

**OXECO PLC**  
**(Company number 5969271)**

MONDAY



Resolutions passed at the General Meeting of the members of **OXECO PLC** (the “**Company**”) held at Fourth Floor, 17 Hanover Square, London W1S 1HU on 28 June 2010 at 10 00 a m

**ORDINARY RESOLUTIONS**

1. **THAT** the “Acquisition” (as defined in the Admission Document sent to the Company’s Shareholders dated 3 June 2010 (the “Admission Document”) is approved for the purposes of Rule 14 of the AIM Rules for Companies and the Directors are authorised, for and on behalf of the Company, to finalise all matters set out in the “Acquisition Agreement” (as defined in the Admission Document) and to do all other matters provided therein or related to the Acquisition and, at their sole discretion, to amend, waive, vary and/or extend any of the terms of the Acquisition Agreement and/or any other document referred to therein and/or connected with the Acquisition in whatever way they may consider to be necessary and/or desirable or do all such acts and/or things as they may consider necessary and/or desirable in connection with the Acquisition provided that there is no material change to the substance of the terms and conditions of the Acquisition or the Acquisition Agreement, as set out and defined in the Admission Document

2 **THAT**, pursuant to Article 56 of the articles of association of the Company, every five Ordinary Shares of £0 001 each in the capital of the Company is consolidated into 1 New Ordinary Share of £0 005 in the capital of the Company with effect from 6 00 p m on the date of the passing of this resolution

3 **THAT** the Directors of the Company are generally and unconditionally authorised, in substitution for all previous powers granted to them, to allot relevant securities within the meaning of Section 551 of the Companies Act 2006, up to an aggregate nominal amount of £2,506,589 30 and such authority shall expire on 31 July 2011 or (if earlier) the conclusion of the 2011 annual general meeting of the Company save that the Company may before such expiry make an offer or enter into an 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 as if the authority conferred hereby had not expired

4 **THAT**

(a) the Tissue Regenix Group Plc Enterprise Management Investment Scheme and Unapproved Share Option Plan 2010 (the “Plan”) a copy of the rules (the “Plan Rules”) of which having been produced to the meeting and initialed by the Chairman for the purpose of identification, are approved, the Plan

is adopted with such amendments (if any) to such rules as may be necessary to obtain the approval of the Board of Inland Revenue for the approved part of the Plan and the directors of the Company are authorised to do all acts and things necessary to give effect to the Plan,

(b) the Tissue Regenix Group Plc Joint Owned Share Scheme (the “JOSS”) a copy of the rules (the “JOSS Rules”) of which having been produced to the meeting and initialed by the Chairman for the purpose of identification, are approved, the JOSS is adopted and the directors of the Company are authorised to do all acts and things necessary to give effect to the JOSS,

(c) the directors of the Company may be counted in the quorum and vote and their votes may be counted on any matter or any shareholders’, directors’ or committee meeting connected with the Plan and/or the JOSS notwithstanding that they may be interested in the same (except that no director may be counted in the quorum or vote on any matter solely concerning his own participation) and the prohibitions in this regard contained in the Articles of Association of the Company be suspended and relaxed to that extent,

(d) the directors of the Company be authorised to establish such other share option schemes for the benefit of the employees and executive directors of the Company who are based outside the United Kingdom on such terms as the directors of the Company may consider appropriate to take account of local tax, exchange control or securities laws in overseas territories provided that such other schemes are based upon the Plan or the JOSS and that any shares issued or which might be issued under any such scheme will be subject to and treated as counting against the limitations on individual and overall participation specified in the Plan or (as the case may be) the JOSS, and

(e) the directors of the Company are authorised to issue shares at a subscription price which is not less than the current ‘market value’ of such shares (as defined in the Rules) to the trustee of any trust established by the Company for the benefit of employees of the Company and its subsidiaries for the purposes of satisfying the exercise of share options granted or entered into by the trustee to employees of the Company and its subsidiaries

## **SPECIAL RESOLUTIONS**

5 **THAT** the Directors of the Company are authorised and empowered pursuant to section 571 of Companies Act 2006 (the “2006 Act”) (in substitution for all powers previously granted thereunder) to allot equity securities (as defined in section 560 of CA 2006) for cash pursuant to the section 551(1) authority referred to in resolution 3 of the Notice as if section 561(1) of CA 2006 did not apply to any such allotment, such power shall expire on 31 July 2011 or (if earlier) the conclusion of the 2011 annual general meeting of the Company, and such power is limited to the allotment of equity

securities

(a) in connection with rights issues to holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the law of, or the requirements of any regulatory body or any recognised stock exchange in, any territory,

(b) in connection with the issue of equity securities up to an aggregate nominal amount of £533,564 00 in respect of a placing by the Company announced on or about 3 June 2010,

(c) in connection with the issue of equity securities up to an aggregate nominal amount of £72,956 10 in respect of the grant of options by the Company under the Tissue Regenix Group Plc Enterprise Management Investment Scheme and Unapproved Share Option Plan 2010 (and the subsequent exercise of such options), and

(d) (otherwise than pursuant to paragraphs (a) to (c) above) up to a maximum aggregate nominal amount of £350,034 60

provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired

6. **THAT**, the New Articles of Association produced at the meeting marked "A" and initialled by the Chairman of the meeting (for the purposes of identification only) are adopted to the exclusion of and in substitution for the existing articles of association of the Company

7. **THAT** the name of the Company is hereby changed to Tissue Regenix Group Plc



~~(DIRECTOR/SECRETARY)\*~~

\* delete as applicable



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5969271

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**OXECO PLC**

a company incorporated as public limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**TISSUE REGENIX GROUP PLC**

Given at Companies House on **28th June 2010**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES