

Company Number 5564452

THE COMPANIES ACT 2006
SPECIAL RESOLUTION OF
KERONITE PLC
PASSED ON 11 FEBRUARY 2008

FRIDAY



At a GENERAL MEETING of the above-named Company duly convened and held at The offices of the Company at Granta Park, Abington, Cambridge CB1 6GP on 11 February 2008 the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company

ORDINARY RESOLUTIONS

- 1 THAT in addition to the existing authority of the Directors the Directors be and they are hereby empowered pursuant to section 80 Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities provided that
 - 1 1 the maximum nominal amount of such securities which may be issued is
 - 1 1 1 £1,250,000 in connection with the conversion of Loan Notes issued under the Loan Note Issue (as defined in the letter from the acting Chairman of the Company of which this Notice of General Meeting forms part), and
 - 1 1 2 otherwise than in connection with the Loan Note Issue, up to an aggregate nominal amount of £500,000, and
 - 1 2 such authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 10 February 2013, save that the Company may, before such expiry, make an offer or agreement which will or may require equity securities to be allotted after such expiry

and the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Act

SPECIAL RESOLUTIONS

- 2 THAT, conditional on the passing of Resolution 1 above, in addition to all existing authorities, the Directors be and they are hereby empowered pursuant to section 95 Companies Act 1985 (the "Act") to allot equity securities wholly for cash as if section 89(1) did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities
 - 2 1 up to an aggregate nominal amount of £1,250,000 in connection with the conversion of Loan Notes issued under the Loan Note Issue,
 - 2 2 to any allotment otherwise than pursuant to paragraph 2 1 of this resolution 2, up to an aggregate nominal amount of £500,000, and

2 3 the provisions of article 17 1 of the Company's articles of association shall be dis-applied in respect of any allotment of equity securities made pursuant to paragraphs 2 1 and/or 2 2 of this resolution 2, and

2 4 such authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on 10 February 2013 save that the Company may, before such expiry make an offer or agreement which will or may require equity securities to be allotted after such expiry

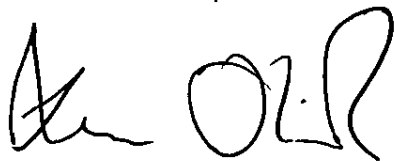
and the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Act.

3 THAT the Company's articles of association be amended by the insertion of the following as a new Article 117 3

"Azini Capital Partners LLP ("Azini") shall be entitled, for so long as Azini 1 (registered number SL006081) or any other fund managed by Azini, holds not less than 7 5 per cent in nominal value of the Company's issued shares, to appoint at any time and from time by the delivery of a written notice to the Company one person as a director of the Company Azini shall be entitled to remove any such person from office by giving written notice to the Company The Company shall give effect to the provisions of any such notice "

4 THAT the Company's articles of association be amended by the insertion of the following as a new Article 117 4

"RAB Special Situations (Master) Fund Limited (registered number 147810) ("RAB SS") and RAB Innovations (Master) Fund Limited (registered number 159185) ("RAB I") shall jointly be entitled, for so long as they or any other fund managed by RAB Capital Plc (registered number 03694213), hold in aggregate not less than 7 5 per cent in nominal value of the Company's issued shares, to appoint at any time and from time by the delivery of a written notice signed by each of them to the Company one person as a director of the Company RAB SS and RAB I shall be entitled to remove any such person from office by giving written notice signed by each of them to the Company The Company shall give effect to the provisions of any such notice "



Chairman