Hartwell Plc

Company No
155302

Passed
12 November 2015

The Companies Acts 2006

At a general meeting of the above-named Company duly convened and held at 2 Chawley Park, Cumnor Hill, Oxford, Oxfordshire, OX2 9GG, United Kingdom on Thursday 12 November 2015 the following first resolution was duly passed as an ordinary resolution and the following second resolution was duly passed as a special resolution

Resolutions

1 "That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority"

2 "That the memorandum and articles of association of the Company be amended by removing the reference to authorised share capital in Article 6 of the memorandum and Article 3a of the articles of association"

[Signature]
Chairman

[21/11/2015]
Date