

Company No 5204003

THE COMPANIES ACTS 1985 and 1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
of

ASCRIBE plc (the "Company")

Dated: 1 November 2006

The following resolutions of the Company were passed at the Annual General Meeting of the shareholders of the Company held at Ascribe House, Branker Street, Westhoughton, Bolton BL5 3JD at 11 00am, as to resolution 1 as an ordinary resolution and as to resolution as a special resolution, as follows:

ORDINARY RESOLUTION

- 1 **THAT**, for the purposes of and pursuant to section 80(1) of the Companies Act 1985 (the "Act"), the Directors of the Company be authorised generally and unconditionally to exercise all 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 £258,219 (being the unissued share capital of the Company) to such persons at such time and upon such terms and conditions as they may determine (subject always to the articles of association of the Company) provided this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the next annual general meeting of the Company or 31 December 2007 (whichever is the earlier) and provided further that the Company may before the expiry of such period make any offer, agreement or arrangement which would or might require relevant securities to be allotted after the expiry of such period and the Directors of the Company may then allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority or power hereby conferred had not expired

SPECIAL RESOLUTION

2. **THAT**, for the purposes of and pursuant to section 95(1) of the Act, the Directors of the Company be and they are hereby authorised and empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to the general authority and power conferred by resolution numbered 8 in this notice of meeting as if section 89(1) of the Act did not apply to any such allotment provided that this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution (whichever is the earlier) and provided further that this authority and power shall be limited
 - a to the allotment of equity securities pursuant to a rights issue or similar offer to ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate or nearly as practical (and taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose

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COMPANIES HOUSE



ASCRIBE

making healthcare better

registered address or place of residence is overseas and subject to such **exclusions as the Directors of the Company may deem necessary or expedient to deal with fractional entitlement or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory)** to be respective numbers of ordinary shares held by them;

- b. to the allotment (otherwise than pursuant to paragraph a. above) for cash of equity securities up to an aggregate nominal amount of £114,178 03

Chairman