
Company Name: **INNOVATION BIRMINGHAM LIMITED** (the "Company")

Company Number: **01623466**

WRITTEN RESOLUTION

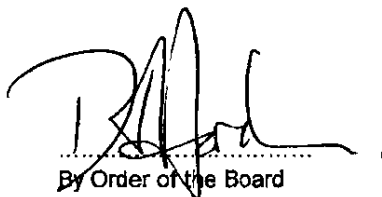
proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: **18 April 2018**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions contained on **PAGE 2** of this document be passed as special resolutions within the meaning of section 283 Companies Act 2006, and where relevant as ordinary resolutions within the meaning of section 282 of the Companies Act 2006 (the "**Resolutions**").

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolutions.

Dated: **18 April 2018**


By Order of the Board

Registered Office: Faraday Wharf
Innovation Birmingham
Campus
Holt Street
Birmingham Science Park
Aston
Birmingham, West Midlands
B7 4BB



SPECIAL RESOLUTIONS

- 1 **THAT**, in accordance with paragraph 5 of the memorandum of association of the Company, the articles of association of the Company be amended as follows:
- (a) the definition of "the Requisite Consent" shall be amended such that the words "all the Members" are deleted and replaced by the following:
"the Council."
 - (b) article 4 of the Articles shall be deleted in its entirety.
 - (c) the words "one Member personally present and that person should be one of the Members appointed by the Council" in article 13 of the Articles be deleted and replaced by the following:
"the sole member of the Company."
 - (d) article 32(A) of the Articles shall be deleted in its entirety, and replaced with the following:
"Subject to and in accordance with the following provisions of this Article, the Council may appoint 2 or more persons as directors. The Council will appoint the Chairman."
 - (e) the words "a quorum shall consist of four Directors, of which one must be appointed by the Council" in article 44 of the Articles be deleted and replaced by the following:
"a quorum shall consist of at least two Directors".

ORDINARY RESOLUTION

- 1 **THAT**, Martin Stevens and Martin Easton each be appointed as directors of the Company, with effect from completion of the Second Transfer.

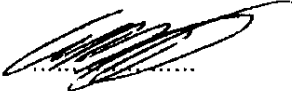
IMPORTANT NOTES

- 1 If you agree with the Resolutions contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to Grace Humber, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR
 - (b) **By post:** returning the signed copy by post to Grace Humber, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR
 - (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Grace.Humber@gowlingwlg.com. Please enter **"Written Resolution dated 18 April 2018"** in the e-mail subject box.
- 2 If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

AGREEMENT

*Please read the important notes on **PAGE 3** of this document before signifying your agreement to the Resolutions set out on **PAGE 2**.*

The undersigned, being the sole member entitled to vote on the Resolutions contained on **PAGE 2** of this document, hereby irrevocably agrees to the Resolutions.

Name of Shareholder	Signature	Date
Duly authorised signatory for and on behalf of BIRMINGHAM CITY COUNCIL		18 April 2018

Company Name: **INNOVATION BIRMINGHAM LIMITED (the "Company")**

Company Number: **01623466**

WRITTEN RESOLUTION

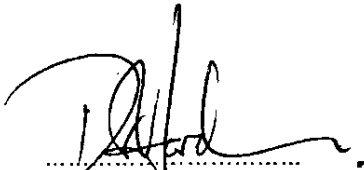
proposed pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Circulation Date: **18 April 2018**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution contained on **PAGE 2** of this document be passed as a special resolution within the meaning of section 283 Companies Act 2006 (the "**Resolution**").

Please read the important notes contained on PAGE 3 of this document before signifying your agreement to the Resolution.

Dated: **18 April 2018**


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By Order of the Board

Registered Office: Faraday Wharf
Innovation Birmingham
Campus
Holt Street
Birmingham Science Park
Aston
Birmingham, West Midlands
B7 4BB

SPECIAL RESOLUTION

1 **THAT**, in accordance with paragraph 5 of the memorandum of association of the Company, the provisions of article 35 of the articles of association of the Company (the "**Articles**") be disapplied in respect of:

- (a) the proposed transfer by the Company of 8,750 A ordinary shares of £1.00 each in Birmingham Technology (Property) Limited (CRN: 02188998) to Birmingham Science Park Aston Limited (CRN: 01720256) ("**BSPA**") (the "**First Transfer**"); and
- (b) the proposed transfer by the Company of 2 ordinary shares of £1.00 each in the capital of BSPA to Aghoco 1658 Limited (CRN: 11201902) (the "**Second Transfer**"),

and accordingly, the First Transfer and the Second Transfer be, and are hereby, approved.

1 **IMPORTANT NOTES**

1 If you agree with the Resolution contained on **PAGE 2** of this document, please indicate your agreement by signing and dating this document where indicated below on **PAGE 4** and returning it to the Company using one of the following methods:

- (a) **By hand:** delivering the signed copy to Grace Humber, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR
- (b) **By post:** returning the signed copy by post to Grace Humber, Gowling WLG (UK) LLP, Two Snowhill, Birmingham, B4 6WR
- (c) **By e-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Grace.Humber@gowlingwlg.com. Please enter "Written Resolution dated 18 April 2018" in the e-mail subject box.

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 be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

AGREEMENT

Please read the important notes on PAGE 3 of this document before signifying your agreement to the Resolution set out on PAGE 2.


The undersigned, being the sole member entitled to vote on the Resolution contained on PAGE 2 of this document, hereby irrevocably agrees to the Resolution.

Name of Shareholder

Signature

Date

Duly authorised signatory
for and on behalf of
BIRMINGHAM CITY COUNCIL


CLIVE HEADY
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18 April 2018
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