

Company Number: 06557113

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ORGANOX LIMITED (Company)

Passed 18 September 2018

THURSDAY



A27 *A7FCHJJK* 27/09/2018 #303
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the resolutions below were passed on the date set out above, in the case of resolution 1 as an Ordinary Resolution of the Company and, in the case of resolution 2 and resolution 3, as Special Resolutions of the Company (together the **Resolutions**).

ORDINARY RESOLUTION

1. (A) **THAT** the Directors are generally and unconditionally authorised for the purposes of sections 549 and 551 of the Companies Act 2006 (**Act**) to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for, or to convert any security into shares in the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall, subject to section 551 of the Act, be for a period expiring on the fifth anniversary of the date of this Resolution unless renewed, varied or revoked by the Company in General Meeting. This authority is in substitution for all previous authorities conferred on the Directors under the Articles of Association of the Company or under sections 549 and 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights to subscribe for shares already made or offered or agreed to be made pursuant to such authorities. The maximum nominal amount of shares that may be allotted pursuant to such authority shall be £3,001.33.
- (B) The Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares of the Company to be allotted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares in pursuance of such offer or agreement notwithstanding the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

2. **THAT** the rights of pre-emption contained in Article 6.2 of the Articles of Association of the Company be dis-applied in respect of the issue of, or the grant of rights to subscribe for, up to 240,000 Ordinary Shares of £0.01 each in the capital of the Company on or before 30 November 2018 (or pursuant to offers or agreements made on or before 30 November 2018) to such persons as may be approved by the Directors.
3. **THAT** the rights of pre-emption contained in Article 6.2 of the Articles of Association of the Company (as adopted pursuant to Resolution 2) be dis-applied in respect of the issue of, or grant of rights to subscribe for, up to 60,133 shares in the capital of the Company (which may be Ordinary Shares or H Ordinary Shares) to such directors or employees of, or consultants to, the Company as may be determined by the Directors. This disapplication is in substitution for all previous disapplications of pre-emption rights under the Articles of Association in respect of the issue of, or grant of rights to subscribe for, Ordinary Shares or G Ordinary Shares or H Ordinary Shares to directors or employees of, or consultants to, the Company but without prejudice to any allotment of shares or grant of rights to subscribe for shares already made or offered or agreed to be made pursuant to such previous disapplications.



Director/Secretary

Director
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