

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF

REGENERISIS PLC



The following resolutions were passed at the General Meeting held on 2 March 2016

Ordinary Resolution

1. **THAT** the proposed disposal by the Company of the Repair Services Business, pursuant to the Sale and Purchase Agreement dated 5 February 2016 and related documentation, entered into between (1) the Company, (2) the Purchaser, and (3) CTDI (as guarantor), as defined and more particularly described in the circular, be and hereby is approved and any one Director be and is hereby authorised to (i) conclude and implement the Disposal in accordance with the Share Purchase Agreement and ancillary Disposal documentation, (ii) do all such acts and things and execute all such agreements and make such arrangements as may seem to him necessary, expedient or appropriate for giving effect to, or otherwise in connection with, the Disposal and/or the Share Purchase Agreement and ancillary Disposal documentation, and (iii) agree and make such modifications/variations, revisions, waivers or amendments to the terms and conditions of the Disposal and/or Share Purchase Agreement and ancillary Disposal documentation as he in his absolute discretion thinks necessary, expedient or appropriate

Special Resolution

2. **THAT** conditional on the passing of Resolution 1 above and Resolution 3 below, in addition to the authority granted pursuant to resolution 13 at the Annual General Meeting on 25 November 2015, the Company be and is hereby authorised to
 - (A) apply an amount not exceeding £50 million to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 2 pence each in the capital of the Company ("Ordinary Shares") in connection with a tender offer for Ordinary Shares, provided that:
 - (a) the maximum number of Ordinary Shares that may be purchased under

this authority is 33,333,333,

- (b) the maximum price that may be paid for any Ordinary Share is 250 pence per Ordinary Share and the minimum price that may be paid for any Ordinary Share is 150 pence per Ordinary Share,
 - (c) this authority will expire at the conclusion of the Company's annual general meeting held in 2016 or, if earlier, at the close of business on 31 December 2016, and
 - (d) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares pursuant to any such contract, and
- (B) purchase Ordinary Shares from the directors of the Company (or their connected persons) pursuant to the Proposed Tender Offer for the purposes of section 190 of the 2006 Act

Special Resolution

- 3 THAT the entire balance standing to the credit of the share premium account of the Company be and is hereby cancelled and extinguished



M Peacock
Executive Chairman