

Company number 08134634

TUESDAY



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#213

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Kent Neurosciences Limited ("Company")

11 April 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution ("**Resolutions**")

ORDINARY RESOLUTION

1 AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £27,650 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2014 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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 CA 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2** THAT, pursuant to Article 29 2 of the Company's Articles of Association it is agreed that the Directors do not have to first offer the shares proposed to be issued and allotted pursuant to resolution 1 to the current members

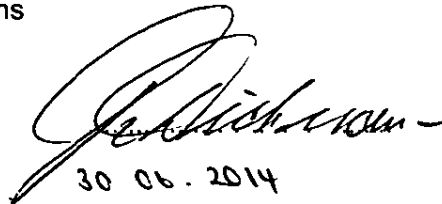
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on [11 April]2014, hereby irrevocably agrees to the Resolutions

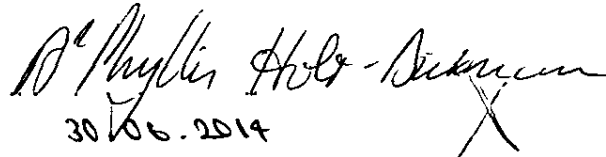
Signed by Franz Dickmann

Date


30 06. 2014

Signed by Phyllis Holt

Date


30 06. 2014

Signed by Sam Chong

Date

30 06 2014

Signed by Richard Gullan

Date

30 06 2014

NOTES

1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Claire Williams

Post returning the signed copy by post to asb law LLP, Horizon House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Claire williams@asb-law.com Please enter "Kent Neurosciences - Written resolution – Allotment" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, by the expiry of the period ending 28 days from the circulation date, sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document