").

Ordinary Resolution

1. THAT in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot 1,400,000 B ordinary shares of £0.0001 each in the capital of the Company (being relevant securities within the meaning of section 551 of the Act) provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months from the date of passing this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.

Special Resolutions

2. THAT, subject to the passing of the Ordinary Resolution and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by the Ordinary Resolution, as if the pre-emption provisions in section 561(1) of the Act or those contained in the Company's articles of association did not apply to any such allotment PROVIDED THAT this power shall expire 12 months from the date of passing these Resolutions (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be


allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Agreement

Please read the notes attached to this document before signifying your agreement to the Ordinary Resolution and the Special Resolution.

We the undersigned (being the sole shareholder entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

Signed:



For and on behalf of Midcap
Financial Trust, as Agent

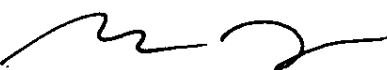
Dated: 30 March 2016

By: Apollo Capital
Management, L.P.,

its investment manager

By: Apollo Capital Management
GP, LLC,

its general partner

By: 

Name: Maurice Amsellem
Title: Authorized Signatory

Notes

1. You can choose to agree to both of the Resolutions or none of them but you cannot agree to only one of the Resolutions. If you agree with all the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**") using one of the following methods:
 - 1.1 **By Hand:** delivering the signed copy to Orla Kerr, DWF LLP, No.2 Lochrin Square, 96 Fountainbridge, Edinburgh, EH3 9QA.
 - 1.2 **Post:** returning the signed copy by post to Orla Kerr, DWF LLP, No.2 Lochrin Square, 96 Fountainbridge, Edinburgh, EH3 9QA.
 - 1.3 **Fax:** faxing the signed copy to 0131 226 2278 marked "For the attention of Orla Kerr".
 - 1.4 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Orla.Kerr@dwf.law. Please enter "Written resolution" in the e-mail subject box.
2. If you do not agree with all of 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. The Resolutions are passed when the required majority of eligible members have signified their agreement to them, however, none of the Resolutions are passed unless all of them are passed.
5. If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
6. 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.
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.