

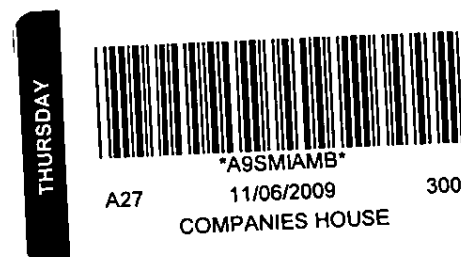
The Companies Acts 1985 to 2006

Private Company Limited by Shares

Written Resolutions of sole shareholder of

Forensic Science Service Ltd.

Company No: 5607780

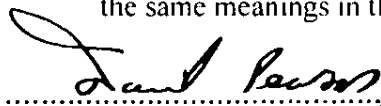


CIRCULATION DATE: Wednesday 25th March 2009

I, being the sole holder of the entire issued share capital of the Company hereby pursuant to Chapter 2 of Part 13 of the Companies Act 2006 resolve that the Resolutions set out below be and are hereby respectively passed as written resolutions of the Company,

Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £60,000,000 to £100,000,000 by the creation of an additional 40,000,000 Ordinary Shares of £1 each, such shares to have the respective rights and obligations as set out in the Articles of Association of the Company
2. Subject to the passing of Resolution 1, that the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £50,000,000, such authority to expire five years from the date of the passing of this resolution, but the Company 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 notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
3. That words and expressions defined in or for the purposes of the Section 80 shall bear the same meanings in this Resolutions 1 and 2 above.


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Assistant Treasury Solicitor, Section 3 Treasury Solicitor Act 1876

On behalf of the Solicitor for the affairs of HM Treasury, as nominee of the Secretary of State for the Home Department

Date: Wednesday 25th March 2009

Forensic Science Service Ltd.

Minutes of Board Meeting

Minutes of the meeting of the Board of Directors held at London Laboratory, 109 Lambeth Road, London, SE1 7LP on 25 March 2009 at 10.30 am.

Present: B Griffiths (Chair), I Revill, C Hadkiss, M Turner, N Baldwin (NED), M Boyle (NED), T Bloxham (NED), D Clarke (NED), P Hay-Plumb (NED)

In attendance: J Broadis (Shareholder Executive), R Messenger (Home Office), R Piercy, J Strachan, A Ajose (Minutes)

1. Opening Comments

Bill Griffiths took the chair of the meeting and declared that there was a quorum present and that the meeting had been properly convened.

2. Purpose of the Meeting

The Chairman reported that the purpose of the meeting was to consider and if thought fit approve an application for the allotment of shares received from the Treasury Solicitor, the sole shareholder of the Company, and the allotment of such shares to the sole shareholder.

3. Disclosure of director's interests

The directors declared the nature of their interests in the business to be transacted at the meeting in accordance with Section 177 of the Companies Act 2006 and the Company's Articles of Association.

4. Written Resolution and Consent of Secretary of State

4.1 It was reported that:

- (a) the sole shareholder of the Company had passed the written resolution (the "Written Resolution") circulated on 25 March 2009 providing for:

- (i) an increase in the authorised share capital of the Company from an aggregate nominal amount of £60,000,000 to £100,000,000; and
 - (ii) the granting of authority to the directors to allot ordinary shares of £1 each in the capital of the Company up to a maximum nominal amount of £50,000,000
- (b) as noted at the previous board meeting, the Secretary of State for the Home Department (the “**Secretary of State**”) had given consent, under Article 3.1 of the Articles of Association of the Company to allow the Company to issue shares in the Company to the sole shareholder.

5. Application for shares

- 5.1 There was produced to the meeting an application for the subscription of 10,000,000 ordinary shares of £1 each in the capital of the Company (the “**Shares**”) received from the sole shareholder as nominee for the Secretary of State.
- 5.2 It was reported that the allotment of the Shares was being made in consideration for the capitalisation of a grant of £10,000,000 made by the Secretary of State to the Company.
- 5.3 **It was resolved that:**
- (a) 10,000,000 Shares be allotted fully paid to the sole shareholder in accordance with the application letter received from the sole shareholder;
 - (b) the issuing of the certificate in respect of 10,000,000 Shares be and is hereby authorised; and
 - (c) the Company books be written up accordingly.

6. Filings at Companies House

The Secretary was instructed to file the following forms and documents at Companies House:

- (a) the Written Resolution;
- (b) Form 123 in respect of the increase in the share capital; and
- (c) Form 88(2) in respect of the allotment of shares.

7. Conclusion

There being no further business, the meeting closed.

B. Griniker

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Chairman

11-05-08g

Forensic Science Service Ltd.

Minutes of Board Meeting

COMPANIES HOUSE

Minutes of the meeting of the Board of Directors held at London Laboratory, 109 Lambeth Road, London, SE1 7LP on 25 March 2009 at 10.00 am

Present: B Griffiths (Chair), I Revill, C Hadkiss, M Turner, N Balwin (NED), M Boyle (NED), T Bloxham (NED), D Clarke (NED), P Hay-Plumb (NED)

In attendance: R Piercy, J Strachan, A Ajose (Minutes)

1. Opening Comments

- 1.1 Bill Griffiths took the chair of the meeting and declared that there was a quorum present and that the meeting had been properly convened.

2. Purpose of the Meeting

- 2.1 The Chairman reported that the purpose of the meeting was to consider the terms of a proposed grant from the Secretary of State for the Home Department (the "Secretary of State") to the Company and certain other ancillary matters.

3. Disclosure of director's interests

The directors declared the nature of their interests in the business to be transacted at the meeting in accordance with Section 177 of the Companies Act 2006 and the Company's Articles of Association.

4. The Grant

- 4.1 The Chairman explained that the Company had received a letter from the Secretary of State (the "Grant Letter") confirming the approval of a grant to the Company of up to £50 million (the "Grant").

- 4.2 The Chairman produced to the meeting a copy of the grant agreement (the “Grant Agreement”) that was enclosed with the Grant Letter.
- 4.3 It was noted that Grant would be provided to the Company in the following tranches:
- (a) £10 million in financial year 2008/09;
 - (b) £30 million in financial year 2009/10; and
 - (c) £10 million in financial year 2010/11.
- 4.4 The Chairman further explained that if the Company approved the Grant Agreement it was the intention that all or some of the Grant be capitalised into a subscription for ordinary shares in the Company.
- 4.5 It was further noted that in the event the Company wished to capitalise the Grant, the Grant Letter contained a consent, pursuant to Article 3.1 of the Company’s Articles of Association, allowing for the issue of such shares to the Treasury Solicitor, the Secretary of State’s nominee.
- 4.6 The terms of the Grant Agreement were considered and the following matters raised:
- Whether the phasing of the funding profile (£10m £30 and £10) as set out in the Grant Letter was consistent with the timing expectations set out in the Investment Case. Failure to comply with the obligation to allocate the Grant to eligible expenditure (clauses 2.1 and 2.2) could trigger a potential claw back of the Grant (clause 13.1). This was discussed fully and Ian Revill stated that the phasing of the profile for incurring or entering into substantive commitment to incur, eligible expenditure consistent with the Investment Case supported the funding profile. Mark Boyle supported this and confirmed that the monitoring procedures set out in the Grant Agreement was a continuation of the ongoing monitoring carried out by the Shareholder/Shareholder Executive. Furthermore, the Grant Letter (which took precedence in the event that there was a dispute between the interpretation of the Grant Letter and Grant Agreement) made it clear that the Secretary of State approval recognised the significant risks, referred to in the Investment Case in delivering the Business Plan and the amplitude around possible financial outcomes.
 - Whether there was a risk that the Company could be in breach of clause 5.4 which provided that the Secretary of State was not permitted to pay the Grant in advance of need. It was noted that this was an obligation on the Secretary of State and the clause provided no express provision for claw back. Furthermore, the Grant Letter made it clear that Secretary of State approval recognised the significant risks,

referred to in the Investment Case in delivering the Business Plan and the amplitude around possible financial outcomes.

- Whether there were significant legal risks within the Grant Agreement. Principal risks were discussed and in particular the material commercial and legal aspects that could result in breach of the Grant Agreement. The Company's in house Legal Counsel advised that these risks had been considered and negotiated internally as far as possible, reviewed by the Company's external lawyers Charles Russell and would be managed.

4.7 After careful discussion of the Grant Agreement, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, **IT WAS RESOLVED:**

- (a) THAT it would promote the success of the Company for the benefit of its member as a whole to enter into the Grant Agreement;
- (b) THAT the Grant Agreement be and is hereby approved, and that any director, or in the case of a deed, any director and the Secretary or any two directors or any director in the presence of an attesting witness, be and are hereby authorised on behalf of the Company to execute the Grant Agreement;
- (c) THAT the Company capitalise the initial tranche of £10 million into shares to be issued to the Treasury Solicitor as nominee for the Secretary of State.

5. Written Resolution

5.1 It was noted that the approval of the Treasury Solicitor, the sole shareholder of the Company, would be required to increase the Company's share capital and to grant authority to the directors to allot shares up to the value of the Grant.

5.2 A written resolution (the "**Written Resolution**") was then produced to the Meeting proposing:

- (a) an increase in the authorised share capital of the Company from an aggregate nominal amount of £60,000,000 to £100,000,000; and
- (b) the granting of authority to the directors to allot ordinary shares of £1 each in the capital of the Company up to a maximum nominal amount of £50,000,000 in aggregate.

5.3 The terms of the Written Resolution were carefully considered and **it was resolved that:**

- (a) the terms of the Written Resolution be and is hereby approved; and
- (b) the Secretary be and is hereby instructed to send the Written Resolution to the sole shareholder of the Company.

6. Conclusion

6.1 There being no further business to discuss the Chairman declared the meeting closed.

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Chairman

11.05.09