



Company Number: 5474163



THE COMPANIES ACT 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

**ORDINARY AND SPECIAL RESOLUTION
of
RENEURON GROUP PLC
(the "Company")**

At an Extraordinary General Meeting of the Company held on 28 April 2006 the following Resolution 1 was passed as ordinary resolution and in the case of Resolution 2 was passed as special resolution

ORDINARY RESOLUTION

- 1 **THAT**, the authorised share capital of the Company be increased from £13,000,000 to £30,000,000 by the creation of 170,000,000 new Ordinary Shares of 10p each, such Ordinary Shares having the rights set out in the articles of association of the Company and ranking *pari passu* with all other Ordinary Shares comprised in the share capital of the Company.

SPECIAL RESOLUTION

- 2 **THAT**, conditional on the passing of Resolution 1, (i) the Directors be generally and unconditionally authorised (in substitution for all previous authorities), for the purposes of section 80 of the Act to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £20,645,206 80 provided that (other than (a) allotments made in connection with the proposed Placing of up to 85,000,000 Ordinary Shares (including in the form of American Depositary Shares), (b) allotments made pursuant to the terms of the Existing Options, (c) allotments made pursuant to the terms of the Warrants, (d) allotments made pursuant to the terms of the StemCells Agreement, and (e) allotments made in connection with the exercise of the RN Warrants, ((a), (b), (c), (d) and (e) together, the "**Proposed Allotments**")) such authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount equal to one third of the aggregate nominal amount of all Ordinary Shares in issue as at the date on which this Resolution is passed and provided that the authority shall expire on 7 December 2006, being the date 18 months from the date of incorporation of the Company or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Directors 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 such offer or agreement as if the authority had not expired; and

- (11) the Directors be (in substitution for all previous authorities) generally empowered pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the general authority conferred on them for the purposes of section 80 of the Act by paragraph (i) above as if section 89(1) of the Act did not apply to any such allotment provided that such power shall be limited to
 - (a) the Proposed Allotments,
 - (b) the allotment of equity securities in connection with an issue to holders of Ordinary Shares (and, if so determined by the Board, the holders of Warrants) (whether by way of rights issue, open offer or otherwise) where the equity securities respectively attributable to the interests of such holder of Ordinary Shares (and, if so determined by the Board, Warrants) on a fixed record date are proportionate (as nearly as may be) to the respective number of shares held by them (and, if so determined by the Board, the number of Ordinary Shares as would be held by them if all outstanding Warrants then held by them were exercised in full and Ordinary Shares were then issued thereunder to such Warrant holders) (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory or in relation to fractional entitlements or the terms of the Warrants),
 - (c) the allotment of equity securities in connection with the grant of options over Ordinary Shares in the capital of the Company in accordance with the rules of the Share Option Scheme or Non-Executive Share Option Scheme (or otherwise to the employees, consultants and/or directors of the Company and/or its subsidiaries) and having an aggregate nominal value of up to 10 per cent of the aggregate nominal value of all Ordinary Shares in issue as at the date on which this Resolution is passed, and (d) the allotment (otherwise than pursuant to paragraphs (a) to (c) (inclusive)) of equity securities having an aggregate nominal value of up to 10 per cent of the aggregate nominal value of all Ordinary Shares in issue as at the date on which this Resolution is passed, and
 - (d) the allotment (otherwise than pursuant to paragraphs (a) to (c) (inclusive)) of equity securities having an aggregate nominal value of up to 10 per cent of the aggregate nominal value of all Ordinary Shares in issue as at the date on which this Resolution is passed,

provided that such authority shall expire on 7 December 2006, being the date 18 months from the date of incorporation of the Company or, if earlier, at the conclusion of the next annual general meeting of the Company, save 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 such authority had not expired.



Director