

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARE

WRITTEN RESOLUTION

of

BLOC LABORATORIES LIMITED

(the "Company")



A8KIHQQZ

A11 17/12/2019 #358
COMPANIES HOUSE

Circulation Date

2nd June 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the sole director of the Company ("Director") proposes the following Written Resolution is passed as a Special Resolution (the "Resolutions"):

SPECIAL RESOLUTION

THAT, the Articles of Association of the Company be amended by the insertion of a new and additional Article as follows:

Article 7A

7A(1) The Director, Dr Philip Brown, may appoint a person to act as his alternate strictly for the purpose only of such person attending (as an alternate director in his place) the two board meetings of the Company to take place on Wednesday 4 December 2019 at the University of Bath for the purpose of "spinning out" the Company (the "Board Meetings"), provided such person has confirmed they are willing to act as an alternate director and provided that on close of the second of the Board Meetings, said alternate director's appointment shall automatically terminate.

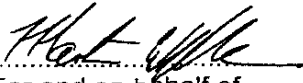
7A(2) That appointment shall be by notice to the Company signed by the Director.

7A(3) The alternate director shall be entitled to receive notice of each of the Board Meetings, to attend and vote at each of the Board Meetings (provided the Director is not personally present) and generally for the matters to be discussed and resolved during the Board Meetings to perform all the functions of his/her appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his/her services as an alternate director.

7A(4) Save as otherwise provided in the articles, the alternate director shall (during their appointment) be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and s/he shall not be deemed to be the agent of the Director.

Please read the Notes overleaf before signifying your agreement to the Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the sole member of the Company on the Circulation Date stated above hereby irrevocably agree to the Resolutions.


.....
For and on behalf of
THE UNIVERSITY OF BATH

2/12/2019
.....
Date of Signature

NOTES

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods, in each case by no later than 5pm on the date 28 days after the Circulation Date stated overleaf:
 - by hand or by post to Clarissa Bell, Research and Innovation Services, Wessex House, University of Bath, Claverton Down, BA2 7AY; or
 - by attaching a scanned copy of the signed document to an email and sending it to The Directors – c/o ceb22@bath.ac.uk
- 2 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.
- 3 The Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Resolutions have passed.
- 4 The Resolutions shall be deemed to have been passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Resolutions once you have signed and returned this document to the Company.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.