

Company number: 07226837

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**TOPCAT RESEARCH LIMITED**  
Circulation date      15 June      2011

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006, the following resolution is passed as a special resolution of the Company

**ORDINARY RESOLUTION**

- 1      **THAT** the sub-division of each ordinary share of £1 00 in the capital of the Company into 10,000 ordinary shares of £0 0001 each in the capital of the Company, such shares having the rights and being subject to the obligations set out in the articles of association of the Company

The undersigned, being all the persons eligible to vote on the above resolutions on the circulation date hereby irrevocably agree to each of those resolutions

*A Cope*  
Anthony Cope

Date      15 June 2011

**NOTE.**

The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that date.



Company number: 07226837

## TOPCAT RESEARCH LIMITED

Minutes of a meeting of the board of directors of the above named Company duly convened and held at Lab 18 Innovations Access Centre SIC BIO, Daresbury Laboratory, Keckwick Lane, Daresbury  
on 15 June 2011 at 1 00pm

---

**Present**                      Anthony Cope

---

### Introduction and purpose

- 1        There being a quorum present and the meeting having been duly convened, the meeting was declared open
- 2        It was noted that the purpose of the meeting was to consider and, if thought fit, approve the subdivision of the Company's share capital ( **the Proposal**)

### Declarations of interest

- 3        Pursuant to sections 177 and 182 Companies Act 2006 ("**CA2006**") and in accordance with the articles of association of the Company, each of the directors present declared the nature and extent of all such interests in the business proposed to be transacted at the meeting as are required to be declared by those sections and/or such articles
- 4        It was noted that, such interests having been declared, the directors present were entitled to vote on the business to be transacted at the meeting and to be counted in reckoning whether a quorum was present

### Approval of written resolution

- 5        It was noted that the Proposals would require the prior consent of the members of the Company Accordingly, there was produced to the meeting proposed written resolutions of the Company (the "**Written Resolution**") containing resolutions to

5.1.1 subdivide each ordinary share of £1.00 in the capital of the Company into 10,000 ordinary shares of £0.0001 each,

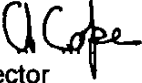
- 5.2        After due and careful consideration of the Resolution **IT WAS RESOLVED** that the Resolution be and is hereby approved

### Closure

- 6        Anthony Cope was instructed to make all such filings with the Registrar of Companies and all such entries in the statutory books of the Company as are required to reflect or give effect to the business transacted at the meeting



7 There being no further business, the meeting was declared closed

  
Director