

THE COMPANIES ACT 2006

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PUBLIC COMPANY LIMITED BY SHARES

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ORDINARY/SPECIAL RESOLUTIONS

of

REGENERIS PLC  
(the "Company")

WEDNESDAY



PC3 \*P5SX9CX1\* 02/09/2009 1280  
COMPANIES HOUSE

At the General Meeting of the Company held at KBC Peel Hunt, 111 Old Broad Street, London, EC2N 1PH on 28 August 2009 the following resolutions were passed in the case of resolutions 1 and 2 as ordinary resolutions, and in the case of resolution 3 as a special resolution of the Company:-

ORDINARY RESOLUTIONS

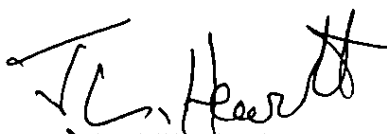
1. THAT the authorised share capital of the Company be and is hereby increased to £1,195,207 by the creation of 19,760,350 new ordinary shares of 2 pence each ranking *pari passu* in all respects with the existing ordinary shares of 2 pence each in the capital of the Company; and
2. THAT subject to and conditional upon the passing of resolution 1 above the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") and in substitution for all existing authorities under that section to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act):-
  1. up to an aggregate nominal amount of £167,053.50 for the purposes of the Placing only;
  2. up to an aggregate nominal amount of £162,500.00 for the purposes of the Acquisition only; and
  3. generally and in addition to the allotments specified in paragraphs (a) and (b) of this resolution up to an aggregate nominal amount of £298,801.68, which represents one-third of the issued share capital of the Company as enlarged by completion of the Placing of the Acquisition. The Directors have no current intention to exercise the authority,

provided that the authorities conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company or 31 December 2009 (whichever is earlier) except 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 Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired and this authority shall be in addition to and shall not replace any previous authorities conferred upon the Directors pursuant to section 80 of the Act.

## SPECIAL RESOLUTION

1. THAT subject to and conditional upon the passing of resolutions 1 and 2 above, the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined by section 94 of the Act) for cash pursuant to the authority conferred upon them by resolution 2 above as if section 89(1) of the Act did not apply to any such allotment provided that such power be limited to:-
- (a) the allotment of equity securities up to an aggregate nominal amount of £167,053.50 in connection with the Placing only; and
  - (b) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of Ordinary Shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of Ordinary Shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:-
    - (i) to deal with equity securities representing fractional entitlements; and
    - (ii) to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - (c) the allotment of equity securities for cash otherwise than pursuant to paragraphs (a) and (b) up to an aggregate nominal amount of £44,820.24, which represents 5 per cent of the issued share capital of the Company as enlarged by completion of the Placing and the Acquisition,

and shall expire at the conclusion of the next annual general meeting of the Company or 31 December 2009 (whichever is earlier) except 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 Directors may allot equity securities in pursuant of such offer or agreement as if the power conferred by this resolution had not expired.

  
CHAIRMAN