

Company Number: 08326993

MICROSKIN PLC

(the "Company")

**MINUTES OF THE GENERAL MEETING
OF THE COMPANY**

HELD AT

**217A RODE ROAD, WAVELL HEIGHTS, BRISBANE, 4012 QLD, AUSTRALIA on 29 MARCH
2018 at 6pm (Australian Eastern Standard Time (AEST))**

PRESENT:

Barry Amor	Chairman, and also as a member, in person
Shane Browne	Member
Paul Dooley	Member
Judith Dooley	Member

IN ATTENDANCE:

Kate Owen	Senior Associate, Elemental Company Secretary Limited, by telephone
Julie Buckley	Microskin plc, by telephone
David Robinson	Observer

1. INTRODUCTION

- 1.1. After brief introductions, Mr Barry Amor took the Chair with the consent of the Meeting.
- 1.2. The Chairman announced that a quorum was present and declared the meeting open.
- 1.3. The Chairman welcomed to the meeting all those attending the meeting in person and each linked by telephone conference. It was noted that all those attending were duly authorised as qualifying persons or members under the Company's Articles of Association.
- 1.4. It was further noted that the latest extracts of the register of members as part of the Company's records and all proxies received by the time and date stated set out in the notice had been confirmed and reported by the Company's registrars. The company secretary, Elemental Company Secretary Limited represented by Kate Owen, held such information in the absence of the registrars at the meeting.
- 1.5. With the consent of all of the members present, the notice convening the meeting was taken as read. A certified/signed copy of the notice is attached to these minutes for identification purposes.

2. ORDINARY RESOLUTIONS

- 2.1. In respect of each of the resolutions listed below, the Chairman provided the meeting with a brief overview of the proposed resolution, as set out in the Chairman's script.
- 2.2. The Chairman proposed resolution 1 as set out in the notice of meeting as an ordinary resolution. Having put the resolution to the meeting, the Chairman declared the resolution carried unanimously without amendment.

2.3. The Chairman proposed resolution 2 as set out in the notice of meeting as an ordinary resolution. Having put the resolution to the meeting, the Chairman declared the resolution carried unanimously without amendment.

3. SPECIAL RESOLUTIONS

3.1. In respect of each of the resolutions listed below, the Chairman provided the meeting with a brief overview of the proposed resolution, as set out in the Chairman's script.

3.2. The Chairman proposed resolution 3 as set out in the notice of meeting as a special resolution. Having put the resolution to the meeting, the Chairman declared the resolution carried unanimously without amendment.

3.3. The Chairman proposed resolution 4 as set out in the notice of meeting as a special resolution. Having put the resolution to the meeting, the Chairman declared the resolution carried unanimously without amendment.

4. ANY OTHER BUSINESS

4.1. There was no other business.

5. CLOSE OF MEETING

5.1. There being no further business, the meeting closed at 6.15p

A handwritten signature in black ink, appearing to read 'Bea', is written over a horizontal line.

Chairman

Company Number: 08326993

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

PRINT OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING
of
MICROSKIN PLC
(the "Company")

HELD ON 30 DECEMBER 2016

Resolutions 1 and 2 were proposed and passed as ordinary resolutions. Resolutions 3 and 4 were proposed and passed as special resolutions.

ORDINARY RESOLUTIONS

1. **THAT**, subject to the passing of Resolution 4 and with effect from a date and time to be agreed by the Board but no later than 12 months after the date this resolution is passed:
 - 1.1 each of the issued ordinary shares of €0.12 each in the share capital of the Company ("**Existing Ordinary Share**") be subdivided and converted into one ordinary share of €0.001 each ("**Interim Ordinary Share**") and one deferred share of €0.119 each ("**Deferred Share**");
 - 1.2 every 10 (ten) of the Interim Ordinary Shares be consolidated into one new ordinary of €0.01 each ("**New Ordinary Shares**") in the capital of the Company, provided that where such consolidation would result in any fractions of a New Ordinary Share, such fractions shall, so far as possible and the Directors be and are hereby authorised to sell (or appoint any other person to sell) to any person(s) all the New Ordinary Shares representing such fractions in the open market and for the proceeds of such sales to be retained by the Company; and
 - 1.3 the New Ordinary Shares will have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares and the Deferred Shares will have the rights and be subject to the restrictions attached to Deferred Shares, in each case as set out in the amended articles of association of the Company as approved and adopted by Resolution 4 below (the "**New Articles**").
2. **THAT**
 - 2.1.1 the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of

- the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of €200,000; and
- 2.1.2 comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a further aggregate nominal amount of €200,000 in connection with an offer by way of a rights issue to:
- 2.1.2.1 ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
- 2.1.2.2 holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,
- but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
- 2.2 such authority shall expire (unless previously revoked by the Company) on the earlier of 30 June 2018 and the conclusion of the next Annual General Meeting of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
- 2.3 all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

SPECIAL RESOLUTIONS

3. **THAT:**

- 3.1 subject to the passing of Resolution 2, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 2 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:
- 3.1.1 the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph 2.1.2 of Resolution 2, by way of a rights issue only) to or in favour of:
- 3.1.1.1 ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
- 3.1.1.2 holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

- 3.1.2 the allotment of equity securities (otherwise than under paragraph 3.1.1 of this resolution) up to an aggregate nominal amount of €200,000; and
 - 3.2 this power shall expire when the authority given by Resolution 2 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired; and
 - 3.3 this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 2" were omitted from the introductory wording to paragraph 3.1 of this resolution.
4. **THAT**, subject to the passing of Resolution 1, the New Articles in the form produced at the meeting be approved adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company to take effect at the same date and time as Resolution 1.

A handwritten signature in black ink, appearing to read 'Bea', written over a horizontal line.

Chairman