

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**AVIAGEN INTERNATIONAL FINANCE TWO LIMITED (the "Company")**  
*(Incorporated in England and Wales, registered Number 04695437)*

**WRITTEN RESOLUTION**

**(Passed 15 June 2010)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the undernoted resolution was passed as a special resolution of the Company, by the sole member of the Company entitled to vote on the resolution on the date stated above

**SPECIAL RESOLUTION**

"THAT

- (i) in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of this Resolution, the directors be and they are generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), to allot shares in the Company up to an aggregate nominal value of £0.01, such authority to expire on 1 August 2010 unless previously revoked, varied or extended by the Company in general meeting, save that the Company may at any time prior to the expiry of such authority make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired, and
- (ii) in substitution for any existing power but without prejudice to the exercise of any such power prior to the date of this Resolution, the directors be and are empowered, pursuant to section 561(1) of the Act, to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority referred to in paragraph (i) of this resolution, as if section 561 (1) did not apply to any such allotment, up to an aggregate nominal amount of £0.01, such power to expire on 1 August 2010 unless previously revoked, varied or extended by the Company in general meeting, save that the Company may at any time prior to the expiry of such authority make an offer or enter into an agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired "

  
Director/Company Secretary

