

Company No 07617346

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

OXFORD GENETICS LTD

("the Company")

(Passed on 21 October 2016)

The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 21 October 2016 by members of the Company representing the required majority of total voting rights of eligible members in the case of the first as an ordinary resolution and in the case of the second as a special resolution

Ordinary Resolution

- 1 **THAT** 240 ordinary shares of £0.01 each in the issued share capital of the Company ("**Ordinary Shares**") registered in the name of Ryan Cawood which are to be transferred to Mercia Investment Plan LP be re-designated (such re-designation to take effect once the transfer of 240 Ordinary Shares from Ryan Cawood to Mercia Investment Plan LP (the "**Transfer**") is entered into the Company's statutory registers) as B ordinary shares of £0.01 each in the issued share capital of the Company, each having the respective rights and being subject to the conditions set out in the articles of association of the Company

Special Resolution

- 2 **THAT** the pre-emption rights contained in article 8.10 of the articles of association of the Company in respect of the Transfer be hereby waived and dis-applied

Director


RYAN CAWOOD

