

Company No. 08011683

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SUTRUE LIMITED

Passed on 15th MARCH 2013

The following resolutions were duly passed as written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006") on 15th March 2013 by the requisite members of the Company, in the case of the first as an ordinary resolution and in the case of the second as a special resolution

ORDINARY RESOLUTION

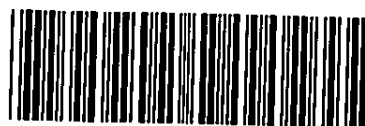
- 1 **THAT**, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £4 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 5 years after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act

SPECIAL RESOLUTION

- 2 **THAT** the rights of pre-emption contained in any legislation, the Company's articles of association (including article 8 1) or otherwise shall not apply to the allotment and issue of up to 400 ordinary shares of £0 01 each in the capital of the Company at £0 01 per share pursuant to a warrant instrument to be entered into on or about the date this resolution is passed


Director

THURSDAY



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28/03/2013

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COMPANIES HOUSE

**WRITTEN RESOLUTIONS OF THE BOARD OF
DIRECTORS OF SUTRUE LIMITED**
(the "Company")

1 Incorporation of the Company

It is noted that the Company had been incorporated as a limited liability company in England and Wales on 29th March 2012 with company number 08011683. A copy of the Company's (i) certificate of incorporation, and (ii) articles of association, as filed with the Registrar of Companies and as in effect on the date hereof, are attached to these resolutions

2 Officers of the Company

- 2 1 It is noted that with effect from the date of incorporation of the Company, each of the following has been appointed as a director of the Company (each a "Director")

Robert John Hartley
Alexander Charles Berry
Justian James de Frias

- 2 2 It is noted that Mr Hartley resigned as a Director on 28th January 2013 and James Hill was appointed as a Director in his place on 29th January 2013. It is noted that Jane Brndley was appointed as company secretary on 29th January 2013 (the "Secretary")

- 2 3 It is further noted that, with effect from the date hereof, each Director will assume the job title as specified below

James Hill	Finance Director
Alexander Charles Berry	Design Director
Justian James de Frias	Research & Development Director

3 Registered Office

It is noted that notice has been given to the Registrar of Companies that the registered office of the Company is at 2 Springfield Lane, Eccleston, St Helen's, Merseyside, WA10 5EP

4 Accounting Reference Date

It is noted that the Company's accounting reference date is 31st March.

5 Subscriber Share

- 5 1 It is noted that upon the incorporation of the Company, the subscriber to the Company's memorandum of association, Mr. Robert John Hartley, took 1 ordinary share of £1 par value (the "Subscriber Share") which was issued as fully paid

- 5 2 It is further noted that, pursuant to a share transfer dated 29th January 2013, the Subscriber Share was transferred to James Hill

- 5 3 It is resolved that the issue and subsequent transfer of the Subscriber Share as set out above be and is hereby confirmed, approved and ratified and that the Secretary

be instructed to update the Company's register of members (the "**Register**") to reflect the same

6 Sub-Division of Share Capital

6 1 It is noted that pursuant to a resolution of the sole shareholder of the Company passed on 13th March 2013, the Subscriber Share was sub-divided into 100 ordinary shares of £0 01 par value each (the "**Share Sub-Division**")

6 2 It is resolved that the Share Sub-Division be and is hereby approved and that the Secretary be instructed to update the Register to reflect the same

7 Issue of further Shares

7 1 It is noted that it is proposed to allot and issue additional ordinary shares of £0 01 par value each, to be issued as fully paid, receipt of consideration for which is hereby acknowledged, as follows

Alexander Berry	2376 ordinary shares
Justian de Frias	720 ordinary shares
James Hill	234 ordinary shares
Jane Brindley	90 ordinary shares
Sue van West	90 ordinary shares

7 2 It is resolved that the above share issues be and are hereby approved and that the Secretary be instructed to update the Register to reflect the same

8 Share Certificates

It is resolved that the Secretary be instructed to prepare, execute and issue share certificates to reflect the share issues and transfers recorded in paragraphs 5 and 7

9 Purpose of the Company and Assignment of Rights

9 1 It is noted that the Company has been incorporated to formalise the arrangements in connection with the ongoing development and sale of certain medical suture devices (the "**Devices**") which have, to date, been undertaken by the Directors and to permit further investment and funding of such Devices by third parties

9 2 It is noted that Alexander Berry currently holds the intellectual property rights to the Devices on behalf of the Directors as more particularly described in patent application number GB1208024 8 (the "**Patent Application**")

9 3 It is further noted that Mr. Berry wishes to assign ownership of the Patent Application and all intellectual property rights in connection therewith to the Company upon the terms of the Deed of Assignment (the "**Deed**"), a copy of which is attached to these resolutions

9 4 The assignment of the Patent Application is hereby acknowledged and it is resolved that the Deed be and is hereby approved.

10 Bank Accounts

- 10 1 It is noted that the Company has opened a bank account with Lloyds TSB (the "Account")
- 10 2 It is resolved that the opening of the Account be and is hereby confirmed, approved and ratified and that any resolutions passed in connection therewith be and are hereby confirmed, approved and ratified as if the same were set out in full in these resolutions
- 10 3 It is further resolved that James Hill and Justian de Frias, acting jointly, be appointed as authorised signatories in respect of the Account

11 Signing Authority

It is resolved that, save where otherwise permitted by further resolution of the board, any two Directors acting jointly be and are hereby authorised to sign any document for and on behalf of the Company.

12 Declaration of Interests

- 12 1 Each Director and the Secretary hereby declares their respective interest in the Company following the issue of ordinary shares pursuant to these resolutions and such declaration shall continue for the purposes of any future business
- 12 2 Alexander Berry further declares his interest in the Patent Application as detailed in paragraph 9 2
- 12.3 Each Director and the Secretary otherwise confirms that he or she has no direct or indirect interest in any way in the business to be considered at the meeting which he or she is required by the Company's articles of association, or by s177 Companies Act 2006 or otherwise, to declare.

13 Filings

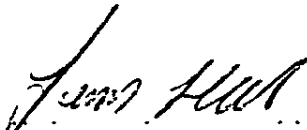
It is resolved that the Secretary be instructed to make any necessary filings with the Registrar of Companies, as required, in connection with the business outlined in these resolutions



Alexander Berry
Date 15th March 2013



Justian de Frias
Date 15th March 2013



James Hill
Date 15th March 2013