

THE COMPANIES ACTS 1985 AND 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

**THE CENTRE FOR INNOVATION IN REGULATORY SCIENCE LIMITED**

(the "Company")

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Circulation Date

30 November 2010

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Special Resolution:

SPECIAL RESOLUTION

1 THAT the articles of association of the Company are amended by the insertion of the following new article 18 after the existing article 17:

**"18 APPLICATION OF INCOME AND PROPERTY**

18.1 The income and property of the Company must be applied solely towards the promotion of the Company. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:

- (a) reasonable and proper remuneration and benefits to any officer, employee, or member of the Company in return for any services or goods provided to the Company;
- (b) discounts provided to members in respect of their purchase of goods or services provided by the Company;
- (c) grants, donations or loans to members of the Company;
- (d) a reasonable rate of interest on money lent to the Company by members;
- (e) reasonable rent for property let to the Company by members;
- (f) reasonable expenses to any officer, employee or member of the Company; or
- (g) any indemnity and insurance referred to in article 16. "



## Notes

- 1 If you agree to the proposed Written Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm the date 28 days after the Circulation Date stated overleaf by hand or by post to the Company's registered office at Aldgate House, 33 Aldgate High Street
- 2 If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolutions are passed.
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company.
- 6 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.