

EDINBURGH 18/7/08
CERTIFIED A TRUE COPY

Company No SC312123

MACROBERT

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

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

10 June 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special resolution ("the Resolution")

RESOLUTIONS

1 Alteration of Articles

THAT Article 24 1 of the Articles of Association of the Company is varied as follows

That the words ", Scottish Enterprise" be inserted after the word "Barwell" where it appears in that Article

Circulated on the 10th day of June 2008 (the "Circulation Date")

AGREEMENT

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

WE, the undersigned, being or representing the holders of 75% of the shares of the Company hereby irrevocably agree to the Resolution

SIGNED on behalf of BARWELL PLC by ALEC MACKIE, Director at
on 11th June 2008 in the presence of

Staggon

Witness

Menell

Full Name

CAROL MENELL

Address

20 KENFIELD STREET, GLASGOW

Director
Director

SATURDAY



SW1ZX1J5
SCT 19/07/2008 787
COMPANIES HOUSE

SIGNED by ALEC MACKIE at
of

Glasgow

on 11th June 2008 in the presence

Witness

Damenelli

Full Name

Alec MENELL

Address

20 LENFIELD STREET, GLASGOW


ALEC MACKIE

SIGNED by DUNCAN LAWRENCE at
presence of

on

in the

Witness

Full Name

DUNCAN LAWRENCE

Address

SIGNED by KEITH PUNLER at
presence of

on

in the

Witness

Full Name

KEITH PUNLER

Address

SIGNED by MIKE GRAHAM at
presence of

on

in the

Witness

Full Name

MIKE GRAHAM

Address

SIGNED on behalf of **ROBERT DICK** by
under Power of Attorney
in the presence of

ROBERT DICK

Witness G. Robertson

Full Name GAVIN ROBERTSON

Address ST DUNSTONS HOUSE
HIGH ST. MELROSE TD6 9RU

R.M. Dick

SIGNED on behalf of **GAVIN STEVENSON** by
under Power of Attorney
in the presence of

ROBERT DICK ..

Witness. G. Robertson

Full Name As above ..

Address As above

R.M. Dick

SIGNED on behalf of **JOHN BURGON** by
under Power of Attorney
in the presence of

ROBERT DICK.

Witness G. Robertson

Full Name As. above

Address As above

R.M. Dick

SIGNED on behalf of **PATRICK JOSEPH SCOTT PLUMMER** by
under Power of Attorney
in the presence of

ROBERT DICK

Witness G. Robertson ..

Full Name As above ...

Address As above .

R.M. Dick

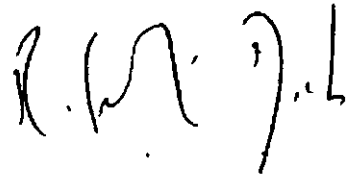
SIGNED on behalf of **IVER SALVESEN** by
under Power of Attorney
in the presence of

ROBERT DICK

Witness C Robertson

Full Name As above

Address As above



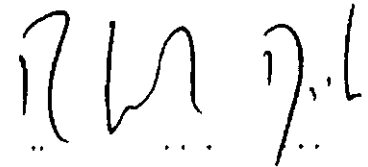
SIGNED on behalf of **NORMAN CAMERON** by
under Power of Attorney
in the presence of

ROBERT DICK

Witness C Robertson

Full Name As above

Address As above



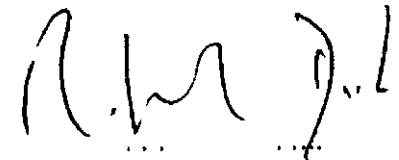
SIGNED on behalf of **PAT CAMPBELL FRASER** by
under Power of Attorney
in the presence of

ROBERT DICK

Witness C Robertson

Full Name As above

Address As above



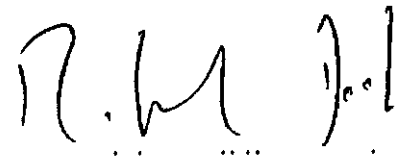
SIGNED on behalf of **COLIN CAMPBELL GOLDING** by
under Power of Attorney
in the presence of

ROBERT DICK

Witness C Robertson

Full Name As above

Address As above

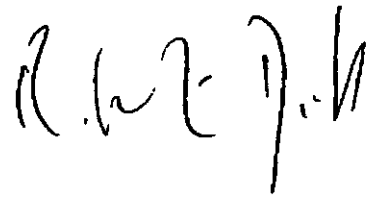


SIGNED on behalf of **IAN DOUGLAS** by **ROBERT DICK**
under Power of Attorney
in the presence of

Witness *C. Robertson*

Full Name *As above*

Address *As above* ..

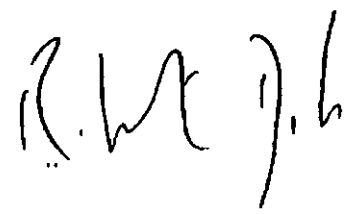


SIGNED on behalf of **MARTIN ECKERSALL** by **ROBERT DICK**
under Power of Attorney
in the presence of

Witness *C. Robertson*

Full Name *As above* ..

Address *As above*



SIGNED on behalf of **BILL GEDDES** by
under Power of Attorney
in the presence of

Witness

Full Name

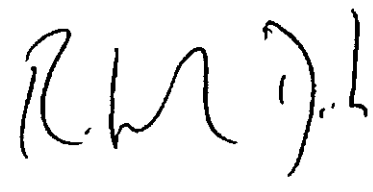
Address

SIGNED on behalf of **JOCK GRIEVE** by **ROBERT DICK** ..
under Power of Attorney
in the presence of

Witness *C. Robertson*

Full Name *As above* ..

Address *As above* ..

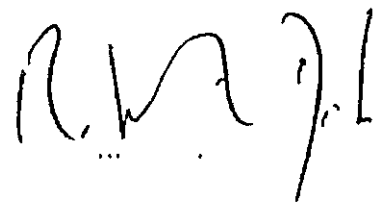


SIGNED on behalf of GUY LEE by *ROBERT DICK*
under Power of Attorney
in the presence of

Witness *C. Robertson*

Full Name *As above*

Address *As above* ...

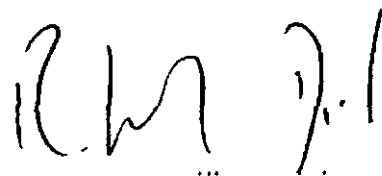


SIGNED on behalf of JULIAN LIVINGSTON by *ROBERT DICK*
under Power of Attorney
in the presence of

Witness *C. Robertson*

Full Name *As above*

Address *As above*

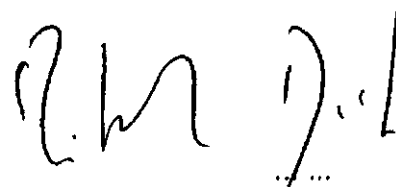


SIGNED on behalf of ANDREW LUBBOCK by *ROBERT DICK*
under Power of Attorney
in the presence of

Witness *C. Robertson*

Full Name *As above* ...

Address *As above* ...



SIGNED on behalf of GREGOR MUNRO by ...
under Power of Attorney
in the presence of

Witness

Full Name ..

Address

... ..

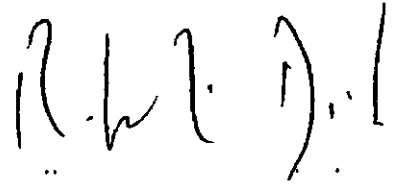
SIGNED on behalf of ANDY PURVES by
under Power of Attorney
in the presence of

ROBERT DICK

Witness C. Robertson.

Full Name As above

Address As above



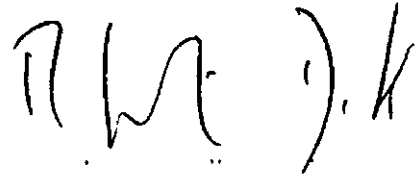
SIGNED on behalf of WALTER RIDDELL-CARRE by
under Power of Attorney
in the presence of

ROBERT DICK

Witness C. Robertson

Full Name As above

Address As above



SIGNED on behalf of ALASTAIR ROBSON by
under Power of Attorney
in the presence of

Witness

Full Name

Address

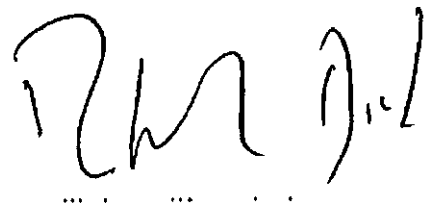
SIGNED on behalf of IAIN SCOTT by
under Power of Attorney
in the presence of:

ROBERT DICK

Witness C. Robertson

Full Name As above

Address As above



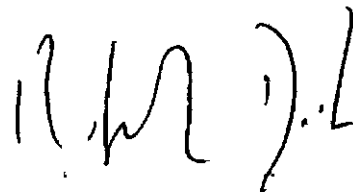
SIGNED on behalf of **PETER WILSON** by
under **Power of Attorney**
in the presence of

ROBERT.. DICK

Witness C. Robertson.

Full Name As above

Address As above



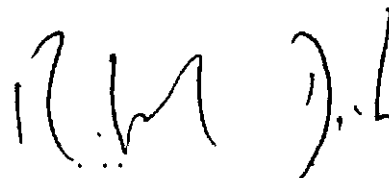
SIGNED by **JOSEPHINE TAYLOR** by
under **Power of Attorney**
in the presence of

ROBERT.. DICK

Witness C. Robertson

Full Name As above

Address As above



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

on

Witness

Full Name

DR JAMES WAUGH DOBBIE

Address

SIGNED by **SAM TAYLOR**, at

on

in the presence of

Witness

Full Name

SAM TAYLOR

Address

SIGNED on behalf of **PETER WILSON** by
under Power of Attorney
in the presence of

Witness

Full Name

Address

SIGNED by **JOSEPHINE TAYLOR** by
under Power of Attorney
in the presence of

Witness

Full Name

Address

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

on 11 06 08

Witness

Full Name

Address

[Signature]
JAMES WAUGH DOBBIE

[Signature]
DR JAMES WAUGH DOBBIE

9 FALLING WAX BENCHILL ML4 3BF

SIGNED by **SAM TAYLOR**, at

on

in the presence of

Witness

Full Name

Address

...
SAM TAYLOR

SIGNED by ALEC MACKIE at
of

on

in the presence

Witness

Full Name

ALEC MACKIE

Address

SIGNED by DUNCAN LAWRENCE at
presence of

on

14th June 2008 in the

Witness

Full Name

MR NIALL McDONALD

Address

WATERMAN'S COTTAGE
BADDINS GILL, WEST LINTON
EH46 7AL

DUNCAN LAWRENCE

SIGNED by KEITH PUNLER at
presence of

on

in the

Witness

Full Name

KEITH PUNLER

Address

SIGNED by MIKE GRAHAM at
presence of

on

in the

Witness

Full Name

MIKE GRAHAM

Address

SIGNED on behalf of **PETER WILSON** by
under **Power of Attorney**
in the presence of

Witness.

Full Name

Address.

SIGNED by **JOSEPHINE TAYLOR** by
under **Power of Attorney**
in the presence of

Witness

Full Name

Address

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

Witness

Full Name

DR JAMES WAUGH DOBBIE

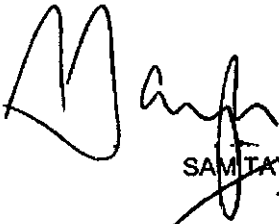
Address

SIGNED by **SAM TAYLOR**, at **Edinburgh** on **10 June 2008** in the presence of

Witness *Michael Drysdale*

Full Name **MICHAEL CHRISTOPHER DRYSDALE**

Address **EXCEL HOUSE, 30 SEMPLE STREET
EDINBURGH, EH3 8BL**


SAM TAYLOR

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

on

in the

Witness

Full Name

DR ADAM BRYSON

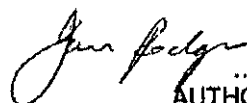
Address:

SIGNED on behalf of **SCOTTISH ENTERPRISE – SCOTTISH CO-INVESTMENT FUND** by
, at on
in the presence of.

Witness

Full Name.

Address.



.....
AUTHORISED SIGNATORY
JOHN HENDERSON KODAKS

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

on

Witness'

Full Name:

Address

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 *North Queensferry*
presence of

on 11 June 2008

in the

Witness.

Rhona Gibbons

Full Name

RHONA GIBBONS

Address

*ST MARGARET'S HOPE
NORTH QUEENSFERRY
FIFE*



KEITH PUNLER

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 on behalf of SCOTTISH ENTERPRISE – SCOTTISH CO INVESTMENT FUND by
in the presence of , at on

Witness ..

Full Name ..

AUTHORISED SIGNATORY

Address ..

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

on 11th JUNE 2008

Witness Allison Owens

Full Name ALISON OWENS

Address 19 St Vincent
PLACE, GLASGOW.



SIGNED on behalf of **GUY LEE** by
under Power of Attorney
in the presence of

Witness

Full Name

Address

SIGNED on behalf of **JULIAN LIVINGSTON** by
under Power of Attorney
in the presence of

Witness:

Full Name

Address

SIGNED on behalf of **ANDREW LUBBOCK** by
under Power of Attorney
in the presence of

Witness

Full Name

Address

SIGNED on behalf of **GREGOR MUNRO** by
under Power of Attorney
in the presence of

Witness 

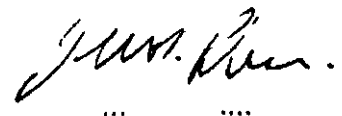
Full Name **BRIAN LYNCH**

Address **BENVIEW, SANDOWN FARM**
LANE, NAIK, IVIZ SNE

SIGNED by JOHN MICHAEL DENNING GRAHAM on 13th June 2008
in the presence of

Witness. 

Full Name STEVEN CROMMIE ,SOLICITOR



Address 152 BATH STREET GLASGOW

SIGNED on behalf of **ANDY PURVES** by
under Power of Attorney
in the presence of

Witness.

Full Name

Address ..

SIGNED on behalf of **WALTER RIDDELL-CARRE** by
under Power of Attorney
in the presence of

Witness

Full Name

Address

SIGNED on behalf of **ALASTAIR ROBSON** by
under Power of Attorney
in the presence of

Witness

Full Name ..

Address

SIGNED on behalf of **IAIN SCOTT** by
under Power of Attorney
in the presence of



Witness



Full Name **E. M. SCOTT**

Address **37 MIDMILLS ROAD**
INVERNESS.