

COMPANY NUMBER: 05132505

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Written resolutions of

HELPERBY THERAPEUTICS GROUP LIMITED (the Company)

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as ordinary resolutions on 13 May 2020:

1. THAT the directors are generally and unconditionally authorised, for the purpose of section 551 of the Companies Act 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount of £71,377.8 comprising:
 - a) up to an aggregate nominal amount of £30,000 of B ordinary shares with the rights attaching to them as set out in the articles of association; and
 - b) up to an aggregate nominal amount of £41,377.8 of ordinary shares with the rights attaching to them as set out in the articles of association,and this authority shall:
 - expire (unless previously varied as to duration or renewed by ordinary resolution of the Company) five years after the date on which this resolution is passed, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
 - apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in substitution for all and any existing authorities to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 of the Companies Act 2006, to the extent they are unused.
2. THAT Gilberts Chartered Accountants of Pendragon House, 65 London Road, St Albans, Herts, AL1 1LJ be appointed as auditors of the Company with effect from the date of this resolution, to hold office until the conclusion of the next annual general meeting at which the Company's annual accounts for the next financial year are laid before the members.

DocuSigned by:

James Plipson

41D30035012F4C5...

Director

THURSDAY



A9CT5FYY

A13

03/09/2020

#116

COMPANIES HOUSE