

Company number: 09111674

THE COMPANIES ACT 2006 (the "Act")
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
AGLARIS LIMITED (the "Company")

.....3 June..2021 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 and 2 below be passed as ordinary and special resolutions as applicable (the "**Resolutions**").

ORDINARY RESOLUTION

		FOR	AGAINST
1	<p><i>That, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company:</i></p> <p class="list-item-l1">(i) <i>to constitute convertible loan notes for a total of £650,000 (the "CLN"); and</i></p> <p class="list-item-l1">(ii) <i>to allot and issue up to a maximum nominal amount of £2,500 shares of £1.00 each in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms (as varied, supplemented or replaced from time to time),</i></p> <p><i>provided that:</i></p> <p class="list-item-l1">(a) <i>the authority granted under this Resolution shall expire five years after the passing of this Resolution; and</i></p> <p class="list-item-l1">(b) <i>the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.</i></p>		

	<i>This authority is in addition to all subsisting authorities to the extent unused.</i>		
--	--	--	--

SPECIAL RESOLUTION

		FOR	AGAINST
2	<p><i>That (subject to the passing of the Ordinary Resolution above) any and all rights of pre-emption, whether conferred by the provisions of the articles of association of the Company under the Act, or otherwise, shall not apply to, and shall be and hereby are waived by the shareholders in respect of the allotment and issue of up to a maximum nominal amount of £2,500 of shares in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms.</i></p> <p><i>This authority is in addition to all subsisting authorities to the extent unused.</i></p>	X	

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which 'X' is marked in the 'For' box above.

Note: To 'vote' for the Resolutions you must sign below AND mark 'X' in the 'For' box for the resolution above.

Signed: 

Name: Dr DAVID HOANA
(PRINT NAME)

For and on behalf of: _____

(ONLY COMPLETE IF MEMBER IS A COMPANY)

Date: 3 June 2021

NOTES

1. If you wish to vote in favour of the Resolution please put an 'X' in the box marked 'For' next to the Resolution.

If you wish to vote against the Resolution please put an 'X' in the box marked 'Against' next to the Resolution or leave both boxes next to the Resolution blank.

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- 1.1 **by hand:** delivering the signed copy to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.2 **by post:** returning the signed copy by post to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.4 **by email:** by attaching a scanned copy of the signed document to an email and sending it to sdocksey@aglaris.co.uk. Please enter 'Written resolutions' in the email subject box.

If you do not agree with the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before 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.


Company number: 09111674

THE COMPANIES ACT 2006 (the "Act")
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
AGLARIS LIMITED (the "Company")

.....3 June.....2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 and 2 below be passed as ordinary and special resolutions as applicable (the "**Resolutions**").

ORDINARY RESOLUTION

		FOR	AGAINST
1	<p><i>That, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company:</i></p> <p class="list-item-l1">(i) <i>to constitute convertible loan notes for a total of £650,000 (the "CLN"); and</i></p> <p class="list-item-l1">(ii) <i>to allot and issue up to a maximum nominal amount of £2,500 shares of £1.00 each in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms (as varied, supplemented or replaced from time to time),</i></p> <p><i>provided that:</i></p> <p class="list-item-l1">(a) <i>the authority granted under this Resolution shall expire five years after the passing of this Resolution; and</i></p> <p class="list-item-l1">(b) <i>the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.</i></p>		

	<i>This authority is in addition to all subsisting authorities to the extent unused.</i>		
--	--	--	--

SPECIAL RESOLUTION

		FOR	AGAINST
2	<p><i>That (subject to the passing of the Ordinary Resolution above) any and all rights of pre-emption, whether conferred by the provisions of the articles of association of the Company under the Act, or otherwise, shall not apply to, and shall be and hereby are waived by the shareholders in respect of the allotment and issue of up to a maximum nominal amount of £2,500 of shares in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms.</i></p> <p><i>This authority is in addition to all subsisting authorities to the extent unused.</i></p>	X	

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which 'X' is marked in the 'For' box above.

Note: To 'vote' for the Resolutions you must sign below AND mark 'X' in the 'For' box for the resolution above.

Signed: _____

Name: MIQUEL COSTA
(PRINT NAME)

For and on behalf of: _____
(ONLY COMPLETE IF MEMBER IS A COMPANY)

Date: 3 June 2021

NOTES

1. If you wish to vote in favour of the Resolution please put an 'X' in the box marked 'For' next to the Resolution.

If you wish to vote against the Resolution please put an 'X' in the box marked 'Against' next to the Resolution or leave both boxes next to the Resolution blank.

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- 1.1 **by hand:** delivering the signed copy to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.2 **by post:** returning the signed copy by post to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.4 **by email:** by attaching a scanned copy of the signed document to an email and sending it to sdocksey@aglaris.co.uk. Please enter 'Written resolutions' in the email subject box.

If you do not agree with the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before 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.


Company number: 09111674

THE COMPANIES ACT 2006 (the "Act")
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
AGLARIS LIMITED (the "Company")

.....3 June...2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 and 2 below be passed as ordinary and special resolutions as applicable (the "Resolutions").

ORDINARY RESOLUTION

		FOR	AGAINST
1	<p><i>That, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company:</i></p> <p class="list-item-l1">(i) <i>to constitute convertible loan notes for a total of £650,000 (the "CLN"); and</i></p> <p class="list-item-l1">(ii) <i>to allot and issue up to a maximum nominal amount of £2,500 shares of £1.00 each in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms (as varied, supplemented or replaced from time to time),</i></p> <p><i>provided that:</i></p> <p class="list-item-l1">(a) <i>the authority granted under this Resolution shall expire five years after the passing of this Resolution; and</i></p> <p class="list-item-l1">(b) <i>the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.</i></p>		

	<i>This authority is in addition to all subsisting authorities to the extent unused.</i>		
--	--	--	--

SPECIAL RESOLUTION

		FOR	AGAINST
2	<p><i>That (subject to the passing of the Ordinary Resolution above) any and all rights of pre-emption, whether conferred by the provisions of the articles of association of the Company under the Act, or otherwise, shall not apply to, and shall be and hereby are waived by the shareholders in respect of the allotment and issue of up to a maximum nominal amount of £2,500 of shares in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms.</i></p> <p><i>This authority is in addition to all subsisting authorities to the extent unused.</i></p>	X	

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which 'X' is marked in the 'For' box above.

Note: To 'vote' for the Resolutions you must sign below AND mark 'X' in the 'For' box for the resolution above.

Signed: _____

Name: MANUEL ANGEL GONZALEZ DE LA PEÑA
(PRINT NAME)

For and on behalf of: _____
(ONLY COMPLETE IF MEMBER IS A COMPANY)

Date: 3 June 2021

NOTES

1. If you wish to vote in favour of the Resolution please put an 'X' in the box marked 'For' next to the Resolution.

If you wish to vote against the Resolution please put an 'X' in the box marked 'Against' next to the Resolution or leave both boxes next to the Resolution blank.

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- 1.1 **by hand:** delivering the signed copy to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.2 **by post:** returning the signed copy by post to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.4 **by email:** by attaching a scanned copy of the signed document to an email and sending it to sdocksey@aglaris.co.uk. Please enter 'Written resolutions' in the email subject box.

If you do not agree with the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before 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.


Company number: 09111674

THE COMPANIES ACT 2006 (the "Act")
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
AGLARIS LIMITED (the "Company")

..... 3 June 2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 and 2 below be passed as ordinary and special resolutions as applicable (the "Resolutions").

ORDINARY RESOLUTION

		FOR	AGAINST
1	<p><i>That, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company:</i></p> <p class="list-item-l1">(i) <i>to constitute convertible loan notes for a total of £650,000 (the "CLN"); and</i></p> <p class="list-item-l1">(ii) <i>to allot and issue up to a maximum nominal amount of £2,500 shares of £1.00 each in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms (as varied, supplemented or replaced from time to time),</i></p> <p><i>provided that:</i></p> <p class="list-item-l1">(a) <i>the authority granted under this Resolution shall expire five years after the passing of this Resolution; and</i></p> <p class="list-item-l1">(b) <i>the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.</i></p>		

	<i>This authority is in addition to all subsisting authorities to the extent unused.</i>		
--	--	--	--

SPECIAL RESOLUTION

		FOR	AGAINST
2	<p><i>That (subject to the passing of the Ordinary Resolution above) any and all rights of pre-emption, whether conferred by the provisions of the articles of association of the Company under the Act, or otherwise, shall not apply to, and shall be and hereby are waived by the shareholders in respect of the allotment and issue of up to a maximum nominal amount of £2,500 of shares in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms.</i></p> <p><i>This authority is in addition to all subsisting authorities to the extent unused.</i></p>	X	

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which 'X' is marked in the 'For' box above.

Note: To 'vote' for the Resolutions you must sign below AND mark 'X' in the 'For' box for the resolution above.

Signed: _____

Name: ANGEL JOSE SANTOS
(PRINT NAME)

For and on behalf of: _____
(ONLY COMPLETE IF MEMBER IS A COMPANY)

Date: 3 June 2021

NOTES

1. If you wish to vote in favour of the Resolution please put an 'X' in the box marked 'For' next to the Resolution.

If you wish to vote against the Resolution please put an 'X' in the box marked 'Against' next to the Resolution or leave both boxes next to the Resolution blank.

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- 1.1 **by hand:** delivering the signed copy to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.2 **by post:** returning the signed copy by post to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.4 **by email:** by attaching a scanned copy of the signed document to an email and sending it to sdocksey@aglanis.co.uk. Please enter 'Written resolutions' in the email subject box.

If you do not agree with the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before 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.


Company number: 09111674

THE COMPANIES ACT 2006 (the "Act")
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
AGLARIS LIMITED (the "Company")

..... 3 June 2021 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 and 2 below be passed as ordinary and special resolutions as applicable (the "**Resolutions**").

ORDINARY RESOLUTION

		FOR	AGAINST
1	<p><i>That, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company:</i></p> <p class="list-item-l1">(i) <i>to constitute convertible loan notes for a total of £650,000 (the "CLN"); and</i></p> <p class="list-item-l1">(ii) <i>to allot and issue up to a maximum nominal amount of £2,500 shares of £1.00 each in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms (as varied, supplemented or replaced from time to time),</i></p> <p><i>provided that:</i></p> <p class="list-item-l1">(a) <i>the authority granted under this Resolution shall expire five years after the passing of this Resolution; and</i></p> <p class="list-item-l1">(b) <i>the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.</i></p>		

	<i>This authority is in addition to all subsisting authorities to the extent unused.</i>	
--	--	--

SPECIAL RESOLUTION

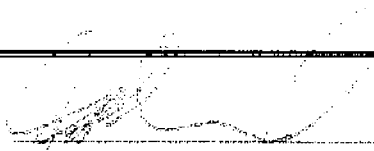
		FOR	AGAINST
2	<p><i>That (subject to the passing of the Ordinary Resolution above) any and all rights of pre-emption, whether conferred by the provisions of the articles of association of the Company under the Act, or otherwise, shall not apply to, and shall be and hereby are waived by the shareholders in respect of the allotment and issue of up to a maximum nominal amount of £2,500 of shares in the capital of the Company on the subsequent conversion of the Loan in accordance with its terms.</i></p> <p><i>This authority is in addition to all subsisting authorities to the extent unused.</i></p>	X	

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which 'X' is marked in the 'For' box above.

Note: To 'vote' for the Resolutions you must sign below AND mark 'X' in the 'For' box for the resolution above.

Signed: 
 Name: Steven Dacksey
 (PRINT NAME)

For and on behalf of: _____
 (ONLY COMPLETE IF MEMBER IS A COMPANY)

Date: 3 June 2021

NOTES

1. If you wish to vote in favour of the Resolution please put an 'X' in the box marked 'For' next to the Resolution.

If you wish to vote against the Resolution please put an 'X' in the box marked 'Against' next to the Resolution or leave both boxes next to the Resolution blank.

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- 1.1 **by hand:** delivering the signed copy to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.2 **by post:** returning the signed copy by post to Steven Docksey at Stevenage Biosciences Catalyst, F30 Gunnels Wood Road, Stevenage, Hertfordshire, SG1 2FX; or
- 1.4 **by email:** by attaching a scanned copy of the signed document to an email and sending it to sdocksey@aglaris.co.uk. Please enter 'Written resolutions' in the email subject box.

If you do not agree with the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before 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.