

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

of

SKIN ANALYTICS LTD

Company No. 07919560

(the "Company")

1st of October 2018

(the "Circulation Date")

We, the undersigned, being the members of the Company entitled to vote on the following resolutions (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company having effect as special resolutions in accordance with Chapter 2 Part 13 of the Companies Act 2006:

IT WAS RESOLVED THAT:

SPECIAL RESOLUTIONS

1. AUTHORITY TO ALLOT

- 1.1 Subject to the passing of resolution 1, and in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the Director of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £0.15 provided that this authority shall, unless renewed, varied or revoked by the Company, expire in 1 years from the date of 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.
- 1.2 This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.



2. WAIVER OF PREEMPTION RIGHTS

- 2.1 THAT the pre-emption rights set out in Clause 10.1 of the Shareholder Agreement applicable to the Company adopted in August 2016, any other shareholder agreement applicable to the Company from time to time, and those set out in sections 561 and 562 of the Companies Act 2006, and those set out in Article 37 of the Company's Articles of Association or elsewhere be disapplied with respect to the issuance and allotment of a further 1,500,000 A Ordinary shares of £0.0000001 each in the share capital of the Company.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution:

Signed by

For and on behalf of

Date

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by email to Skin Analytics, Salisbury House, Station Road Cambridge, CB1 2LA or neil@skinanalytics.co.uk

You may not return the Resolutions to the Company by any other method.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless by 28 days after the Circulation Date sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

SKIN ANALYTICS LTD (the "Company")

Company No. 07919560

Minutes of a virtual meeting of the board of directors of the Company held on the 28th of September of June 2018.

PARTICIPATING:

Neil Daly
Juan Pane Arregui
Stephen Soden
Michael Buchen
Bill Allan
Nicholas Mischler
Sam Simpson

APOLOGIES:

Henry Carleton

1. CHAIRPERSON

Neil Daly was appointed chairperson of the meeting.

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3. DECLARATION OF INTERESTS

Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (CA 2006) and the Company's articles of association.

4. BUSINESS OF THE MEETING

The meeting had been called to consider and, if thought fit:

- 4.1 Approve the form of written resolution to be circulated to the members of the Company in accordance with section 289 of the Companies Act 2006:

- Authorising the directors to allot shares in the Company up to an aggregate nominal value of £0.15; and
- Waiving pre-emption rights in relation to a proposed allotment, details of which are below;

(the "**Written Resolution**").

- 4.2 Subject to the approval of the Written Resolution, approve and enter into a deed of adherence between the Company and certain and new investors in the Company pursuant to which shares in the Company would be allotted (the "**Deed of Adherence**").

5. DOCUMENTS PRODUCED TO THE MEETING

There was produced to the meeting:

1. A copy of the Written Resolution and the appended Articles.

6. CIRCULATION OF THE WRITTEN RESOLUTION

After careful consideration of the Written Resolution, IT WAS RESOLVED:

- 6.1 that the Written Resolution would promote the success of the Company for the benefit of its member as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the Companies Act 2006;
- 6.2 to approve the form of Written Resolution; and
- 6.3 to send the Written Resolution to the members of the Company.

The meeting was adjourned so that the Written Resolution could be considered by the members of the Company.

When the meeting was reconvened, it was noted that the members had passed the Written Resolution.

7. RESOLUTIONS

The directors resolved that:

- 7.1 entry into the Deed of Adherence be approved and that entry into it would be most likely to benefit the Company as a whole;
- 7.2 the Allotments be approved and would be most likely to the promote the success of the Company as a whole; and
- 7.3 that any director be authorised to arrange for the Company's statutory books to be updated and for share certificates to be issued in respect of each of the allotments.

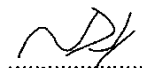
8. FILING

It was noted that the following documents would be prepared and filed at Companies House:

- 8.1 A notice informing the Registrar of the passing of the special resolutions contained in the Written Resolution;
- 8.2 Form SH01 in relation to the Allotments.

9. CLOSE

There was no further business and the chairperson declared the meeting closed.



Chairman