

TECHNIS INTERNATIONAL PLC

Company No: 06479482

Minutes of an Extraordinary General Meeting of the Members of the above named company, held at 5 St John's Lane, London, EC1M 4BH On the 21st November 2008 at 10am.

The following Members of the company were present:

| | | | |
|---------------|-----------|-------------|----------------|
| Bernard Hulme | Jack Kaye | Ian Cameron | Richard Holder |
| Nick Elwin | Tony Fish | Andrew Dean | |

Bernard Hulme (Chairman) carried proxy votes at his discretion for Endurance Technology Ltd and for The Earl of Erroll

Jack Kaye carried Proxy Votes at his discretion for BeCognitive Design Ltd, Mrs H Chadwick, Fintricity Consulting Lt, Justin Carter, Mr M. Foy, Mr I Janes, Ms R Nalikasheva, Miss A Kaye-Baker, Miss P Kaye-Baker, and Montroyal Investments Ltd. Jack Kaye also held a Proxy vote in favour of all resolutions from Mr C Budd

Also in Attendance: Private Company Registrars Limited (Company Secretary)

There was produced to the meeting the following three Special Resolutions which the Directors recommended to the Members that they adopt:

- 1) THAT each of the existing issued and unissued Ordinary Shares of 10p each be split into one New Ordinary Share of 1p, ranking pari passu with the other Ordinary Shares, and one Deferred Share of 9p, having no right to receive notice of, attend or vote at meetings, no rights to any dividends and on a return of capital on liquidation or otherwise only to receive a return of paid up capital after payment of £100 to the holders of each and every Ordinary Share. 122.
- 2) TO change the Company's Memorandum & Articles of Association to reflect the requirements of an intended listed Public Company. 1
- 3) TO approve an application to list the company on Plus Markets as a new listing, or at the discretion of the Board of Directors and subject to a super majority vote, as an alternative by reverse takeover into an existing Plus Markets listed company, but only in such circumstances whereby such reversal shall value Technis share value at not less than £3.8 million Pounds. 10

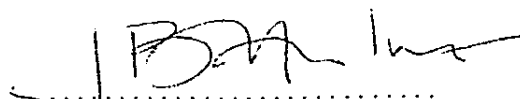
Following voting by the Members, all Special Resolutions were duly passed by all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings, pursuant to the Companies Act,:

It was also resolved by the Members that:

(a) the Secretary be instructed to deliver a copy of the written Resolutions to the Company's auditors, Messrs. Russell New.

(b) the Secretary be instructed to file the written Resolutions with Companies House.

There being no further business, the meeting was closed.


Chairman

21st November 2008

SATURDAY



A15

A8W7E58C

29/11/2008

COMPANIES HOUSE

316