

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BLOC LABORATORIES LIMITED

(the "Company")



\*A8KIHQR7\*

A11 17/12/2019 #359  
COMPANIES HOUSE

Circulation Date

*4/12* December 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("**Directors**") propose the following Written Resolution is passed as an Ordinary Resolution (the "**Resolution**");

**ORDINARY RESOLUTION**

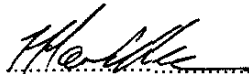
**THAT**, in accordance with the Company's current Articles of Association (more particularly its Article 14(3)), the provision of the Articles which would otherwise prevent the directors of the Company (being Dr Christopher Pudney and Dr Jenni Rogers (alternate)) from being counted as participating in the decision-making process as regards the following transactions and arrangements *proposed* to be made by the Company be disapplied, despite that those Directors are or may be interested in said transactions and arrangements:-

- (i) A Subscription and Shareholders' Agreement concerning the Company proposed to be made between The University of Bath, Dr Christopher Pudney and the Company;
- (ii) An IP Agreement proposed to be made between The University of Bath and the Company;
- (iii) A Loan Agreement proposed to be made between The University of Bath and the Company;
- (iv) Draft written special resolutions of the Company to:
  - 1. adopt new articles of association of the Company;
  - 2. authorise the directors to allot certain shares without pre-emption rights applying; and
  - 3. amend the newly adopted articles of association of the Company to authorise the continuing appointment of Dr Jenni Rogers as an alternate director;
- (v) A Business Plan of the Company proposed to be adopted by the Company as its first Business Plan;
- (vi) Payment by the Company to The University of Bath of certain monies to reimburse The University of Bath for costs paid by it in respect of consultancy services

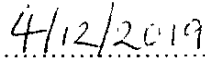
provided by Dr Ross Rounsevell during August and September 2019 in connection with the preparations for the "spinning out" of the Company and its getting ready to start business.

**Please read the Notes overleaf before signifying your agreement to the Resolutions.**

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**



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.