

# **Nova Innovation Ltd (the "Company")**

**Registered in Scotland No. SC358996**

## **Companies Acts**

### **Written Record of Members' Written Resolution**

**Circulation Date: 14<sup>th</sup> May 2014**

On the 14 day of MAY 2014, the following RESOLUTION IN WRITING (such Resolution to have effect as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

#### **ORDINARY RESOLUTION**

- a) THAT, in accordance with section 551 of the Companies Act 2006, and in addition to any subsisting authorities, the directors of the Company be and are hereby generally authorised to allot up to 10,000 ordinary shares of £0.01 each in the share capital of the Company pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) established by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTION**

- b) THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions (a) above.

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- c) THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived, retrospectively (where appropriate), in respect of any allotment of shares made pursuant to ordinary resolution (c) passed by members of the Company on 11<sup>th</sup> October 2013.



AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
NOVA INNOVATION LTD

14/05/2014

Dated