

Company number: 05333020

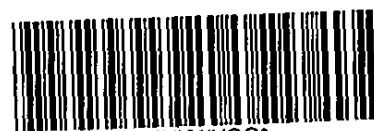
Proximagen Group plc

(the "Company")

Resolution of the Company

Circulation date: 14 April 2011

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COMPANIES HOUSE

The directors of the Company proposed to shareholders that the following resolution be passed as an ordinary resolution (**Resolution**) at the 2011 Annual General Meeting ("AGM") of shareholders on Tuesday 17 May 2011.

ORDINARY RESOLUTION

5 THAT the Directors be and they are hereby generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £191,271, and
- (b) comprising equity securities up to an aggregate nominal amount of £382,542 (including within such limit any shares and rights to subscribe for or convert any security into shares allotted under paragraph (a) above) in connection with an offer by way of a rights issue
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holding; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter

provided that these authorities shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the close of business on 17 August 2012 and, unless and to the extent that such authority is renewed or extended prior to such date, 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 pursuance of such offer or agreement as if the authority conferred hereby had not expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities. References in this Resolution 6 and in Resolution 7 to equity securities shall have the same meaning as in the Companies Act 2006, as amended (the "Act").

Company number: 05333020

RESULT OF VOTE

The undersigned, a director of the Company, confirms that the resolution was carried as an ordinary resolution at the AGM, based upon a vote of the members present.

Signed For and on behalf of
Proximagen Group Plc

James Hunter

Date

1 June 2011

Company number: 05333020

Proximagen Group plc

(the "Company")

Resolution of the Company

Circulation date: 14 April 2011

COMPANIES HOUSE

The directors of the Company proposed to shareholders that the following resolution be passed as a special resolution (**Resolution**) at the 2011 Annual General Meeting ("AGM") of shareholders on Tuesday 17 May 2011

SPECIAL RESOLUTION

- 7 The Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company provided that
- i the Company does not purchase under this authority more than 5,737,500 ordinary shares;
 - ii the Company does not pay for each such ordinary share less than the nominal amount of such ordinary share at the time of purchase, and
 - iii the Company does not pay for each such ordinary share more than 105% of the average closing mid-market prices of the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Company agrees to buy the share concerned

and this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the close of business on 17 August 2012 save that if the Company has agreed, before this authority expires, to purchase ordinary shares where the purchase will or may be executed after this authority expires (either wholly or in part), the Company may complete such purchase as if this authority had not expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to purchase ordinary shares but without prejudice to any agreement to purchase ordinary shares already made, offered or agreed to be made pursuant to such authorities.

RESULT OF VOTE

The undersigned, a director of the Company, confirms that the resolution was carried as a special resolution at the AGM, based upon a vote of the members present

Signed For and on behalf of
Proximagen Group Plc

... *James Hunter* ...

Date

... 1 June 2011 ...

Company number: 05333020

Proximagen Group plc

(the "Company")

Resolution of the Company

Circulation date: 14 April 2011

COMPANIES HOUSE

The directors of the Company proposed to shareholders that the following resolution be passed as a special resolution (**Resolution**) at the 2011 Annual General Meeting ("AGM") of shareholders on Tuesday 17 May 2011.

SPECIAL RESOLUTION

6 THAT if Resolution 5 is passed, that the Directors be and they are hereby empowered to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred by Resolution 5 above and/or where the allotment is treated as an allotment of equity securities under Section 560 (2) (b) of the Act, free of the restriction in section 561 (1) of the Act, provided that this power shall be limited to

(a) the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 6, by way of a rights issue only)

(i) to ordinary shareholders in proportion (as nearly as may be) to the number of Ordinary Shares held by them, and

(ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements record dates, or legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter;

(b) the allotment of equity securities in connection with the Company's share option schemes; and

(c) the allotment (other than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £57,381

and this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the close of business on 17 August 2012 and unless and to the extent that such authority is renewed or extended prior to such date, 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 pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Company number: 05333020

RESULT OF VOTE

The undersigned, a director of the Company, confirms that the resolution was carried as a special resolution at the AGM, based upon a vote of the members present.

Signed For and on behalf of
Proximagen Group Plc

James Hume
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Date

1 June 2011
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