

**Company No. 5474163**

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**of**

**ReNeuron Group plc**

**(the "Company")**

**(passed on 20 April 2012)**

At the General Meeting of the Company held at the offices of Covington & Burling LLP, 265 Strand, London, WC2R 1BH at 10 30 a.m. on 20 April 2012 the following resolutions were passed of which number 1 is an ordinary resolution and number 2 is a special resolution

**ORDINARY RESOLUTION**

- 1 THAT, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act (in addition to all existing authorities conferred upon the Directors pursuant to section 551 of the Act which shall continue in full force and effect) to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or convert any security into such shares (all of which transactions are hereafter referred as an allotment of "relevant securities") up to an aggregate nominal amount of £3,678,194.94 in connection with the Open Offer and Placing and the issue and exercise of any Warrants in connection therewith. The authority conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied

**SPECIAL RESOLUTION**

- 2 THAT, subject to and conditional upon the passing of Resolution 1 above, (and in addition to all existing powers of the Directors under section 570 of the Act, which shall continue in full force and effect) the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above up to an aggregate nominal amount of £3,678,194.94 in connection with the Open Offer and

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Placing and the issue and exercise of any Warrants in connection therewith, as if section 561 of the Act did not apply to any such allotment, provided that such power shall expire at the conclusion of the next annual general meeting of the Company, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, 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

  
CHAIRMAN