

Company number SC 296459

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions

of

Highland Biosciences Ltd (the "Company")

21 DECEMBER 2017 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolutions below are passed as ordinary resolutions (the "**Resolutions**"):

Resolutions

1. That the terms of a contract proposed to be made between HIE Ventures Limited a company incorporated in Scotland with company number SC156337 and registered office at Ledingham Chalmers LLP, Kintail House, Beechwood Business Park, Inverness IV2 3BW and the Company for the purchase by the Company of 438 A ordinary shares of £1.00 each in the capital of the Company for a consideration of fifty thousand pounds sterling (£50,000.00) ("**Buyback Agreement**") be approved and the Company be authorised to enter into the Buyback Agreement.
2. That the purchase by the Company of its own shares pursuant to the Buyback Agreement be approved.
3. That the Company's entry into the Buyback Agreement also be approved for the purposes of section 175, 177 and 190 of the Act and for all other purposes.

Agreement

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

The undersigned, being the holders of all the shares entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions.

Signed by:



Emma Day
Date:



Richard Day
Date:

SATURDAY



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03/02/2018

COMPANIES HOUSE

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Notes

1. If you agree with 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 methods:
 - by hand: delivering the signed copy to Tigh-Na-Tobar, Greenleonachs, Duncanston, Dingwall, Ross-Shire IV7 8JD
 - by post: returning the signed copy by post to Tigh-Na-Tobar, Greenleonachs, Duncanston, Dingwall, Ross-Shire IV7 8JD

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 from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing the 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.