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PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

SILIXA LTD (the "Company")

(Registered No. 06207412)

The following special resolutions are copies of the written resolutions of the Company agreed to by the members of the Company entitled to vote on 2018 in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. Adoption of new articles of association

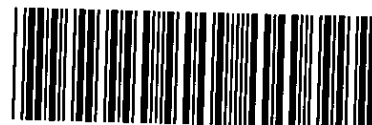
"THAT the articles of association attached hereto, and initialled for the purpose of identification by a director of the Company, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company."

2. Authority to allot

"THAT in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company be generally and unconditionally authorised to:-

- (a) allot A Ordinary Shares in the Company up to an aggregate nominal amount of £1,147.32;
- (b) create and allot Preference Shares E in the Company up to an aggregate nominal amount of US\$1,340,000; and
- (c) allot Ordinary Shares in the Company up to an aggregate nominal amount of £133.86,

each having the rights as set out in the articles of association adopted in resolution 1 above provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.



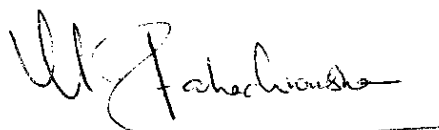
3. Disapplication of pre-emption rights

“THAT, subject to the passing of resolution 2 above and in accordance with section 570 of the 2006 Act, the directors of the Company be generally empowered to allot the shares pursuant to the authority conferred by resolution 2 above as if each of:-

- (a) section 561(1) of the 2006 Act;
- (b) any provision of the Company’s articles of association (whether those in force immediately prior to the passing of this resolution 3 or the articles adopted by resolution 1 above) giving a right of pre-emption on the issue of shares in the Company; and
- (c) any provision of any other agreement or arrangement giving a right of pre-emption on the issue of shares in the Company,

did not apply to any such allotment provided that this power shall,

- (d) be limited to the allotment of shares up to the aggregate nominal amounts set out in resolution 2 above; and
- (e) expire on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date).”



Director
Silixa Ltd

19-12-2018

Date