

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**COMPANY NUMBER 05113820**

**Resolutions of  
Regeneris Plc**

**Passed 16 April 2014**

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COMPANIES HOUSE

At the General Meeting of the above-named Company convened and held on 16 April 2014, the following resolutions were proposed and duly passed

**Resolution 1**

That the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot 28,986,000 Ordinary Shares pursuant to the Placing (as defined in the circular dated 31 March 2014), provided that this authority shall (i) be in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and (ii) expire on the date of the next annual general meeting of the Company

**Resolution 2**

That, conditional on the passing of Resolution 1 above, the Directors be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 1 above as if Section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of 28,986,000 Ordinary Shares pursuant to the Placing and shall expire on the date of the next annual general meeting of the Company

**Resolution 3**

That, conditional on the passing of Resolutions 1 and 2 above, in addition to the authority granted under Resolution 1 for the purposes of the Placing, the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £157,535, provided that this authority shall expire on the date of the next annual general meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired, and all unexercised authorities previously granted to the Directors to allot relevant securities (other than pursuant to Resolutions 1 and 2 above in relation to the Placing) be and are hereby revoked

**Resolution 4**

That, conditional on the passing of Resolution 3 above, the Directors be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 3 as if Section 561(1) of the 2006 Act did not apply to such allotment provided that this power shall be limited to

- (i) the allotment of equity securities in connection with an issue or offer of securities in favour of holders of ordinary shares on the register of members at such record date as the Directors may determine 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 on any such record date but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or

practical problems under the laws of, or the requirements of any regulatory authority or stock exchange in, any territory or any other matter, and

- (ii) the allotment otherwise than pursuant to 4 (i) above, to any person or persons of equity securities up to an aggregate nominal amount of £157,535,

and shall expire upon the expiry of the general authority conferred by Resolution 3 above, save that the Company may before such expiry make any 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 such offer or agreement as if this power had not expired



Mark Devin  
For and on behalf of Prism Cosec Limited  
Company Secretary, Regeneris Plc  
16 April 2014