

**PRO-CURE THERAPEUTICS LIMITED**  
**("the Company")**

**(Company No. 04216368)**

**WRITTEN RESOLUTIONS OF THE SHAREHOLDERS OF THE COMPANY**

The following resolutions are proposed by the Directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 -

**ORDINARY RESOLUTIONS**

1. **THAT**, the Company enter into the Asset Purchase Agreement and Deed of Assignment (in the forms or substantially in the forms provided to shareholders with these written resolutions) to sell and transfer all of the Company's remaining business and assets (including all of its intellectual property) to the University of York.
2. **THAT**, subject to the passing of resolutions 1 and 5, the directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 to allot shares in the Company up to a maximum nominal amount of £1,535.54 at any time or times during that period from the date of the passing of this Resolution up to and including 31 December 2012 on which date the authority given by this Resolution shall expire save that the Company may before such expiry of the authority make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority. This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 and Section 551 of the Companies Act 2006
3. **THAT**, subject to the passing of resolutions 1 and 4 and completion of the Asset Purchase Agreement a dividend of £0.13 be declared and paid in respect of each D Ordinary Share

**SPECIAL RESOLUTIONS**

4. **THAT**, subject to the passing of resolution 1 and completion of the Asset Purchase Agreement, the name of the Company be changed to PCT Shareholders Limited
5. **THAT**, subject to the passing of resolutions 1 and 2 and completion of the Asset Purchase Agreement the three (3) issued C Ordinary Shares of 1p each in the capital of the Company be redesignated as A Ordinary Shares of 1p each in the capital of the Company carrying the rights and privileges attaching to the A Ordinary Shares as set out in the articles of association of the Company.
6. **THAT**, notwithstanding Article 3.3 of the Company's articles of association, the Company's directors be and they are hereby authorised to issue and allot 297 A Ordinary Shares and 51,743 D Ordinary Shares by way of bonus share issues on a non pre-emptive basis to the Company's shareholders identified on the schedule attached to these written resolutions



***The notes at the end of this document indicate how you can signify your agreement to the above resolutions. Please read those notes.***

The undersigned, being the members of the Company entitled to vote on the above resolutions on the first date on which these written resolutions are sent or submitted to members of the Company, **HEREBY AGREE** to the above resolutions as indicated below

<u>Eligible Member</u>	<u>Signature by or on behalf of member</u>	<u>Date of signature</u>
The University of York	.	
Yorkshire Cancer Research	. .	
White Rose Technology Limited	. . .	
Yorkshire & Humber Equity Fund No 1 LP	. . .	
Reef Securities Limited	.	
Alan Michael Raymond	. . .	
Norman James Maitland	. . .	
Philip Cammerman	. . .	
Alastair James Riddell	. . . . .	
Paul Jeremy Duffen	. . . . .	
Michael Joseph McLean	. . . . .	
John Robin Knights	. . . . .	

**NOTES:**

- (a) These written resolutions are first sent or submitted to members of the Company on 16 October 2012 ("the circulation date")
- (b) To signify agreement to each of these written resolutions, a member should sign and date this document and return it to the Company within 28 days of the circulation date using one of the following methods
  - by hand delivering the signed copy to the Company Secretary at the Company's registered office, Biocentre, Innovation Way, Heslington, York, YO10 5NY
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- (c) These written resolutions will lapse if they are not passed before the end of the period of 28 days beginning with the circulation date. A member who signs these written resolutions and returns them to the Company after the expiry of that period will not be regarded as signifying his agreement to these written resolutions.
- (d) Ordinary Resolutions 1, 2 and 3 will be passed once members representing at least 50% of the total voting rights of the members who would have been entitled to vote on the resolutions on the circulation date (including members holding more than 50% of the D Ordinary shares and, in the case of Resolution 3 only, also including members holding more than 75% of the A Ordinary shares) have signified their agreement and Special Resolutions 4, 5 and 6 will be passed once members representing at least 75% of the total voting rights of the shares who would have been entitled to vote on the resolutions on the circulation date (including members holding more than 50% of the D Ordinary shares) have signified their agreement.

## SCHEDULE

### **Details of Bonus Share Issues Proposed in Special Resolution 6**

<b>Shareholder</b>	<b>No of Bonus A Ordinary Shares proposed to be issued and allotted</b>	<b>No of Bonus D Ordinary Shares proposed to be issued and allotted</b>
White Rose Technology Ltd		4,623
Yorkshire Cancer Research		9,585
The University of York		1,486
Yorkshire & Humber Equity Fund No 1 LP		21,425
Reef Securities Limited		14,299
Mr P Cammerman	297	25
Dr M J McLean		150
Dr J R Knights		150
<b>Totals</b>	<b><u>297</u></b>	<b><u>51,743</u></b>

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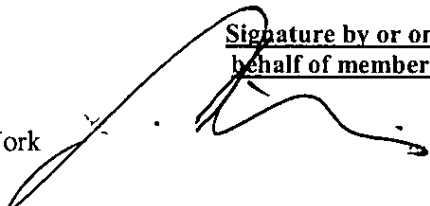
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Eligible Member

Signature by or on  
behalf of member

Date of signature

The University of York  
Yorkshire Cancer  
Research  
White Rose Technology  
Limited  
Yorkshire & Humber  
Equity Fund No 1 LP



X 23/10/12 .

Reef Securities Limited

Alan Michael Raymond

Norman James Maitland

Philip Cammerman

Alastair James Riddell

Paul Jeremy Duffen

Michael Joseph McLean

John Robin Knights

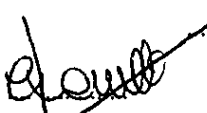
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Yorkshire Cancer Research	x		x	16 10 12
White Rose Technology Limited				
Yorkshire & Humber Equity Fund No 1 LP				
Reef Securities Limited				
Alan Michael Raymond				
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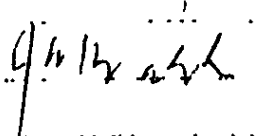
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Yorkshire Cancer Research	.	.
White Rose Technology Limited		24/10/12
Yorkshire & Humber Equity Fund No 1 LP	.	.
Reef Securities Limited	.	.
Alan Michael Raymond	.	.
Norman James Maitland	.	.
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Alastair James Riddell	.	.
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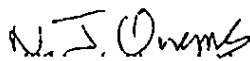
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The University of York Yorkshire Cancer Research White Rose Technology Limited Yorkshire & Humber Equity Fund No 1 LP		18 <sup>th</sup> October 2012
Reef Securities Limited		
Alan Michael Raymond		
Norman James Maitland		
Philip Cammerman		
Alastair James Riddell		
Paul Jeremy Duffen		
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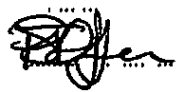

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Reef Securities Limited		17/10/12
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A. M. C. S. October 20<sup>th</sup> 2012

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18th October 2012

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16/10/2012  
16 10 2012

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**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4216368

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**PRO-CURE THERAPEUTICS LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**PCT SHAREHOLDERS LIMITED**

Given at Companies House on **1st November 2012**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**