

Company number SC276481

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**CYTOSYSTEMS LIMITED**

(the "Company")

**20 July 2018 (the "Circulation Date")**

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

**ORDINARY RESOLUTION**

- 1 The directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot 46,154 D ordinary shares of £0.01 each in the Company up to a maximum aggregate nominal amount of £461.54 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this Resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired,



## SPECIAL RESOLUTION

2. The directors of the Company do and are hereby authorised pursuant to Section 569 of the Act to allot equity securities (within the meaning of Section 560 of the Act) in the Company pursuant to the authority conferred by Resolution 1 above as if Section 561 of the Act did not apply to the allotment.

## AGREEMENT

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

The undersigned, the shareholders entitled to vote on the above resolution on 26 July 2018, hereby irrevocably agree to the Resolutions.

Subscribed on behalf of Diana Elizabeth Galloway, Catherine Ann Galloway and Helen Elizabeth Heywood as Trustees of the Galloway Family Trust by David Galloway Attorney

Date

*David Galloway*  
21st July 2018

Richard Berry

Date

Malcolm MacDonald

Date

For and on behalf of Aurora Private Equity Limited

Date

For and on behalf of Grampian Venture Capital Fund Limited

Date

Authorised Signatory of Scottish Enterprise

Date

David Evans

Date

Roy Roxburgh

Date

For and on behalf of Cancer Research Technology Limited

Date

James George Oag

Date

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.....

Date:

*Richard Berry*

Date 25/7/18

Richard Berry

Malcolm MacDonald

.....  
Date

For and on behalf of Aurora Private Equity Limited

.....  
Date

For and on behalf of Grampian Venture Capital Fund Limited

.....  
Date

Authorised Signatory of Scottish Enterprise

.....  
Date

David Evans

.....  
Date

Roy Roxburgh

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For and on behalf of Cancer Research Technology Limited

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James George Oag

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Elizabeth Heywood as Trustees of the Galloway  
Family Trust by David Galloway Attorney .....

Date:

Richard Berry .....

Date:

Malcolm MacDonald .....

Date:

For and on behalf of Aurora Private Equity  
Limited .....

Date:

For and on behalf of Grampian Venture Capital  
Fund Limited .....

Date:

Authorised Signatory of Scottish Enterprise .....

Date: 26.7.18

KATIE O'HARA

David Evans .....

Date:

Roy Roxburgh .....

Date:

For and on behalf of Cancer Research  
Technology Limited .....

Date:

James George Oag .....

Date:

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Date

Richard Berry

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For and on behalf of Aurora Private Equity  
Limited

Date

For and on behalf of Grampian Venture Capital  
Fund Limited

Date

Authorised Signatory of Scottish Enterprise

Date

David Evans

Date

Roy Roxburgh

Date

For and on behalf of Cancer Research  
Technology Limited

Date

James George Oag

Date: 30<sup>th</sup> July 2018

For and on behalf of Grampian Bio-Partners  
Limited

.....  
Date:

## NOTES

1. If you agree to the Resolution, 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:
  - **By Hand:** delivering a signed copy to Laura McMorland, Burness Paul LLP, Union Plaza, 1 Union Wynd, Aberdeen, AB10 1DQ;
  - **By Post:** returning the signed copy by post to Burness Paul LLP, Union Plaza, 1 Union Wynd, Aberdeen, AB10 1DQ marked for the attention of Laura McMorland; and
  - **By Email:** attaching a scanned copy of the signed document to an email and sending it to [Laura.McMorland@burnesspaul.com](mailto:Laura.McMorland@burnesspaul.com); please enter "Written Resolution of Cytosystems Limited" in the email subject box.

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 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they 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.