

Company No. 206372

THURSDAY



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04/06/2015

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COMPANIES HOUSE

THE COMPANIES ACT 2006

Company Limited by Shares

RESOLUTIONS

of

BIOQUELL PLC

(Passed on 18 May 2015)

At an ANNUAL GENERAL MEETING of the above-named company, duly convened and held in the offices of the company 52 Royce Close, West Portway, Andover, Hants, SP10 3TS on 19 May 2014, the following Resolutions were duly passed Resolution 1 as an Ordinary Resolution and Resolutions 2 and 3 as Special Resolutions:

1. (a) THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006 ("the Act")) up to an aggregate nominal amount of £1,417,845 provided that this authority shall expire on at any time on or before the conclusion of the Annual General Meeting of the Company to be held in 2016 or the date falling 15 months after the passing of this resolution (whichever is the earlier);
(b) The Company be allowed to make any offer or agreement before the expiry of such period which will or might require any such relevant securities to be allotted or any such rights to be granted after the expiry of this authority and the Directors may, notwithstanding such expiry, allot shares and grant such rights pursuant to any such offer or agreement made by the Company before the expiry of such period; and
(c) This authority be in substitution for all existing authorities given by the Company for the purpose of Section 551 of the Act to the extent such authorities are unused.
2. That the Directors of the Company be and they are generally and unconditionally authorised at any time during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the Annual General Meeting of the Company to be held in 2016 or on the date falling 15 months after the passing of this resolution (whichever is the

earlier) and at any time thereafter, notwithstanding that this authority has expired, pursuant to any offer or agreement made by the Company before the expiry of such period, to allot any equity securities of the Company under any authority conferred on them from time to time pursuant to Section 570 of the Act or any re-enactment thereof as if Sub-section 1 of Section 561 of the Act did not apply thereto, provided that such authority and power shall be limited to the allotment of equity securities (as defined for the purpose of Section 560 of the Act), as follows:

- (a) in connection with any rights issue or issues of equity securities to the holders of relevant shares of the Company in proportion (as nearly as may be) to their respective holdings of such shares or (where applicable) in accordance with the rights for the time being attached to such shares (but subject to statutory exclusion, or other arrangements as the Directors may deem necessary or expedient to deal with problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever); and
- (b) (otherwise than pursuant to sub-paragraph (a) of this Resolution 10) any other allotment for cash of equity securities up to a maximum aggregate nominal value of £212,677.

3. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.



CHAIRMAN