

Company Number 07573593

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



WRITTEN RESOLUTION

OF

VIDEREGEN LIMITED

(the "Company")

Circulation Date 5th January 2015

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions below (the "Resolutions") are passed as ordinary or special resolutions (as indicated)

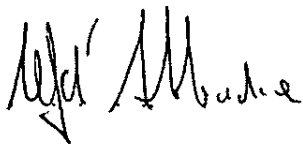
Ordinary Resolutions

- 1 **THAT** the directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 and in substitution for 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 £98 00 at a price per share of not less than £25 00 for a period of 5 years from the date of this resolution, save that in accordance with section 551(7) of the Companies Act 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
- 2 **THAT** for the purposes of section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a director under that section to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company

Special Resolutions

- 3 **THAT** the pre-emption rights contained in Article 3.2 of the Company's articles of association be hereby waived and dis-applied in respect of the allotment of shares or grant of Rights of up to an aggregate nominal amount of £98 00 at a price per share of not less than £25 00 within a period of 3 months from the date of this resolution, save that 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 the expiry of

such period and the Board may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired

Signed  Dated 6/1/2015
Spark Impact Limited for NWF
Biomedical LP

Signed  Dated 27th JANUARY 2015
Stephen Bloor

Signed Dated . . . 2015
Martin Hunt

Signed  Dated 27th JANUARY 2015
Douglas Quinn

Signed Dated . . . 2015
Catherine Prescott

Signed Dated 2015
For and on behalf of Northwick Park
Institute for Medical Research

Signed Dated . . . 2015
Robert George Hollamby

Signed	Dated	2014
Stephen William Tiley		
Signed	Dated	2014
Martin David Auger		
Signed	Dated	2014
Share Nominees Limited on behalf of LBA SEIS Fund		
Signed	Dated	2014
The Paul Foundation		
Signed	Dated	2014
Martin Braddock Hunt		
Signed	Dated	2014
Patrick Paul		
Signed	Dated	2014
Ian Townsend		
Signed	Dated	2014
Amanda Townsend		
Signed	Dated	2014
David Eric Evans		

Signed Dated 2014

Nicholas Walton

Signed Dated 2014

Simon Bayly

Signed Dated 2014

Tim Dempsey

Signed Dated 2014

Invictus Management Limited

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the Company at the Company's registered office address

You may not return the Resolution to the Company by any other method
- 2 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date
- 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