

Copy signed off by  
the Lamellar Board

Company No SC312123

THE COMPANIES ACTS 1985 TO 2006  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
of  
LAMELLAR BIOMEDICAL LIMITED  
(the "Company")

MONDAY



\*SW94J1EZ\*

SCT

14/07/2008

885

COMPANIES HOUSE

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 par passu in all respects save as provided in the Articles of Association of the Company

**2 General Authority to Issue Shares and Options**

2 1 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

2 2 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 allottees 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

  
Sam Taylor, Director

  
Dr Duncan Lawrence

**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 \_\_\_\_\_

on 16 April 2008 in the

Witness

*Horas M Dobbie*

Full Name

*HORAS M DOBBIE*

Address

*26 FARMILL AVE  
AIRDRIE  
ML6 9DZ*

*[Signature]*  
**DUNCAN LAWRENCE**

**SIGNED** by **KEITH PUNLER** at \_\_\_\_\_ on \_\_\_\_\_ in the  
presence of \_\_\_\_\_

Witness

Full Name

**KEITH PUNLER**

Address

SIGNED by MIKE GRAHAM at  
presence of

on

in the

Witness

Full Name

MIKE GRAHAM

Address

SIGNED by DR ADAM BRYSON, at  
presence of

on

in the

Witness

Full Name

DR ADAM BRYSON

Address

SIGNED by DR JAMES WAUGH DOBBIE, at  
in the presence of

on 16 April 2008

Witness

Full Name

MORAG H. DOBBIE  
MORAG H. DOBBIE  
~~JAMES WAUGH DOBBIE~~

Address

26 FIRHILL AVE  
AIRDRIE ML6 9DZ

DR JAMES WAUGH DOBBIE

## 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 in 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  
on 15<sup>th</sup> April 2008 in the presence of *glasgow*

Witness *Kim Wilson*

Full Name *Kim Wilson*  
Address *40 20 RENFIELD ST  
GLASGOW G2 5AP*

*Alec Mackie*  
Director

SIGNED on behalf of **ROBERT DICK** 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 **GAVIN STEVENSON** 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 **ALASTAIR ROBSON** 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 **IAIN SCOTT** 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 **JOSEPHINE TAYLOR**, at **Edinburgh** on **14 April 2018** in the presence of \_\_\_\_\_

Witness



Full Name

Alexander Charles Gordon  
MacLennan

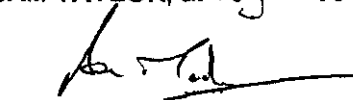
Address

21, Clevedon Gardens  
Glasgow G12 0PL

  
JOSEPHINE TAYLOR

**SIGNED** by **SAM TAYLOR**, at **Edinburgh** on **14 April 2018** in the presence of \_\_\_\_\_

Witness

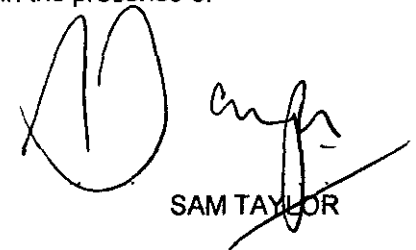


Full Name

Alexander Charles Gordon  
MacLennan

Address

21, Clevedon Gardens  
Glasgow G12 0PL

  
SAM TAYLOR

**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 *Glasgow* on *15<sup>th</sup> April 2018* in the presence  
of \_\_\_\_\_

Witness

*Hazel C Kirkpatrick*

Full Name **HAZEL CHRISTINA KIRKPATRICK**

*Alec Mackie*  
**ALEC MACKIE**

Address *20 RENFIELD STREET  
GLASGOW G2 5AP*

**SIGNED** by **DUNCAN LAWRENCE** at \_\_\_\_\_ on \_\_\_\_\_ in the  
presence of \_\_\_\_\_

Witness

Full Name

**DUNCAN LAWRENCE**

Address

**SIGNED** by **KEITH PUNLER** at \_\_\_\_\_ on \_\_\_\_\_ in the  
presence of \_\_\_\_\_

Witness

Full Name

**KEITH PUNLER**

Address

Final Written Resolution

**SIGNED** on behalf of **SCOTTISH ENTERPRISE – SCOTTISH CO INVESTMENT FUND** by  
in the presence of , at SE, Atlantic Quay on 22/4/08

Witness



Full Name

DEREK SHAW

Address

SE, Atlantic Quay

  
AUTHORISED SIGNATORY

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

on

Witness

Full Name

Address



## 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 in 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  
on \_\_\_\_\_ in the presence of \_\_\_\_\_

Witness

Full Name

Director

Address

**SIGNED** on behalf of **ROBERT DICK** by **PATRICK JOSEPH SCOTT PLUMMER**  
under Power of Attorney dated \_\_\_\_\_ at *Melrose* on *16 April 08*  
in the presence of \_\_\_\_\_

Witness

*C. Robertson*

Full Name

*Gillian Robertson*

*P.J. Scott Plummer*  
PATRICK JOSEPH SCOTT PLUMMER

Address

*St Dunstons House, Melrose*

**SIGNED** on behalf of **GAVIN STEVENSON** by **PATRICK JOSEPH SCOTT PLUMMER**  
under Power of Attorney dated \_\_\_\_\_ at *MELROSE* on *16 April 08*  
in the presence of \_\_\_\_\_

Witness

*C. Robertson*

Full Name

*Gillian Robertson*

*P.J. Scott Plummer*  
PATRICK JOSEPH SCOTT PLUMMER

Address

*St Dunstons House, Melrose*

**SIGNED** on behalf of **JOHN BURGON** by **PATRICK JOSEPH SCOTT PLUMMER**  
under **Power of Attorney** dated \_\_\_\_\_ at **MELROSE** on **16 April 08**  
in the presence of \_\_\_\_\_

Witness **C. Robertson**

Full Name **GILLIAN ROBERTSON**

Address **Strunskans House, Melrose**

  
**PATRICK JOSEPH SCOTT PLUMMER**

**SIGNED** by **PATRICK JOSEPH SCOTT PLUMMER**, at **MELROSE**  
in the presence of \_\_\_\_\_

on **16 April 08**

Witness **C. Robertson**

Full Name **GILLIAN ROBERTSON**

Address **Strunskans House, Melrose**

  
**PATRICK JOSEPH SCOTT PLUMMER**

**SIGNED** on behalf of **IVER SALVESEN** by **PATRICK JOSEPH SCOTT PLUMMER**  
under **Power of Attorney** dated \_\_\_\_\_ at **MELROSE** on **16 April 08**  
in the presence of \_\_\_\_\_

Witness **C. Robertson**

Full Name **GILLIAN ROBERTSON**

Address **Strunskans House, Melrose**

  
**PATRICK JOSEPH SCOTT PLUMMER**

**SIGNED** on behalf of **NORMAN CAMERON** by **PATRICK JOSEPH SCOTT PLUMMER**  
under **Power of Attorney** dated \_\_\_\_\_ at **MELROSE** on **16 April 08**  
in the presence of \_\_\_\_\_

Witness **C. Robertson**

Full Name **GILLIAN ROBERTSON**

Address **Strunskans House, Melrose**

  
**PATRICK JOSEPH SCOTT PLUMMER**

**SIGNED** on behalf of **PAT CAMPBELL FRASER** by **PATRICK JOSEPH SCOTT PLUMMER**  
under Power of Attorney dated at MELROSE on 16 April 08  
in the presence of

Witness G Robertson

Full Name GILLIAN ROBERTSON

Address Stronsay House, Melrose

  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **COLIN CAMPBELL GOLDING** by **PATRICK JOSEPH SCOTT PLUMMER**  
under Power of Attorney dated at MELROSE on 16 April 08  
in the presence of

Witness G Robertson

Full Name. GILLIAN ROBERTSON

Address Stronsay House, Melrose

  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **IAN DOUGLAS** by **PATRICK JOSEPH SCOTT PLUMMER**  
under Power of Attorney dated at MELROSE on 16 April 08  
in the presence of

Witness G Robertson

Full Name GILLIAN ROBERTSON

Address Stronsay House, Melrose

  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **MARTIN ECKERSALL** by **PATRICK JOSEPH SCOTT PLUMMER**  
under Power of Attorney dated at MELROSE on 16 April 08  
in the presence of

Witness G Robertson

Full Name GILLIAN ROBERTSON

Address Stronsay House, Melrose

  
PATRICK JOSEPH SCOTT PLUMMER

**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**  
under **Power of Attorney** dated \_\_\_\_\_ at MELROSE on 16 April 08  
in the presence of \_\_\_\_\_

Witness G. Robertson

Full Name GILLIAN ROBERTSON

Address St Dunstan House, Melrose

  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **GUY LEE** by **PATRICK JOSEPH SCOTT PLUMMER** under  
**Power of Attorney** dated \_\_\_\_\_ at MELROSE on 16 April 08  
in the presence of \_\_\_\_\_

Witness G. Robertson

Full Name GILLIAN ROBERTSON

Address St Dunstan House, Melrose

  
PATRICK JOSEPH SCOTT PLUMMER

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

Witness G. Robertson

Full Name GILLIAN ROBERTSON

Address St Dunstan House, Melrose

  
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

Witness *G. Robertson*  
Full Name *GILLIAN ROBERTSON*  
Address *St Dunstons House, Melrose*

*P. J. Scott Plummer*  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **GREGOR MUNRO** by **PATRICK JOSEPH SCOTT PLUMMER**  
**under Power of Attorney** dated at *MELROSE* on *16 April 08*  
in the presence of

Witness *G. Robertson*  
Full Name *GILLIAN ROBERTSON*  
Address *St Dunstons House, Melrose*

*P. J. Scott Plummer*  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **ANDY PURVES** by **PATRICK JOSEPH SCOTT PLUMMER**  
**under Power of Attorney** dated at *MELROSE* on *16 April 08*  
in the presence of

Witness *G. Robertson*  
Full Name *GILLIAN ROBERTSON*  
Address *St Dunstons House, Melrose*

*P. J. Scott Plummer*  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **WALTER RIDDELL CARRE** by **PATRICK JOSEPH SCOTT PLUMMER**  
**under Power of Attorney** dated at *MELROSE*  
on *16 April 08* in the presence of

Witness *G. Robertson*  
Full Name *GILLIAN ROBERTSON*  
Address *St Dunstons House, Melrose*

*P. J. Scott Plummer*  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** on behalf of **ALASTAIR ROBSON** 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 **IAIN SCOTT** by **PATRICK JOSEPH SCOTT PLUMMER**  
under **Power of Attorney** dated \_\_\_\_\_ at *MELROSE* on *16 April 08*  
in the presence of \_\_\_\_\_

Witness *C. Robertson*

Full Name *GILLIAN ROBERTSON*

Address *St Dunstan House, Melrose*



PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** by **JOSEPHINE TAYLOR**, at \_\_\_\_\_ on \_\_\_\_\_ in \_\_\_\_\_ the  
presence of \_\_\_\_\_

Witness

Full Name

JOSEPHINE TAYLOR

Address

**SIGNED** by **SAM TAYLOR**, at \_\_\_\_\_ on \_\_\_\_\_ in the presence of \_\_\_\_\_

Witness

Full Name

SAM TAYLOR

Address

**SIGNED** on behalf of **PETER WILSON** by **PATRICK JOSEPH SCOTT PLUMMER**,  
under **Power of Attorney** dated \_\_\_\_\_ at Melrose on 16 April 08  
in the presence of \_\_\_\_\_

Witness G. Robertson

Full Name GILIAN ROBERTSON

Address Stronskar House, Melrose

  
PATRICK JOSEPH SCOTT PLUMMER

**SIGNED** by **ALEC MACKIE** at \_\_\_\_\_ on \_\_\_\_\_ in the presence  
of \_\_\_\_\_

Witness \_\_\_\_\_

Full Name \_\_\_\_\_

ALEC MACKIE

Address \_\_\_\_\_

**SIGNED** by **DUNCAN LAWRENCE** at \_\_\_\_\_ on \_\_\_\_\_ in the  
presence of \_\_\_\_\_

Witness \_\_\_\_\_

Full Name \_\_\_\_\_

DUNCAN LAWRENCE

Address \_\_\_\_\_

**SIGNED** by **KEITH PUNLER** at \_\_\_\_\_ on \_\_\_\_\_ in the  
presence of \_\_\_\_\_

Witness \_\_\_\_\_

Full Name \_\_\_\_\_

KEITH PUNLER

Address \_\_\_\_\_

Lamellar Final Written Resolution

**Witness**

AUTHORISED SIGNATORY

### Address

**Witness**

**Full Name**

### Address



SIGNED by MIKE GRAHAM at  
presence of

on

in the

Witness

Full Name

MIKE GRAHAM

Address

SIGNED by DR ADAM BRYSON, at  
presence of

Lenzie

on

16 April 08 in the

Witness

Full Name

Robert Charles Legge  
witness

Address

14 EARNGATHER AV  
LENZIE  
GLASGOW G66 4LT

DR ADAM BRYSON

SIGNED by DR JAMES WAUGH DOBBIE, at  
in the presence of

on

Witness

Full Name

DR JAMES WAUGH DOBBIE

Address

*John Michael Denning Graham*  
**SIGNED by MIKE GRAHAM** at *Glasgow* on *20<sup>th</sup> April 2008* in the  
presence of

Witness

Full Name

Address

*J Graham*

*CHRISTINA JEANNE GRAHAM*

*11, WINTON DRIVE,  
GLASGOW  
G12 0LZ*

*Mike Graham*  
MIKE GRAHAM

**SIGNED by DR ADAM BRYSON, at**  
presence of

on

in the

Witness

Full Name

Address

DR ADAM BRYSON

**SIGNED by DR JAMES WAUGH DOBBIE, at**  
in the presence of

on

Witness

Full Name

Address

DR JAMES WAUGH DOBBIE