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SATURDAY



A17 15/09/2007 528
COMPANIES HOUSE

Company Number: 05414023

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

MODERN BIOSCIENCES PLC

Dated

At an Extraordinary General Meeting of the Company held at 60 Cannon Street London EC4N 6JP on 14th June 2007 at 1.00 pm the following Ordinary and Special Resolutions were passed

ORDINARY RESOLUTIONS

- 1 **THAT**, each of the existing authorised and issued shares of £1 in the capital of the Company be sub-divided into 1,000 ordinary shares of 0 1p each ("**Ordinary Shares**") having the rights set out in the new articles of association of the Company to be adopted pursuant to resolution 6 below (the "**Articles**") such that the authorised and issued share capital of the Company is 100,000,000 Ordinary Shares
- 2 **THAT**, subject to the passing of Resolution 1,
 - 2 1 99,000,000 of the Ordinary Shares (being 99 per cent of each shareholders holding as of the date hereof) be converted into stock,
 - 2 2 such stock be converted into 99,000,000 deferred shares of 0 1p each,
 - 2 3 every 1,000 of such deferred shares arising from conversion under Resolution 2 2 above be consolidated into 1 deferred share of £1 each having the rights set out in the Articles ("**Deferred Shares**") with the Board having the power to deal with any fractional entitlement as it shall in its absolute discretion think fit,
- 3 **THAT**, subject to the passing of Resolution 2, the share capital of the Company be and is hereby increased from £100,000 divided into 100,000 shares of 0 1p each and 99,000 Deferred Shares of £1 each to £199,000 divided into 71,000,000 Ordinary Shares and 28,000,000 Deferred Shares of £1 each

WITNESSED

A30 05/09/2007 293
COMPANIES HOUSE
A28 24/07/2007 505
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additional 70,000,000 Ordinary Shares ranking pari passu with the existing Ordinary Shares

- 4 **THAT**, subject to the passing of Resolution 3, the directors of the Company be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985, to allot relevant securities (as defined by section 80(2) of the Companies Act 1985) up to a maximum aggregate nominal amount of relevant securities of £70,000, provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

- 5 **THAT**, subject to the passing of Resolution 4 above, the directors of the Company be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the Companies Act 1985) pursuant to the authority conferred by Resolution 4 above as if the pre-emption provisions in section 89(1) of that Act and any pre-emption rights contained within the Articles did not apply to such allotments, but the maximum number of shares which may be allotted pursuant to this authority shall be 70,000,000 Ordinary Shares provided that such power shall expire when the authority conferred by Resolution 2 is revoked or expires unless previously renewed, varied or revoked by the Company in general meeting but 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 that offer or agreement as if this power had not expired This authority may be varied or revoked by an ordinary resolution of the Company
- 6 **THAT** the revised articles of association annexed be and they are hereby adopted as the new articles of association of the Company in substitution for the existing articles of association of the Company

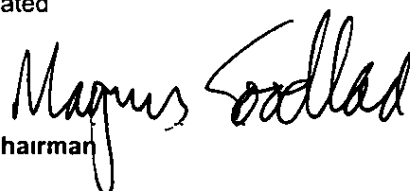
Registered Office

60 Cannon Street
London
EC4N 6JP

By order of the Board

Magnus Goodlad
Company Secretary

Dated


Chairman