

THE COMPANIES ACT 2006

COMPANY NUMBER: 07919560

THURSDAY



A07 *A314AS4Q* 06/02/2014 #262
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of Skin Analytics Limited (the "Company")

Resolutions passed on 17 January 2014

On 17 January 2014 the following resolutions were passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006. Resolutions 1, 2 and 3 below were passed as ordinary resolutions and resolutions 4, 5 and 6 below were passed as special resolutions by the members of the Company

ORDINARY RESOLUTIONS

- 1 THAT, the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") to any persons, at any times and subject to any terms and conditions as the Directors think proper, provided that this authority
 - (a) shall be limited to a maximum aggregate nominal value of £0 0472, comprising 472 ordinary shares of £0 0001 each in the capital of the Company, and
 - (b) will expire on the date which is five years from the passing of this resolution (unless previously revoked or varied by the Company), but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require relevant securities to be allotted after this authority expires (or is revoked or varied) and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied
- 2 THAT, 2,827 issued Ordinary Shares of £0 0001 in nominal value in the capital of the Company be and are hereby redesignated as 2,827 Deferred Shares of £0 0001 in nominal value in the capital of the Company.
- 3 THAT, the Company be generally and unconditionally authorised to make an off-market purchase (within the meaning of section 693 of the Companies Act 2006) of all issued Deferred Shares pursuant to the terms of the agreement attached to these written resolutions, the terms of which agreement are hereby approved for the purposes of section 694 of the Companies Act 2006, and generally

SPECIAL RESOLUTIONS

- 4 THAT article 47 2 of the Company's articles of association shall not apply to the allotment of relevant securities pursuant to the authority conferred by Ordinary Resolution 1 above and the Directors are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Ordinary Resolution 1 above as if section 561 of the Act did not apply to any such allotment, provided that this authority shall, subject to the continuance of the authority conferred by Ordinary Resolution 1, expire on the date which is five years from the passing of this resolution, but may be previously renewed, revoked or varied from time to time by Special Resolution but so

that the Company may before such expiry, renewal, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, renewal, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied

- 5 THAT the articles of association of the Company be amended by deleting the present article 11.2 and replacing it with the following new article 11.2

"11.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than one, and unless otherwise fixed it is one"

- 6 THAT the articles of association of the Company be amended by deleting the present article 25 and replacing it with the following new article 25

"25.1 The Capital of the Company consists of Ordinary Shares, Non-Investor Shares and Deferred Shares

25.2 The Company has the irrevocable authority at any time to do all or any of the following without obtaining the sanction of the holder or holders of the Deferred Shares

25.2.1 to appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all or any part thereof and/or an agreement to transfer the same (without making any payment therefor) to such person as the directors may determine (whether or not an officer of the Company) and who is willing to accept the same,

25.2.2 to purchase all or any of the same in accordance with the Companies Acts without obtaining the consent of the holders thereof and in consideration of the payment to each of the holders whose shares are purchased of an amount equal to one penny in respect of all the deferred shares then being purchased from him,

25.2.3 for the purposes of any such purchase under 25.2.2 above, to appoint any person to execute on behalf of any holder of Deferred Shares a contract for the sale to the Company of any such Deferred Shares held by him, and

25.2.4 to cancel all or any of the same so purchased under 25.2.2 above in accordance with the Companies Acts"



Director