

Company No: 05684823

**The Companies Act 1985
COMPANY LIMITED BY SHARES**

RESOLUTION

of

COHORT PLC

Passed 9 February 2006

AT an extraordinary general meeting of the Company, duly convened and held on 9 February 2006, the following resolutions were duly passed:

RESOLUTIONS

1. **That**, pursuant to the provisions of section 80 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot and issue relevant securities (as defined by that section) provided that the maximum amount of such securities that may be allotted under this authority (within the meaning of such section 80) is £1 provided that this authority shall expire one year after the passing of this resolution or, if sooner, the Company's next annual general meeting of shareholders, unless previously renewed, revoked or varied in any way and the authority granted by this resolution is in substitution for any authority to allot relevant securities previously granted to the directors of the Company which, to the extent that it remains in force and unexercised, is revoked.
2. **That**, pursuant to the provisions of section 95 of the Companies Act 1985, the Directors be and are hereby empowered to allot equity securities (as defined in section 94 of that Act) up to an aggregate nominal amount of £1 pursuant to the general authority given to them for the purposes of section 80 of that Act by resolution 1 above, as if section 89(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.



Chairman

