

Number of Company: 3071324

The Companies Act 2006

WEDNESDAY



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COMPANIES HOUSE

**COMPANY LIMITED BY SHARES  
ORDINARY & SPECIAL RESOLUTIONS  
OF  
EDEN RESEARCH PLC**

Passed on 14 September 2009

At the ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at the Four Pillars Hotel, Ducklington Lane, Witney, Oxon OX28 4TJ on Monday 12<sup>th</sup> October 2009 the subjoined ORDINARY AND SPECIAL RESOLUTIONS were duly passed inter alia:

***Ordinary Resolution***

3. A. That the board be and it is hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006) up to an aggregate nominal amount of £436,867.26 provided that this authority shall expire on 31 December 2010 save that the company may before such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- B. That the board be and it is hereby and unconditionally authorised to exercise all powers of the company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £436,867.26 provided that this authority shall expire on the date of the next annual general meeting of the company after the passing of this resolution save that the company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

***Special Resolution***

- 4 Subject to the passing of the previous resolution to authorise the board pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the

meaning of section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of section 561 of the said Act did not apply to any such allotment provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to their respective numbers of Ordinary shares held by them and,
- (ii) To the allotment (otherwise pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £436,867.26

And shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred had not expired.

Signature: ..... 

Date 14 September 2009

Robin Sims  
Company Secretary