

Company Number: 05692947

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
LEEDS REPRODUCTIVE BIOSCIENCE LIMITED  
(the "Company")

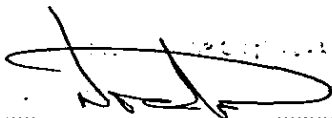
On 27<sup>th</sup> MAY 2009 the following ordinary and special resolutions were duly passed in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

**ORDINARY RESOLUTION**

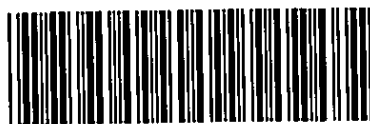
1. **THAT** the directors of the Company be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985, to allot relevant securities (as defined by section 80(2) of the Companies Act 1985) up to a maximum aggregate nominal amount of relevant securities equal to the authorised but unissued share capital of the Company provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

**SPECIAL RESOLUTIONS**

2. **THAT** the directors of the Company be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the Companies Act 1985) pursuant to the authority conferred by resolution 1 above as if the pre-emption provisions contained in article 3.2 of the articles of association of the Company (the "Articles") did not apply to such allotments, provided that such authority shall be limited to the allotment of ordinary shares of 1 penny each in the capital of the Company in connection with and on the conversion of a loan to be made available to the Company by Medipex Limited on or around the date of this resolution (the "Loan") pursuant to and in accordance with a loan agreement of the same date and further provided that such power shall expire when the authority conferred by resolution 1 is revoked or expires unless previously renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of that offer or agreement as if this power had not expired.



Director



\*PF9I9ADR\*

PC1

02/06/2009

524

COMPANIES HOUSE