Copy signed off by

Company No SC312123

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LAMELLAR BIOMEDICAL LIMITED

(the "Company")

SW04.157

CT

14/07/2008 COMPANIES HOUSE 885

14 April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as Special resolutions ("the Resolutions")

RESOLUTIONS

1 Increase in Authorised Capital:

THAT the authorised share capital of the Company (presently £285 75 divided into 18,575 A Ordinary Shares of £0 01 each and 10,000 Ordinary Shares of £0 01 each) be and is hereby increased to £450 75 by the creation of 16,500 A Ordinary Shares of £0 01 each, such Shares to rank pari passu in all respects save as provided in the Articles of Association of the Company

- 2 General Authority to Issue Shares and Options
- Subject to approving Resolution 1 above, in substitution for any existing power under section 80 of the Companies Act 1985 ("the Act") but without prejudice to the exercise of any such authority prior to the date hereof, that the Directors be and they are hereby authorised, generally and unconditionally, for the purposes of Section 80 of the Act to offer, allot or grant rights to subscribe for relevant securities (within the meaning of Section 80(2) of the Act) PROVIDED THAT
 - (i) the maximum total nominal amount of relevant securities to be allotted in pursuance of such authority shall be £140 00 (in the form of 14,000 A Ordinary Shares of £0 01 each),
 - (ii) the price per share shall be £50 33 or more per A Ordinary Share of £0 01, and
 - (iii) this authority shall expire unless sooner revoked or varied by the Company in general meeting six months after the passing of this Resolution
- Subject to approving Resolution 1 above and Resolution 3 below, that the Directors be and they are hereby authorised, generally and unconditionally, for the purposes of Section 80 of the Act to offer, allot or grant rights to subscribe for relevant securities (within the meaning of Section 80(2) of the Act), PROVIDED THAT
 - (i) the maximum total nominal amount of relevant securities to be allotted in pursuance of such authority shall be £25 00 (in the form of 2,500 A Ordinary Shares of £0 01 each),

- (II) such relevant securities shall be allotted pursuant to either the EMI Option Scheme or the Unapproved Option Plan referred to in Resolution 3 below, and
- (ii) this authority shall expire unless sooner revoked or varied by the Company in general meeting five years after the passing of this Resolution, except that the Company may before the expiry of such authority make an offer, agreement or other arrangement which would or might require relevant securities (as defined in Section 80(2) of the Act), to be allotted after such expiry and the Directors may allot relevant securities, pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not so expired
- 2 3 That pursuant to section 95(1) of the Act, sections 89(1) and 90(1) to (6) all inclusive of the Act shall not apply to any allotment of shares pursuant to the authorities contained in Resolutions 2 1 and 2 2 above
- 3. Option Schemes

3 1 EMI Share Option Scheme

That the Company approve an EMI share option scheme in favour of the employees, (the "EMI Option Scheme") in the form annexed and signed as relative to this written resolution for the purposes of identification, in terms of which the employees will be granted the option to purchase a specified number of "A" Ordinary Shares in the Company, and

3 2 Unapproved Option Plan

the Company approve an unapproved share option agreement in favour of the Directors, (the "Unapproved Option Plan") in the form annexed and signed as relative to this written resolution for the purposes of identification, in terms of which the allotees will be granted the option to purchase a specified number of "A" Ordinary Shares in the Company

4 Issue of Shares and Options

Subject to approval of resolutions 1, 2 and 3 1 and 3 2, as appropriate that

- 4 1 Duncan Lawrence be granted the right to subscribe for 752 A Ordinary Shares under the EMI Share Option Scheme,
- 4 2 Sam Taylor be granted the right to subscribe for 302 A Ordinary Shares under the Unapproved Option Plan, and
- 4.3 Alec Mackie be granted the right to subscribe for 226 A Ordinary Shares under the Unapproved Option Plan

Circulated on the

day of

2008 (the "Circulation/Date

Alec Mackie, Director

or Duncah Lawrence

Sam Tayler, Director

SIGNED on behalf of PETER WILSON by PATRICK JOSEPH SCOTT PLUMMER, under Power of Attorney dated at on in the presence of

Witness **Full Name** PATRICK JOSEPH SCOTT PLUMMER Address SIGNED by ALEC MACKIE at on in the presence of Witness Full Name ALEC MACKIE Address SIGNED by DUNCAN LAWRENCE at presence of Horas H possie Full Name 26 FIRMLL AVE Address YALK DKIE ML6 902 SIGNED by KEITH PUNLER at on in the presence of Witness Full Name **KEITH PUNLER**

| SIGNED by MIKE GRAHAM at presence of | on | ın the |
|---|----|----------------------------------|
| Witness , | | |
| Full Name | | MIKE GRAHAM |
| Address . | | |
| | | |
| SIGNED by DR ADAM BRYSON, at presence of | on | ın the |
| Witness | | |
| Full Name , | | DR ADAM BRYSON |
| Address | | |
| | | |
| signed by DR JAMES WAUGH DOBBIE, at in the presence of Horace Holland | on | 6 April aloof |
| Witness - Martine | | |
| Full Name JAMES WANGE DOBBIE | ı | Marilia DR JAMES WAUGH DOBBIE |
| Address 2/ FIRHILLAVE | | |

AIRDRIE MLG 9DZ

AGREEMENT

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

WE, the undersigned, being or representing (a) the Investor Majority for the purposes of Part 1 (e) of Schedule 6 and clause 9 1 of the Subscription and Shareholders Agreement between the Shareholders and the Company dated 28 June 2007 and (b) all other members of the Company for the time being entitled to vote on the Resolutions on 15 April 2008, hereby irrevocably agree to the Resolutions and waive any rights of pre emption we have any respect of any shares to be issued under the Unapproved Option Plan or EMI Option Scheme

| on 15th | in the presence of | CKIE, Director at | flegis |
|-----------|--|----------------------|------------------------|
| Witness | Kinhilson | | |
| Full Name | Kim WILDON | | An Mad |
| Address | 40 20 RENFIELD ST GLASGON G2 SAP | | Director |
| | n behalf of ROBERT DICK by PATRICK J er of Attorney dated in the presence of | IOSEPH SCOTT I at | PLUMMER on |
| Witness | | | |
| Full Name | | PATRIC | K JOSEPH SCOTT PLUMMER |
| Address | | | |
| | behalf of GAVIN STEVENSON by PATR er of Attorney dated in the presence of | RICK JOSEPH SC at | OTT PLUMMER on |
| Witness | | | |
| Full Name | | PATRIC | K JOSEPH SCOTT PLUMMER |

SIGNED on behalf of ALASTAIR ROBSON by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated in the presence of Witness Full Name PATRICK JOSEPH SCOTT PLUMMER Address SIGNED on behalf of IAIN SCOTT by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated on in the presence of Witness **Full Name** PATRICK JOSEPH SCOTT PLUMMER Address SIGNED by JOSEPHINE TAYLOR, at EJIMBURGH ON 14H HPRIL JORE presence of Witness Alexander shorter gordon Full Name 21. Cleveden Sanders Glesgon Siz ofk Address

SIGNED by SAM TAYLOR, at KJINBUKGII on IL HORIL JOANSTHE presence of

Witness

Alexander Charles goodon

Full Name Mackie.

Address 21. Cleveder Gooders Slasgon 912 offer

SIGNED on behalf of PETER WILSON by PATRICK JOSEPH SCOTT PLUMMER, under Power of Attorney dated at on

in the presence of

| Witness | | |
|--|------------------|-----------------------|
| Full Name | PATRICK JO | SEPH SCOTT PLUMMER |
| Address | | |
| | | |
| SIGNED by ALEC MACKIE at Slarger | on 15th April 20 | in the presence ⋄♀ |
| Witness Hangel C Kirkpatrich | | |
| Full Name HAZEL CHRISTINA KIRKPATRICK | | ALEC MACKIE |
| Address 20 RENTIELD STREET GLASGOW 62 SAP | | |
| SIGNED by DUNCAN LAWRENCE at presence of | on | ın the |
| Witness | | |
| Full Name | | DUNCAN LAWRENCE |
| Address | | |
| | | |
| SIGNED by KEITH PUNLER at presence of | on | in the |
| Witness | | |
| Full Namo | | |

KEITH PUNLER

Final Written Resolution

SIGNED on behalf of SCOTTISH ENTERPRISE - SCOTTISH CO INVESTMENT FUND by , at SE, A+ Lourtic Quagon 22/4/03 in the presence of DENEX SHANI SE, Atlantic Quay Witness

SIGNED on behalf of LINC SCOTLAND LIMITED by Director/Secretary/Authorised Signatory at in the presence of

on

Witness

Full Name

AGREEMENT

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

WE, the undersigned, being or representing (a) the Investor Majority for the purposes of Part 1 (e) of Schedule 6 and clause 9 1 of the Subscription and Shareholders Agreement between the Shareholders and the Company dated 28 June 2007 and (b) all other members of the Company for the time being entitled to vote on the Resolutions on 15 April 2008, hereby irrevocably agree to the Resolutions and waive any rights of pre-emption we have any respect of any shares to be issued under the Unapproved Option Plan or EMI Option Scheme

SIGNED on behalf of BARWELL PLC by ALEC MACKIE, Director at in the presence of on

Witness Full Name Director Address SIGNED on behalf of ROBERT DICK by PATRICK JOSEPH SCOTT PLUMMER at Melrose on 16 April 08 under Power of Attorney dated in the presence of (Robertson Full Name ChinAN ROBERTOON

Address St Occustons House, Malose

SIGNED on behalf of GAVIN STEVENSON by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated at MCIROSE on 16 April 05 in the presence of

Witness

PATRICK JOSEPH SCOTT PLUMMER

PATRICK JOSEPH SCOTT PLUMMER

Address Stownstons House, Molose

SIGNED on behalf of JOHN BURGON by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated on 16 April 08 at MELROSE in the presence of C. Robertson Witness Full Name CILLIAN ROBERTSON PATRICK JOSEPH SCOTT PLUMMER Address Staurstans House, Melouse on 16 April 08 SIGNED by PATRICK JOSEPH SCOTT PLUMMER, at MCLROSC in the presence of a Robertvan Witness Full Name CHUAN ROBERTSON PATRICK JOSEPH SCOTT PLUMMER Address Skidunskans House, Mebose SIGNED on behalf of IVER SALVESEN by PATRICK JOSEPH SCOTT PLUMMER on 16 April 08 under Power of Attorney dated at MCZROSE in the presence of C Robertson Full Name GILLIAN ROBGRISON

Address Stranstans House, Metrose

PATRICK JOSEPH SCOTT PLUMMER

SIGNED on behalf of NORMAN CAMERON by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated at MCLROSC on Mapuil of in the presence of

Witness G Robertson

Full Name GLUAN ROBERTSON

Address Staturskers House, Mellose

PATRICK JOSEPH SCOTT PLUMMER

| signed on behalf of PAT CAMPBELL FRASER by P under Power of Attorney dated in the presence of | at MEL ROSE on 16 April 08 |
|---|---|
| Witness G Roberton | P.V. Veor Cummas |
| Full Name CILLIAN ROBERTSON Address Statustans House, Mollose | PATRICK JOSEPH SCOTT PLUMMER |
| SIGNED on behalf of COLIN CAMPBELL GOLDING I PLUMMER under Power of Attorney dated in the presence of | by PATRICK JOSEPH SCOTT at MELROSE on 16 April 20 |
| Witness G Robertoon | PV. VevH Cummer |
| Full Name, CIKMAN ROBERTSON | PATRICK JOSEPH SCOTT PLUMMER |
| Address Strawkand House, Mohose | |
| SIGNED on behalf of IAN DOUGLAS by PATRICK JOunder Power of Attorney dated in the presence of | DSEPH SCOTT PLUMMER at MELROSE on 16 April 08 |
| Witness G Robertson | P.V VerrePlum |
| Full Name CILLIAN ROBERTYON | PATRICK JOSEPH SCOTT PLUMMER |
| Address Stavitari House, Melose | |
| SIGNED on behalf of MARTIN ECKERSALL by PATE under Power of Attorney dated In the presence of | RICK JOSEPH SCOTT PLUMMER at MELROSE on 16 April 08 |
| Witness C Robertoson. | A Scott Cumum |
| - HAL CHILLAN ROBER - SOL | 11. Wett 1 comme |

PATRICK JOSEPH SCOTT PLUMMER

Full Name CIKLIAN ROBERJON

Address St. Durstanthouse, Malrose

SIGNED on behalf of BILL GEDDES by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated at on in the presence of Witness **Full Name** PATRICK JOSEPH SCOTT PLUMMER **Address** SIGNED on behalf of JOCK GRIEVE by PATRICK JOSEPH SCOTT PLUMMER at MELROSC on 16 April 08 under Power of Attorney dated in the presence of G Robertson Full Name CILLIAN ROBERTSON PATRICK JOSEPH SCOTT PLUMMER Address St Durstan House, Welrose SIGNED on behalf of GUY LEE by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated at MELROSE in the presence of.

on 16 April 08

a Robertson Witness

Full Name CILLIAN ROBERT SCA

PATRICK JOSEPH SCOTT PLUMMER

Address Skarwars Have, Melrose

SIGNED on behalf of JULIAN LIVINGSTON by PATRICK JOSEPH SCOTT PLUMMER on 16 April 08 under Power of Attorney dated at MERROSC in the presence of

a Robertoon Witness

Full Name GILLIAN ROBERTSON

Address Sydensyans House, Melrose

PATRICK JOSEPH SCOTT PLUMMER

| Witness G Robertson | W. Vlett lummer |
|---|--|
| Full Name CKWAN ROBERTSON | PATRICK JOSEPH SCOTT PLUMMER |
| Address Statustans House, Nichose | |
| SIGNED on behalf of GREGOR MUNRO by PATRICK under Power of Attorney dated in the presence of | S JOSEPH SCOTT PLUMMER at MELROSE on 16 April 08 |
| Witness G Roberton | P.J. Scort human |
| Full Name GILLIAN ROBERTSON | PATRICK JOSEPH SCOTT PLUMMER |
| Address Skourskand Hawe, Melrose | |
| SIGNED on behalf of ANDY PURVES by PATRICK Journal of Attorney dated in the presence of | OSEPH SCOTT PLUMMER at MELROSE on 16 April 08 |
| Witness G Robertson | P.V. Vest luma |
| Full Name CIKNIAN ROBERTSON | PATRICK JOSEPH SCOTT PLUMMER |
| Address Staustant House, Muliose | TATALON GOOD TO COMMEN |
| SIGNED on behalf of WALTER RIDDELL CARRE by PLUMMER under Power of Attorney dated on/to Aipml 08 in the presence of | PATRICK JOSEPH SCOTT at MELROSE |
| Witness G Robertoan | P.J. HerePlummer |
| Full Name CHMAN ROBGRISON | PATRICK JOSEPH SCOTT PLUMMER |

SIGNED on behalf of ANDREW LUBBOCK by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated at MELROSE on 16 April 08

in the presence of

Address St. Dustan House, Melose

SIGNED on behalf of ALASTAIR ROBSON by PATRICK JOSEPH SCOTT PLUMMER under Power of Attorney dated at in the presence of Witness Full Name PATRICK JOSEPH SCOTT PLUMMER **Address** SIGNED on behalf of IAIN SCOTT by PATRICK JOSEPH SCOTT PLUMMER on 16 April 08 at MELROSE under Power of Attorney dated in the presence of a Robertian Witness Full Name GILLIAN ROBERTSON Address St Durskanstause, Melrose PATRICK JOSEPH SCOTT PLUMMER SIGNED by JOSEPHINE TAYLOR, at on เก the presence of Witness Full Name JOSEPHINE TAYLOR Address SIGNED by SAM TAYLOR, at on in the presence of

SAM TAYLOR

Witness

Full Name

| under Power of Attorney dated in the presence of | at MGLROSC | on 16 April 08 |
|--|------------|----------------------|
| Witness G Robertson Full Name GILLIAN ROBERTSON | P | Sear Plumm |
| Full Name GILLIAN ROBERTSON | | JOSEPH SCOTT PLUMMER |
| Address Status House, Nelose | | |
| | | |
| SIGNED by ALEC MACKIE at of | on | in the presence |
| Witness . | | |
| Full Name | | ALEC MACKIE |
| Address . | | |
| | | |
| SIGNED by DUNCAN LAWRENCE at presence of | on | in the |
| Witness | | • |
| Full Name | | DUNCAN LAWRENCE |
| Address | | |
| SIGNED by KEITH PUNLER at | on | in the |
| presence of | | |
| Witness | | |
| Full Name | | KEITH PUNLER |
| Address | | |

| in the prese | , at on ence of |
|--------------|---|
| Witness | |
| Full Name | AUTHORISED SIGNATORY |
| Address | |
| | |
| Director/Sec | behalf of LINC SCOTLAND LIMITED by DAVID GRAMANE cretary/Authorised Signatory at GLASGOW on 16 APRIL 2008 he presence of |
| Witness | Miser & Owers |
| Full Name | ALLISON ELISABETH OWENS WENS |
| Address | 19 ST VINCENT PLACE, GLASGOW. |

| SIGNED by MIKE GRAHAM at presence of | on | in the |
|---|----------------|------------------------------------|
| Witness | | |
| Full Name | | MIKE GRAHAM |
| Address | | |
| SIGNED by DR ADAM BRYSON, at presence of Witness Full Name 14 GARNGAMER Address LENZLE GARSGOW G6 | uties LEGEE | 16 April 08 in the DR ADAM BRYSON |
| SIGNED by DR JAMES WAUGH DOBBII in the presence of | E, at | on |
| Witness | | |
| Full Name | | DR JAMES WAUGH DOBBIE |
| Address | | |

| John Michael Denning | grahan . | 4 |
|---|---------------------|---------------------|
| SIGNED by MIKE GRAHAM at Glusjon presence of | on 20 4 A 71214 700 | [≀] In the |
| Full Name CM15TINA Jeanne GARA Address U, WINTON DOWN, GLAS(W.) G12012 | | MIKE GRAHAM |
| SIGNED by DR ADAM BRYSON, at presence of | on | in the |
| Witness | | |
| Full Name | D | R ADAM BRYSON |
| Address | | |
| | | |
| SIGNED by DR JAMES WAUGH DOBBIE, at in the presence of | on | |
| Witness | | |
| Full Name | DR JAMES | S WAUGH DOBBIE |
| | | |