

COMPANY SECRETARY'S CERTIFICATE

Company number SC282274

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ANTOXIS LIMITED (the "Company")

I HEREBY INTIMATE THAT THE UNDERNOTED RESOLUTIONS WERE DULY PASSED BY THE ABOVE NAMED COMPANY ON 21 DECEMBER 2008

ORDINARY RESOLUTION

1. **SECTION 80 ALLOTMENT AUTHORITY**

"THAT:

in addition to any existing authority the Directors be and they are hereby authorised generally for the purpose of section 80 of the Companies Act 1985 (the "Act") to allot and issue for cash up to a nominal amount of **£48** consisting of **4,800 ordinary shares of £0.01** each on such terms and conditions as they may in their discretion think fit and subject to the provisions of the articles of association of the Company and provided that this authority shall expire, unless sooner revoked or altered by the Company in General Meeting, on the expiry of the period of five years from the date of passing of this resolution, provided that the Company may before such expiry, make an offer or 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 power hereby conferred had not expired."

SPECIAL RESOLUTION

2. **DISAPPLICATION OF PRE-EMPTION RIGHTS**

"THAT pursuant to section 95(1) of the Act and the articles of association of the Company, section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company made in exercise of the powers conferred in terms of resolution 1 above."

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COMPANY SECRETARY

Date

21/12/2008

TUESDAY



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SCT

13/01/2009

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COMPANIES HOUSE