Company Number: 4344782

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of



MEDICAL DEVICE INNOVATIONS LIMITED (the "Company")

The undersigned, being all the members of the Company, for the time being entitled to attend and vote at General Meetings of the Company, hereby pass the following resolutions as a Written Resolution pursuant to Regulation 53 of Table A as adopted by article 2 of the Articles of Association of the Company, and agree that the said resolutions shall for all purposes be effective as if the same had been passed at a General Meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

- 1. **THAT**, the authorised share capital of the Company be increased to £5,600 by the creation of 6,000 new B Ordinary Shares of £0.10 each in nominal value having the rights set out in the articles of association of the Company.
- 2. THAT in addition to all previous authorities, 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 powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £600 provided that this authority shall expire on the date five years from the date of on which this resolution is passed but the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. THAT the directors be empowered pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority

conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment provided that this power shall expire on the date five years from the date of on which this resolution is passed but the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot relevant securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

4. THAT, subject to the passing of resolutions 1 to 3 above, the articles of association of the Company be amended by the adoption of the following new provision:

New article 3 (to be adopted in substitution of the existing article 3)

3.	The authorised share capital of the Company is £5,600 divided into				
	10,000 Ordinary Shares				
	24,000 A Ordinary Shares; and				
	22,000 B Ordinary Shares.				

Dated: 16 lune 2006

EXECUTED by AVI.AR

BIOVENTURES LIMITED for and on behalf of AVLAR BIOVENTURES FUND II LIMITED PARTNERSHIP)	Duly authorised signatory
EXECUTED by YFM Private Equity Lings on behalf of JKN 139GP Limited as general Partner of THE NORTH WEST BUSINESS INVESTMENT SCHEME	mited))))	
EXECUTED by Martyn Collett)	•••••••••••••••••••••••••••••••••••••••
EXECUTED by David Cottier)	

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- 4. **THAT**, subject to the passing of resolutions 1 to 3 above, the articles of association of the Company be amended by the adoption of the following new provision:

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	22,000 B Ordinary			
Dated: 1	6 June 2006	j		
BIOVENTU for and on bo AVLAR BIO	D by AVLAR JRES LIMITED chalf of OVENTURES FUND PARTNERSHIP	Ι)))	Duly authorised signatory
on behalf of as general Pa THE NORT	D by YFM Private Ed JKN 139GP Limited artner of TH WEST BUSINESS ENT SCHEME	- •	ed)))))	Duly authorised signatory
EXECUTE	D by Martyn Collett)	
EXECUTE	D by David Cottier	2)	

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Dated:	16	lune,	2006				
BIOVE for and AVLA	ENTUE on beh R BIO	by AVLAR RES LIMITEI alf of VENTURES I	FUND I)))	Duly authorised signatory		
on beha as gene THE N	alf of Ji eral Par IORTH	KN 139GP Li		i ited))))	Duly authorised signatory		
EXEC	UTED	by Martyn Col	llett)	064 ELLA		
EXEC	UTED	by David Cott)			

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New article 3 (to be adopted in substitution of the existing article 3)

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10,000 Ordinary Shares				
24,000 A Ordinary Shares;				
	22,000 B Ord	inary Shares.		
Dated:	16 June	2006		
EXECUTED by AVLAR BIOVENTURES LIMITED for and on behalf of AVLAR BIOVENTURES FUND I LIMITED PARTNERSHIP)))	Duly authorised signatory
on behalf of as general P THE NOR	JKN 139GP Lii		e d))))	
EXECUTE	D by Martyn Col	llett)	
EXECUTE	D by David Cott	ier)	OCHis.

EXECUTED by Peter Wall

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