

FILING COPY

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
OF  
SILIXA LTD (the "Company")  
(Registered No. 06207412)

THURSDAY



The following special resolutions were passed by the members of the Company by way of written resolution on 13 December 2018.

**SPECIAL RESOLUTIONS**

**1. 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 allot Ordinary Shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of £196.00, 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."

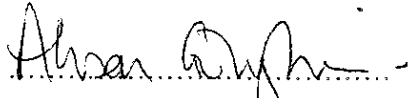
**2. Disapplication of pre-emption rights**

"THAT subject to the passing of resolution 1 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 1 above as if:-

- (a) section 561(1) of the 2006 Act;
- (b) any provision of the Company's articles of association 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 amount set out in special resolution 1 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)."

  
.....  
a Director of Silixa Ltd

13/12/18  
.....  
Date