

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN MEMBER'S RESOLUTION
of**

OXSONICS LIMITED

Company No 8595647

(the "Company")

Circulation Date 17 January 2014

We, being the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby **RESOLVE** that the following resolution (the "**Resolution**") is passed as a written resolution having effect as a special resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006, and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

Special Resolutions

- 1 **THAT** the pre-emption provisions in articles 24 to 26 of the new articles of association be disapplied in respect of all allotments of shares contemplated by the subscription and shareholders' agreement dated on or about the date of this resolution and entered into between (1) The Chancellor, Masters and Scholars of The University Of Oxford, (2) Isis Innovation Limited, (3) the Founders (as defined), (4) the Investors (as defined), (5) Technikos LLP, (6) The Wellcome Trust Limited and (7) Oxsonics Limited, as amended from time to time

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"A4KLC601"
20/11/2015
COMPANIES HOUSE

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AGREEMENT

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

The undersigned, being all the members entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolutions


COLIN STORY

Date

17th Jan 2014


CONSTANTIN COUSSIOS

Date

17th Jan 2014


CHRISTIAN COVIELLO

Date

17 Jan 2014


ROBERT CARLISLE

Date

17 Jan 2014

THE WELLCOME TRUST LIMITED

Date



17 Jan 2014

THE CHANCELLOR, MASTERS AND SCHOLARS
OF THE UNIVERSITY OF OXFORD

Date

NOTES

- 1 If you wish to signify agreement to this document please follow the procedure below
 - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document,
 - (b) If someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document,
 - (c) please return the document to the Company at the registered office address marked "for the attention of the company secretary" or hand it to the company secretary in person,
- 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 Resolution, you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, 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