

Company Number: 11297162

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

BIOSTRAW LTD

(the "Company")

WEDNESDAY



A13 \*A80MVPK3\* 06/03/2019 #77  
COMPANIES HOUSE

Circulation Date: 05 FEBRUARY 2019

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

Ordinary Resolution

1. **THAT** the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 and in addition to any existing authority conferred on them to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for, or to convert any security into, any shares ("Rights") up to an aggregate nominal amount of £75,000 for a period of five years from the date of this resolution, save that in accordance with section 551(7) of the Companies Act 2006 ("CA 2006") the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.


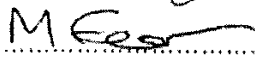



This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act (which to the extent unused at the date of this resolution, are revoked with immediate effect).

Special Resolution

2. **THAT** subject to the passing of the Ordinary Resolution, the directors be and are generally empowered to allot shares in the capital of the Company pursuant to the authority conferred by the Ordinary Resolution, as if article 28.1 of the Company's articles of association did not apply to any such allotment, provided that this power shall:
  - 2.1 be limited to the allotment of shares up to an aggregate nominal amount of £75,000 (exclusive of the shares in issue at the date this resolution is passed); and
  - 2.2 expire on the date which is five years from the date this resolution is passed (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 shares to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**Agreement**

We hereby irrevocably agree to the Resolutions above:

Signature: .....		Dated: 5 / 2 / 2019
	<b>John Higgins</b>	
Signature: .....		Dated: 5 / 2 / 2019
	<b>Matthew Ferguson</b>	
Signature: .....		Dated: 5 / 2 / 2019
	<b>Robert Coxon</b>	
Signature: .....		Dated: 5 / 2 / 2019
	<b>Steven Turner</b>	
Signature: .....		Dated: 5 / 2 / 2019
	<b>Mark Mitchell</b>	

### **Notes**

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one or some of the Resolutions. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "Lapse Period") using one of the following methods:
  - 1.1 **By Hand:** delivering the signed copy to DWF LLP, Bridgewater Place, Water Lane, Leeds LS11 5DY; or
  - 1.2 **Post:** returning the signed copy by post to DWF LLP, Bridgewater Place, Water Lane, Leeds LS11 5DY.
2. If you do not agree with all of the Resolutions, you do not need to do anything. Failure to respond will not be treated as agreement to the Resolutions.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. The Resolutions are passed when the required majority of eligible members have signified their agreement to them, however, none of the Resolutions is passed unless all of them are passed.
5. If the Resolutions are not passed before the end of the Lapse Period they will lapse. If the Company receives your signed document after the end of the Lapse Period your agreement to the Resolutions will be ineffective.
6. 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.