

5656604.

THE COMPANIES ACTS 1985-2006

SYNTOPIX GROUP PLC (the Company)

MONDAY



A21

AMAZC6G3

12/01/2009

COMPANIES HOUSE

54

At the third annual general meeting of the Company held at Institute of Pharmaceutical Innovation, University of Bradford, Bradford, BD7 1DP on 8 December 2008 at 1pm the following resolutions were passed and resolutions 1 to 6 were passed as ordinary resolutions and resolution 7 was passed as a special resolution

RESOLUTIONS

As ordinary resolutions:

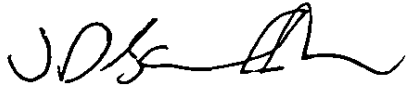
- 1 That the directors' report and the accounts for the year ended 31 July 2008 be received and adopted.
- 2 That Dr Stephen Jones, retiring by rotation, be re-elected as a director.
- 3 That Dr Anne Eady, retiring by rotation, be re-elected as a director.
- 4 That Dr Helen Shaw, retiring by rotation, be re-elected as a director.
- 5 That BDO Stoy Hayward LLP be re-appointed as the auditors of the Company, and the directors be authorised to fix their remuneration.
- 6 That the directors of the Company be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") (in substitution for all existing authorities under the said Section 80) to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to 2,919,259 ordinary shares of 10p each provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of the resolution (or if earlier 15 months after the date of this meeting) and provided further that the Company may before such expiry make any offers or agreements which would or might require relevant securities to be allotted after such expiry.

As special resolution:

- 7 That the directors of the Company be and are hereby empowered pursuant to Section 95(1) of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) for cash as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - a. the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares (notwithstanding that, by reason of such exclusions or other arrangements as the directors may deem necessary or desirable to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, the equity securities to be issued are not offered to all such holders in proportion to the number of ordinary shares held by each of them); and
 - b. the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £77,178.

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or if earlier 15 months after the date of this meeting), save that the

Company may before such expiry make any offers or agreements which would or might require equity securities to be allotted after such expiry.

A handwritten signature in black ink, appearing to read 'D. Bamforth', with a stylized flourish at the end.

Darren Bamforth
Company Secretary

8 December 2008