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**PUBLIC COMPANY LIMITED BY SHARE**  
**RESOLUTIONS OF PHYTOPHARM PLC**

**Passed 27 March 2008**

At the Extraordinary General Meeting of Phytopharm plc duly convened and held on 27 March 2008 at 10 30 a m at Corpus Christi House, 9 West Street, Godmanchester, Cambridgeshire PE29 2HY, the following resolutions were duly passed

**Special Resolutions**

**1 THAT**

- (a) The authorised share capital of the Company be and is hereby increased from £1,000,000 to £1,500,000 by the creation of 50,000,000 ordinary shares of 1p each;
- (b) in addition to any existing authority that may have been conferred by an ordinary resolution passed at the 2008 annual general meeting of the Company, the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £389,290 48 pursuant to or in connection with the Placing and Open Offer (as defined and on the basis set out in the Prospectus), such authority to expire on 27 June 2008, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and
- (c) the directors be and are hereby empowered pursuant to section 95(1) of the Companies Act 1985 (the "Act") to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority referred to in paragraph (b) above as if section 89(1) of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £389,290 48 pursuant to or in connection with the Placing and Open Offer (as defined in the Prospectus) and this power shall expire on 27 June 2008, save that the Company may, at any time before the expiry of such power make any offer or enter into any agreement which would or might require equity securities to be allotted after the expiry of such power and the directors may allot equity securities in pursuance of any such offer or agreement as if such power conferred hereby had not expired

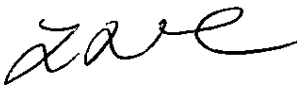
**2 THAT the directors be and are hereby empowered pursuant to section 95(1) of the Act subject to the passing of resolution 2 above, allot equity securities (as defined in section 94 of the Act) for cash pursuant to the passing of resolution 2 above as if section 89(1) of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities and the sale of treasury shares**

- (a) in connection with a rights issue, open offer or any other *pro-rata* offer in favour of ordinary shareholders and holders of any other class of equity securities where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares and any other class of equity securities held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary

or desirable in relation to fractional entitlements, treasury shares or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory, and

- (b) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £94,541.97, and this power shall expire at the conclusion of the Annual General Meeting of the Company in 2009, save that the Company may, at any time before the expiry of such power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of such power and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if such power conferred hereby had not expired

By order of the Board



Zoe McGowan

Secretary