

Company number: 08900140

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

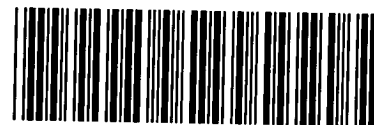
**of**

**LIVERPOOL CHIROCHEM LIMITED**

**(the "Company")**

3rd April .....2020 ("Circulation Date")

THURSDAY



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COMPANIES HOUSE

The following resolutions were passed by the Company's shareholders on the Circulation Date:

**ORDINARY RESOLUTIONS**

**1 ALLOTMENT OF NEW SHARES**

**THAT** in accordance with section 551 of the Companies Act (the **Act**) the directors of the Company (the **Directors**) be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £22,958.381 in respect of the allotment and issue of up to 22,958,381 ordinary shares of £0.001 each in the capital of the Company at a price per share of not less than £0.181, each having the respective rights and subject to the respective restrictions set out in the articles of association, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day before the fifth anniversary of 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 share 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 and to the exclusion of all prior authorities to allot shares in the capital of the Company.

**2 APPOINTMENT OF DIRECTOR**

**THAT** in accordance with article 20.1 of the Company's articles of association, Stuart Noble be appointed as a director of the Company.

**SPECIAL RESOLUTIONS**

**3 RATIFICATION**

**THAT** in relation to the allotments of 727,610 ordinary shares to Deepbridge Capital LLP in June 2019, 404,650 ordinary shares to Deepbridge Capital LLP in July 2019, 342,430 ordinary shares to Deepbridge Capital LLP on or around 29 February 2020 and 320,570 ordinary shares to Deepbridge Capital LLP on or around 17 March 2020, (together being the

**Deepbridge Allotments**) and any allotment of ordinary shares (**Allotment**) by the Company during the period 27 February 2018 up to and around the date of these Resolutions:

- 3.1 the Deepbridge Allotments and any Allotment, to the extent that the Deepbridge Allotments and any Allotment was made in the absence of any waivers of pre-emption rights by the shareholders of the Company to disapply their rights of pre-emption under article 3.6 the Company's articles of association (the **Articles**) or otherwise, be and is hereby ratified; and
- 3.2 to the extent that the conduct of the directors of the Company, in carrying out the Deepbridge Allotments or any Allotment prior to receipt of appropriate shareholder approval, authorities or waivers of pre-emption rights, is deemed to amount to negligence, default, a breach of duty or a breach of trust in relation to the Company, the members of the Company hereby ratify such conduct in accordance with section 239 of the Act.

#### **4 DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT** any rights of pre-emption, whether contained in the Company's articles of association adopted on 27 February 2018, the articles of association to be adopted pursuant to Special Resolution 5, or otherwise, be waived and dis-applied in respect of the allotment of shares referred to in Resolution 1.

#### **5 ADOPTION OF NEW ARTICLES OF ASSOCIATION**

**THAT** the articles of association appended to this resolution (the **New Articles**) be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.



for and on behalf of Liverpool Chirochem Limited  
**DIRECTOR**