

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**VENTUS MEDICAL LIMITED**

(the Company)

Company No. 09364884

Passed on: 11 March 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (2006 Act), the following resolutions of the Company were passed as ordinary and special resolutions as indicated below (**Resolutions**).

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the 2006 Act, the directors of the Company (the **Directors**) be generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Act) in the Company up to an aggregate nominal amount of (i) £97.015 in respect of a total of 970,150 A shares of £0.0001 each in the capital of the Company (**A Shares**) and (ii) £17.77 in respect of a total of 177,700 ordinary shares of £0.0001 each in the capital of the Company (**Ordinary Shares**), provided that the A Shares shall not be allotted for a price per share which is less than £0.67 and provided further that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date of these resolutions 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.

**SPECIAL RESOLUTION**

2. **THAT** the pre-emption rights contained in Article 9.1 of the articles of association or otherwise be and are hereby disapplied in respect of the issue and allotment of up to (i) 970,150 A Shares and (ii) 177,700 Ordinary Shares.

Director

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