

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
REGENERIS PLC

The following resolutions were passed at the Annual General Meeting held on 25 November 2015

Ordinary Resolution

- 11 THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') and in substitution for all existing authorities under that section, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £526,817 33 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or on 25 February 2017, whichever is earlier, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired

Special Resolutions

- 12 THAT subject to the passing of resolution 11 above, the Directors be empowered under section 570 of the Act to allot equity securities as defined in section 560 of the Act, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment or allotments of equity securities up to a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £158,045 20 and this power shall expire, unless previously revoked, renewed or varied, at the conclusion of the next Annual General Meeting of the Company or on 25 February 2017, whichever is the earlier, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot securities under such offer or agreement as if this power had not expired
- 13 THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2 pence each in the capital of the Company ("Shares"), provided that
- (a) the Company does not purchase under this authority more than 7,902,260 shares,
 - (b) the Company does not pay less than 2 pence for each shares,
 - (c) the Company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately before the date on which the company agrees to buy the shares concerned, based on share prices published in the Daily Official List of the London Stock Exchange,

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such authority to continue in force until the conclusion of the next Annual General Meeting of the Company, or on 25 February 2017 whichever is the earlier, provided that, if the Company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases

A handwritten signature in black ink, appearing to be 'L E Young', written in a cursive style.

L E Young
For an on behalf of Lorraine Young Company Secretaries Limited
Company Secretary