

Company number
2670500

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION AND SPECIAL RESOLUTION
OF
BTG PLC (THE COMPANY)
(passed on 5 November 2008)

WEDNESDAY



At an extraordinary general meeting of the Company duly convened and held at 10 Fleet Place, Limeburner Lane, London EC4M 7SB on 5 November 2008, the following resolutions were duly passed as an ordinary resolution and a special resolution of the Company respectively

Ordinary Resolution

That

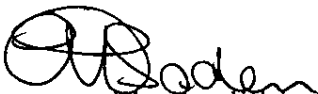
- (A) the proposed acquisition (the **Acquisition**) of Protherics plc (**Protherics**), whether implemented by way of scheme of arrangement pursuant to part 26 of the Companies Act 2006 of Protherics (the **Scheme**) or takeover offer (the **Offer**) made by or on behalf of the Company for the entire issued share capital of Protherics, substantially on the terms and subject to the conditions set out in the announcement relating to the Acquisition issued by the Company on 18 September 2008 (a copy of which was produced to the meeting and signed for identification purposes by the chairman of the meeting) be and is hereby approved and the directors of the Company (the **Directors**) (or any duly constituted committee thereof) be authorised (1) to take all such steps as may be necessary or desirable in connection with, and to implement, the Acquisition, and (2) to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Acquisition (provided such modifications, variations, revisions, waivers or amendments are not material), and to any documents relating thereto, in either such case as they may in their absolute discretion think fit,
- (B) subject further to the Scheme becoming or being declared wholly unconditional (save for the delivery of the orders of the High Court of Justice in England and Wales sanctioning the Scheme and confirming the reduction of capital of Protherics to the Registrar of Companies in England and Wales (the **Court Sanction**), the registration of the order confirming the reduction of capital of Protherics by the Registrar of Companies in England and Wales (the **Registration**), and the admission of the ordinary shares of nominal value of 10 pence each to be issued in connection with the Acquisition to the Official List of the UK Listing Authority and to trading on the main market of the London Stock Exchange (the **Admission**)), or, as the case may be, the Offer becoming or being declared wholly unconditional (save only for Admission), the authorised share capital of the Company be and is hereby increased from £20,510,000 to £31,100,000 by the creation of 105,900,000 new ordinary shares of nominal value of 10 pence each in the Company, and

- (C) subject further to the Scheme becoming or being declared wholly unconditional (save for the Court Sanction, Registration and Admission), or, as the case may be, the Offer becoming or being declared wholly unconditional (save only for Admission), pursuant to section 80 of the Companies Act 1985, and in addition to any previously existing authority conferred upon the Directors under that section, the Directors be and are hereby authorised unconditionally to allot relevant securities (as defined in the said section 80) in connection with the Acquisition up to an aggregate nominal amount of £10,590,000, which authority shall expire on the fifth anniversary of the passing of this resolution, save that the Company may allot relevant securities in connection with the Acquisition pursuant to any agreement entered into at any time prior to the fifth anniversary of the passing of this resolution (whether before or after the passing of this resolution) which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such agreement as if the authority conferred hereby had not expired

Special Resolution

That

- (A) subject to
- (i) the passing of resolution 1 set out in the notice of the Extraordinary General Meeting of the Company scheduled for 5 November 2008,
 - (ii) the Scheme becoming or being declared wholly unconditional (save for the Court Sanction, Registration and Admission), or, as the case may be, the Offer becoming or being declared wholly unconditional (save only for Admission), and
 - (iii) in accordance with Article 7 of the Company's Articles of Association, the Directors be given power to allot equity securities for cash,
- (B) the Directors be empowered to allot equity securities for cash within section 94(3A) of the Companies Act 1985 as if section 89(1) of the Companies Act 1985 did not apply,
- (C) the powers under paragraph (A) above (other than in connection with a rights issue) and paragraph (B) above shall be limited to the allotment of equity securities having a maximum nominal amount of £1,277,170,
- (D) these powers shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date which is 15 months from the date of this resolution, and
- (E) all previous authorities under section 95 of the Companies Act 1985 shall cease to have effect



Director/Secretary

Date

5/11/08