

REGENERSIS (GROUP) LIMITED  
Company number 2966414  
(the "Company")

STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5) COMPANIES ACT 2006

09 March 2012

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (*CA 2006*), the following resolution was agreed to and duly passed on 09 March 2012 as a Written Special Resolution

THAT the Reserves of the Company be reduced by eliminating (i) the balance standing to the credit of the Company's share premium account (£3,682,000), and (ii) the balance standing to the credit of the Company's capital redemption reserve (£1,196,000) as at 09 March 2012

In accordance with section 644(5) of the CA 2006, we, being all of the directors of the Company as at the date hereof, confirm that

- (a) the solvency statement made by the directors of the Company dated 09 March 2012 (the *Solvency Statement*) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Written Resolution set out above was passed, and
- (b) in accordance with section 642(2) of the CA 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Written Resolution set out above was sent or submitted to him

Signed by all of the directors of the Company as at the date of this statement

J M C Wilson

C L Radford



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\*Q14SDBP3\*

16/03/2012

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