

Company number 07614003

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF**

**KD PHARMA UK LIMITED (the "Company")**

Circulation Date: 20<sup>th</sup> MAY 2019

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution.

**SPECIAL RESOLUTION**

That:

1. the directors are authorised:
  - (a) to capitalise the sum of £3,255,829 standing to the credit of the Company's capital contribution reserve;
  - (b) to apply this capitalised sum in fully paying up at par 3,255,829 ordinary shares of £1 in the capital of the Company (the "**New Shares**"), and
  - (c) to allot and issue the New Shares, credited as fully paid up, to the holder of the Company's ordinary share whose name appears in the Company's register of members as at 9.00 am on 20<sup>th</sup> MAY 2019.

**AGREEMENT TO WRITTEN RESOLUTION**

**Please read the notes at the end of this document before signifying your agreement to the written resolution.**

The undersigned, a person entitled on the Circulation Date to vote on the written resolution, irrevocably agrees to the written resolution.



Duly authorised for EPAX Pharma UK Holdings Unlimited

Date of agreement to resolution: 20<sup>th</sup> MAY 2019



## ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

### How to agree to these resolutions

1. You can choose to agree to all the resolutions or none of them but you cannot agree to only some of the resolutions.
2. If you agree to all the resolutions, please signify your agreement to the resolutions by signing and dating the attached document and returning it to the Company using one of the following methods:
  - (a) **by hand:** by delivering it to the Directors, KD Pharma UK Limited, Gilbey Road, Grimsby, South Humberside, DN31 2SL;
  - (b) **by post:** by posting it to the Directors, KD Pharma UK Limited, Gilbey Road, Grimsby, South Humberside, DN31 2SL; or
  - (c) **by email:** by either:
    - (i) attaching a scanned legible copy of the signed and dated document to an email and sending it to michael.mcellone@pelagia.com; or
    - (ii) sending an email to the Company at michael.mcellone@pelagia.com identifying the resolutions to which it relates and confirming your agreement to the resolutions and this email must also state your name and the shares in respect of which you are voting.

In either case, please enter "Written resolutions circulated on [insert Circulation Date]" in the subject box of the email.

### Deadline for confirming agreement

3. The period for agreeing to the attached written resolutions is the period of 90 days beginning with the Circulation Date in accordance with Article 10 of the Company's articles of association. If you agree to the resolutions, you must ensure that your agreement reaches us during this period by complying with the steps set out in note 2. If not passed during this period, the written resolutions lapse and the agreement of any member signified after that period will be ineffective. If you do not agree to the resolutions, you do not need to do anything. Once you have given your agreement in accordance with the steps set out in note 2, you may not revoke that agreement.

### Powers of attorney

4. If you are signing this document on behalf of a person under a power of attorney or other authority, you must send a copy of the power of attorney or authority when returning this document.