

THE COMPANIES ACTS 1985 and 1989

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A Public Company Limited by Shares

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**RESOLUTIONS**

**Of**

**Genosis Plc**

Company Number 05379251

(the "Company")

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Passed on 13 June 2007

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At an Extraordinary General Meeting of the Company, duly convened and held on 13 June 2007, resolutions 1 and 2 inclusive were passed as ordinary resolutions and resolution 3 was passed as a special resolution.

**Ordinary Resolutions**

(1) THAT, pursuant to section 121 of the Companies Act 1985 (the "Act"), the authorised share capital of the Company be increased from £2,000,000 00 to £3,783,461.10 by the creation of 17,834,611 Ordinary Shares of £0.10 each to rank *pari passu* in all respects with the existing Ordinary Shares of the Company.

(2) THAT:

- (a) for the purposes of section 80 of the Companies Act 1985, the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £1,783,461.10 (representing 17,834,610 Ordinary shares) in addition to the existing authority conferred by Ordinary Resolution passed by the Company on 8 June 2006, such authority to expire on the date of the Company's Annual General Meeting to be held in 2007, but to be capable of previous revocation or variation from time to time by the Company in General Meeting and of renewal from time to time by the Company in General Meeting for a further period not exceeding five years,

THURSDAY



- (b) the Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired; and
- (c) approval be and is hereby granted to a dispensation in favour of the Concert Party (as defined in the circular to Shareholders dated 18 May 2007 (attached)) or any member of the Concert Party from any obligation to make a general offer to the shareholders of the Company to acquire their shares (which obligation would arise under Rule 9 of the City Code on Takeovers and Mergers) which arises from the acquisition of 11,538,461 Subscription Shares which would result in the Concert Party holding shares representing approximately 47.83 per cent. of the issued share capital of the Company immediately following Admission, as enlarged by the issue of such shares.

### **Special Resolution**

(3) THAT subject to and conditional upon the passing of Resolution 2 the Directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "Companies Act") to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by Resolution 2 as if section 89(1) of the Companies Act did not apply to any such allotment and the power conferred by this Resolution shall expire on the date of the Company's Annual General Meeting to be held in 2007 after the passing of this resolution but may be previously revoked or varied from time to time by special resolution and so that the Company may before such expiration, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation, and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied.

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Director