

Company Number: 5564452

THE COMPANIES ACT 2006

SPECIAL RESOLUTION OF

KERONITE PLC

PASSED ON 26 NOVEMBER 2008

At a GENERAL MEETING of the above-named Company duly convened and held at the offices of the Company at Granta Park, Abington, Cambridge CB21 6GP on 26 November 2008 the following Resolutions were duly passed as Special Resolutions of the Company:

SPECIAL RESOLUTIONS

1. THAT article 12.1 of the articles of association of the Company be deleted in its entirety and replaced with the following:

"The provisions of Articles 12.2 to 12.5 shall apply if:

- (a) the holders of not less than 65 per cent. (%) of the Preferred Shares at the time of a proposed sale or transfer (the "**Selling Shareholders**") propose to sell or transfer their entire holding of Shares to any bona fide third party purchaser; or
- (b) any bona fide purchaser (including a Shareholder) who will (either on its own account or together with any of its Associated Companies) hold, pursuant to a transfer in accordance with these Articles, not less than 65 per cent. (%) of the Preferred Shares (also a "**Selling Shareholder**") wishes at the time of that transfer to acquire the remainder of the Shares."

2. THAT article 16.1 of the articles of association of the Company be amended by the insertion of the following paragraph as a new final paragraph of article 16.1:

"PROVIDED ALWAYS that, if at any time, any enterprise (within the meaning of Article 1 of the Annex to EC Commission Recommendation 2003/361/EC) or any body corporate, together with any person associated (for the purposes of section 840 ICTA) with such enterprise or body corporate, would, but for this article 16.1, be entitled to exercise 50 per cent. (%) or more of the votes ordinarily capable of being cast at general meetings of the Company, the shares registered in the name of such enterprise or body corporate and all persons associated (as so defined) with it shall confer upon the holders thereof, in aggregate, such number of votes as shall not exceed 49.99 per cent. (%) of the total number of votes attaching to all Shares (such votes being divided, as between such holders, in proportion to the number of Shares held by each of them)."


Chairman

TUESDAY



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