

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COMPANY NUMBER 05113820

Resolutions of  
Regeneris Plc

Passed 21 November 2012

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23/11/2012

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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company convened and held on 21 November 2012, the following resolutions were proposed and duly passed

Ordinary Resolution

- 8 That, pursuant to Section 551 of the Companies Act 2006 ("the Act") and in substitution for all existing authorities under that section, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £302,718 82, provided that (unless previously revoked, varied or renewed) this authority shall expire on 31 December 2013, or at the conclusion of the next annual general meeting of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before expiry of this authority which would or might require such shares to be allotted or such rights to be granted after such expiry and the Directors may allot such shares or grant such rights pursuant to any such offer or agreement as if such authority conferred had not expired

Special Resolutions

- 9 That, subject to the passing of resolution 8, pursuant to Section 570 of the Companies Act 2006 ("the Act"), the Directors be and are hereby unconditionally empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 as if Section 561(1) of the Act did not apply to such allotment, provided that such power shall be limited to
- a) The allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing 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
- b) The allotment of equity securities for cash (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £90,815 65,

and (unless previously revoked, varied or renewed) shall expire on 31 December 2013 or at the conclusion of the next annual general meeting of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such

expiry and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

10 That pursuant to Section 701 of the Companies Act 2006 ("the Act"), the Company be and is generally and unconditionally authorised 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 maximum number of Shares which may be purchased is 4,540,782,
- b) The minimum price (exclusive of expenses) that may be paid for a share is 2 pence,
- c) The maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for the Shares as derived from the Daily Official List for the five business days immediately preceding the day on which the purchase is made, and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System,
- d) Unless previously revoked, varied or renewed) shall expire on 31 December 2013 or at the conclusion of the next annual general meeting of the Company, whichever is the earlier, and
- e) The Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares pursuant to any such contract as if the authority conferred by this resolution had not expired



Heledd Hanscomb

For and on behalf of Prism Cosec Limited

Company Secretary, Regeneris Plc

21 November 2012