
Company Name **ORTHOGEN LIMITED (the "Company")**

Company Number **04059454**

WRITTEN RESOLUTION proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

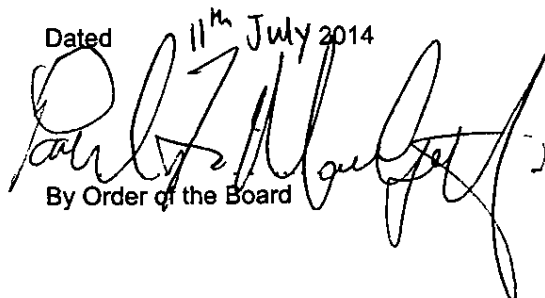
Circulation Date 17th June 2014

The following resolutions were passed as written resolutions on 11th July 2014 pursuant to Chapter 2 of Part 13 of the Companies Act 2006, as special resolutions within the meaning of section 283 Companies Act 2006

SPECIAL RESOLUTIONS

- 1 **THAT** in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to 4,000,001 ordinary shares of £0.001 each in the capital of the Company at a price per share of no less than £0.10 each provided that this authority shall, unless renewed, varied or revoked by the Company expire 12 months following the date of these Resolutions, save that the Company may, before such expiry, make an offer or agreement (such as in connection with the matters contemplated above) 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 these Resolutions has expired
- 2 **THAT** article 4.1 of the Company's articles of association be disapplied along with any other applicable provisions of the Company's articles of association so that the Directors are generally empowered to allot the New Shares pursuant to the authority conferred by resolution 1 without any pre-emption rights or other restrictions applying in respect of the same

Dated 11th July 2014



By Order of the Board

Registered Office

Bank Gallery High Street,
Kenilworth, Warwickshire,
CV8 1LY

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