

## WRITTEN RESOLUTION

of

IPD MED LIMITED

Company Number 09002900 (the Company)

Pursuant to Chapter 2 of Part 13 Companies Act 2006

Circulation Date: 3 October 2014

Passed on 3 October 2014

We, being the sole member of the Company who at the date of this resolutions would be entitled to attend and vote at any general meeting of the Company hereby pass the following resolutions (the **Resolutions**) as an ordinary and special resolutions as if the same has been passed at a general meeting of the Company duly convened and held

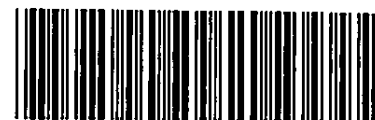
## ORDINARY RESOLUTION

- 1 THAT, in accordance with section 551 of the CA 2006, 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 £3600 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 3 October 2014 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 CA 2006 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

## SPECIAL RESOLUTION

- 2 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section



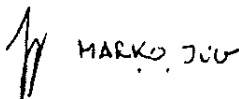
560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

- a be limited to the allotment of equity securities up to an aggregate nominal amount of £3600, and
- b expire on 3 October 2019 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

### **AGREEMENT**

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

The undersigned, being the sole shareholder entitled to vote on the above Resolutions on 3 October, 2014 hereby irrevocably agrees to the Resolutions

Name of Shareholder	Signature	Date of Signature
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### **Notes**

1 *You can choose to agree or not to agree with the Resolutions. If you agree to 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*

1.1 **By Hand** deliverng the signed copy to Berry Smith LLP, Haywood House, Dumfries Place, Cardiff CF10 3GA

1.2 **Post** returning the signed copy by post to Berry Smith LLP, Haywood House, Dumfries Place, Cardiff CF10 3GA

1.3 **Fax** faxing the signed copy to Berry Smith LLP - 02920 221824

*If you do not agree to the Resolutions, 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, within date 28 days from 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.*