

(2)

PLASTICELL LIMITED (the Company)
(Registered Number 04549890)

WRITTEN RESOLUTION OF THE SHAREHOLDERS

CIRCULATION DATE 24 MAY 2016

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company (**Directors**) propose that resolution 1 below is passed as an ordinary resolution and resolution 2 is passed as a special resolution (the **Resolutions**)

Ordinary Resolution

- 1 THAT, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, in substitution for all existing authorities, to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company (the **Rights**), up to an aggregate nominal amount of £0 16675, provided that this authority shall (unless previously renewed, varied or revoked by the Company) expire on the date that occurs five years after the date this resolution was passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired (the **Period of Authority**)

Special Resolution

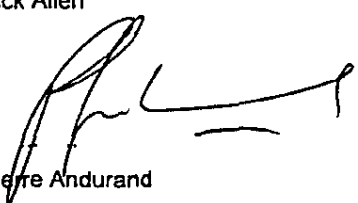
- 2 THAT, subject to the passing of resolution 1 above, the Directors of the Company be authorised, in accordance with article 4 2 of the articles of association of the Company (the **Articles**) and as if section 561 of the Companies Act 2006 did not apply to such allotment, to allot and make offers to agree to allot New Securities (as defined in the Articles) pursuant to the authority conferred by resolution 1, in each case without first offering the same to any other shareholder of the Company as required by articles 4 2 and 4 3 of the Articles and without application of article 4 5 (if applicable), provided that this power shall
- (a) expire on the conclusion of the Period of Authority, and
 - (b) be limited to the allotment of New Securities up to an aggregate nominal amount of £0 16675



AGREEMENT

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

The undersigned, being a shareholder of the Company and a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions

Nick Allen	Date	2016
		
Pierre Andurand	Date	24/05/2016
Philipp Apikian	Date	2016
Duly authorised for and on behalf of Aries LLC	Date	2016
Duly authorised for and on behalf of Befon Inc.	Date	2016
Duly authorised for and on behalf of Carnegie Corporation Limited	Date	2016
Peter Cartwright	Date	2016

AGREEMENT

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

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Nick Allen	Date	2016
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Pierre Andurand	Date	2016
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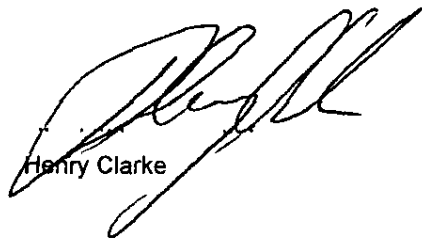
Philipp Apikian	Date	2016
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Duly authorised for and on behalf of Aries LLC	Date	2016
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 Duly authorised for and on behalf of Befon Inc	24 th May Date	2016
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Duly authorised for and on behalf of Carnegie Corporation Limited	Date	2016
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Peter Cartwright	Date	2016
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Henry Clarke

3/6
Date

2016

Matthew Clarke

Date

2016

Nigel Clarke

Date

2016

Duly authorised for and on behalf of
Corporate Services (TD Waterhouse)
Nominees Limited (A/C HR00756)

Date

2016

Duly authorised for and on behalf of
Corporate Services (TD Waterhouse)
Nominees Limited (A/C HR00293)

Date

2016

John Derpanopoulos

Date

2016

Duly authorised for and on behalf of
Diamond Crescent Limited

Date

2016

Duly authorised for and on behalf of
E R. Consultancy Limited

Date

2016

Henry Clarke Date 2016

Matthew Clarke Date 2016

Nigel Clarke Date 2016

Duly authorised for and on behalf of
Corporate Services (TD Waterhouse)
Nominees Limited (A/C HR00756) Date 2016



Duly authorised for and on behalf of
Corporate Services (TD Waterhouse)
Nominees Limited (A/C HR00293)

6th June Date 2016

John Derpanopoulos

6th June Date 2016

Duly authorised for and on behalf of
Diamond Crescent Limited Date 2016

Duly authorised for and on behalf of
E.R Consultancy Limited Date 2016

Henry Clarke Date 2016

Matthew Clarke Date 2016


Nigel Clarke Date 2016

Duly authorised for and on behalf of Date 2016
Corporate Services (TD Waterhouse)
Nominees Limited (A/C HR00756)

Duly authorised for and on behalf of Date 2016
Corporate Services (TD Waterhouse)
Nominees Limited (A/C HR00293)

John Derpanopoulos Date 2016


Duly authorised for and on behalf of Date 2016
Diamond Crescent Limited

 6 June 2016
Duly authorised for and on behalf of Date
E R Consultancy Limited
For WT Directors Limited
(Authorised Signatories)

Duly authorised for and on behalf of The Fielding Family Trust	Date	2016
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Christopher Findley	Date	2016
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Jason Gard	Date	2016
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John Girdlestone

31 MAY	2016
Date	

Alan Greenhalgh	Date	2016
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Richard Hall	Date	2016
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Dominic Hollamby	Date	2016
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Robert Hourmont	Date	2016
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Lawrence John Howe	Date	2016
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Liam Patrick Jones	Date	2016
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Duly authorised for and on behalf of The Fielding Family Trust	Date	2016
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Christopher Findley	Date	2016
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Jason Gard	Date	2016
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John Girdlestone	Date	2016
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Alan Greenhalgh	Date	2016
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Richard Hall	Date	2016
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Dominic Hollamby	Date	2016
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Robert Howmott	Date	2016
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 Lawrence John Howe	3rd June Date	2016
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Liam Patrick Jones	Date	2016
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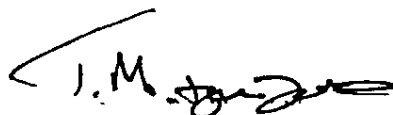
Morgan Jones	Date	2016
Brian Kehoe	Date	2016
Shane Kehoe	Date	2016
Aaron Klug	Date	2016
Duly authorised for and on behalf of Lynchwood Nominees Limited A/C 2006420	Date	2016
Ghassan Majed	Date	2016
Felice Manzi	Date	2016
Antonio Maschio	Date	2016

Morgan Jones	Date	2016
Brian Kehoe	Date	2016
Shane Kehoe	Date	2016
Aaron Klug	Date	2016
Duly authorised for and on behalf of Lynchwood Nominees Limited A/C 2006420	Date	2016
 Ghassan Majed	4th June Date	2016
Felice Manzi	Date	2016
Antonio Maschio	Date	2016

Paul Meadows

Date

2016



Torquil Montague-Johnstone

Date

28 May

2016

James O'Donnell

Date

2016

Olaf Rogge

Date

2016

David Phillips

Date

2016

William Poole

Date

2016

Duly authorised for and on behalf of
Potassium Equities Limited

Date

2016

Duly authorised for and on behalf of
Rensburg Client Nominees Limited (A/C CLT)

Date

2016

Chns Staff

Date

2016

George Thornton and Anne Thornton	Date	2016
		
		
Duly authorised for and on behalf of	Date	2016
Villay Asset Management Ltd		
Jonathan Wauton	Date	2016
Timothy Williams	Date	2016
Duly authorised for and on behalf of	Date	2016
Windsor Capital Investments Limited		
Steven Wright	Date	2016

George Thornton and Anne Thornton

Date

2016

Duly authorised for and on behalf of
Villay Asset Management Ltd

Date

2016

Jonathan Wauton

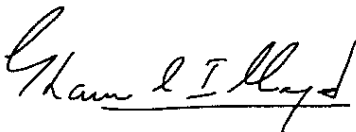
Date

2016

Timothy Williams

Date

2016



Duly authorised for and on behalf of
Windsor Capital Investments Limited

Date

4th June

2016

Steven Wright

Date

2016

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution

The procedure for signifying agreement by an eligible member to the written resolution is as follows

- A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
- The document must be sent to the Company in hard copy form or in electronic form in one of the following ways

By Hand Delivering the signed copy to Plasticell Limited, Stevenage Bioscience Catalyst, Gunneis Wood Road, Stevenage SG1 2FX, UK

E-mail By attaching a scanned copy of the signed document to an e-mail and sending it to the Company at dennis@plasticell.co.uk

- A member's agreement to a written resolution, once signified, may not be revoked
- A written resolution is passed when the required majority of eligible members has signified their agreement to it

The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)

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 names of the joint holder appear in the Register of Members

If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document