

EVOCUTIS PLC

(the "Company")

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05656604)

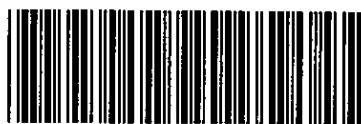
COPY Resolutions of the type and in the terms specified below as passed by the members of the Company on 24 January 2012

ORDINARY RESOLUTIONS

- 1 **TO** receive the annual accounts of the Company for the financial year ended 31 July 2011 together with the reports of the directors and auditors thereon
- 2 **TO** approve the directors' remuneration report for the year ended 31 July 2011
- 3 **TO** re-elect Dr Stephen Jones who retires by rotation in accordance with article 34 of the Company's articles of association and, who being eligible, offers himself for re-election as a director
- 4 **TO** re-elect Dr Gwyn Humphreys who retires by rotation in accordance with article 34 of the Company's articles of association and, who being eligible, offers himself for re-election as a director
- 5 **TO** re-appoint Dr Richard Bojar as a director, who has been appointed since the last annual general meeting
- 6 **TO** re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company
- 7 **TO** authorise the directors to agree the remuneration of the auditors
- 8 **THAT**, the directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (**Rights**) up to an aggregate nominal amount of £577,265 60, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all unexercised authorities previously granted to the directors to allot shares and grant Rights but without prejudice to any allotment of any shares or grant of any Rights already made, offered or agreed to be made pursuant to such authorities.

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SPECIAL RESOLUTIONS

- 9 **THAT**, subject to the passing of Resolution 8 above, the directors be given the general power to allot securities (as defined by section 560 of the Companies Act 2006 (the “Act”)) for cash, either pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares, as if section 561(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 an offer of equity securities:
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and
 - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange, and

- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £173,179 70,

and shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

This authority is in substitution for all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities

- 10 **TO** authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each (“**Ordinary Shares**”) provided that

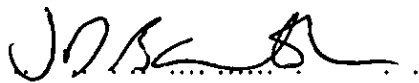
- (a) the maximum aggregate number of Ordinary Shares that may be purchased is 17,317,969,
- (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01 per share,
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of

- (i) 105% of the average of the middle market quotations for an Ordinary Share in the Company for the five business days immediately preceding the day on which the Ordinary Share is purchased, and
- (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for
 - a the last independent trade of, and
 - b the highest current independent bid for,

any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out

The authority conferred by this resolution shall expire on 24 April 2013 or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority

Dated 24 January 2012



Company Secretary