

**VITECH SCIENTIFIC LIMITED**

**WRITTEN RESOLUTIONS**

WE, the undersigned, being all the members entitled to attend and vote at general meetings of the above-named Company, do hereby signify our consent pursuant to Section 381A of the Companies Act 1985 to the following Resolutions

**SPECIAL RESOLUTIONS**

1 THAT, subject to the passing of Resolution 2 below, the terms of an agreement between the Company and Simon J Honour for the purchase by the Company of 5 Ordinary shares of £1 each in the capital of the Company as set out in the draft contract produced to the meeting and signed by the Chairperson of the meeting for the purposes of identification (**Contract**) be approved and the Company be authorised to enter into the Contract

2 THAT the Articles of Association of the Company be amended by adopting a new Article 23 as follows

"23 Subject to, and in accordance with, the provisions of the Companies Act 1985 as amended (**Act**), the Company may purchase any of its own shares of any class (including redeemable shares) at any price (whether above or below the nominal value of the shares) and make a payment in respect of such redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares within such limits as may be specified by the Company in general meeting in compliance with the provisions of the Act and may enter into or vary any contract for such purchase Any shares to be so purchased may be selected in any manner whatsoever Every such purchase or contract providing for the purchase by the Company of shares in the Company shall be authorised by such resolution or resolutions of the Company as may be required by the Act All shares so purchased shall be cancelled immediately upon completion of the purchase Notwithstanding anything to the contrary contained in these Articles the rights and privileges attaching to any class of shares shall be deemed not to be modified or abrogated by anything done by the Company in pursuance of this Article "

Peter Hooper

Christopher Bown

Simon J Honour (for resolution 2 only)

Dated 9<sup>th</sup> May 2007



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COMPANIES HOUSE

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