

Company Number: SC126333

THE COMPANIES ACT 1985 (AS AMENDED)

RESOLUTIONS
of
INVERESK PLC

(passed on 19th September 2007)



At an Annual General Meeting of Inveresk plc (the "**Company**") duly convened and held at the offices of Jones Day, 21 Tudor Street, London, EC4Y 0DJ on 19th September 2007 at 11 a m the following resolutions were duly passed by the members of the Company

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "**Act**") to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £480,000, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this resolution (if sooner) save that the Company may before such expiry make any 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 any such offer or agreement as if the authority conferred hereby had not expired and such authority shall be in substitution for all authorities previously conferred upon the Directors pursuant to Section 80 of the Act save to the extent exercised

SPECIAL RESOLUTIONS

- 2 That, subject to the passing of Resolution 1, the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities for cash pursuant to the general authority conferred upon them by Resolution 1 as if Section 89(1) of the Act did not apply to any such allotment, provided however that the power conferred hereby shall be limited to the allotment of equity securities
 - (i) in connection with an offer of such securities by way of rights or other offering in favour of the holders of equity securities in the Company where the new equity securities are offered in proportion (as nearly as may be practicable) to their respective holdings of such securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and
 - (ii) otherwise than pursuant to sub paragraph (i) above having, in the case of relevant shares, an aggregate nominal value or, in the case of other equity securities, giving the right to

subscribe for or convert into relevant shares having an aggregate nominal value not exceeding £72,000,

and shall expire such time as the general authority conferred on the Directors by Resolution 1 expires save that before such expiry the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry the Directors may allot equity securities pursuant to any such offer or agreement previously made as if the power conferred hereby had not expired and such power shall be in substitution for any power previously conferred upon the Directors for the purposes of Section 95 of the Act save to the extent exercised Words and expressions defined in or for the purposes of the Act shall bear the same meaning in this Resolution

- 3 That pursuant to Article 7 of the Articles of Association of the Company, general and unconditional authority be and is hereby given for the purpose of Section 166 of the Act to make one or more market purchases (within the meaning of Section 163(3) of the Act) on the London Stock Exchange of ordinary shares of £0.01 each in the capital of the Company ("**Shares**") provided that
- (i) the maximum aggregate number of Shares hereby authorised to be purchased is 14,380,475 or, if lower, such number of Shares as is equal to 10 per cent of the issued ordinary share capital of the Company at the close of business on 18th September 2007,
 - (ii) the minimum price which may be paid for such Shares is £0.01 per Share (exclusive of expenses),
 - (iii) the maximum price (exclusive of expenses) which may be paid for a Share shall not be more than 5% above the average of the market values for a Share as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the date on which the Share is contracted to be purchased,
 - (iv) unless previously renewed, varied or revoked, the authority conferred hereby shall expire at the conclusion of the annual general meeting of the Company to be held in 2008 or 15 months from the date of passing of this Resolution, whichever is earlier, and
 - (v) the Company may make a contract or contracts to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly, or partly, after the expiry of such authority and may make a purchase of Shares in pursuance of any such contract or contracts


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Company Secretary