

Company Number 5684823

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS
of
COHORT PLC
(the "Company")**

(Passed on 30 August 2007)



At the annual general meeting of the Company duly convened and held on the above date, the following resolutions were passed as to Resolutions 1 and 2 as Ordinary Resolutions and as to Resolutions 3 and 4 as Special Resolutions

ORDINARY RESOLUTIONS

- 1 THAT, the authorised share capital of the Company be increased from £4,000,000 divided into 40,000,000 ordinary shares of 10 pence each to £5,000,000 divided into 50,000,000 ordinary shares of 10 pence each
- 2 THAT, subject to and in accordance with Article 16 of the Articles of Association of the Company, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the Act) (in substitution for any existing authority to allot relevant securities (within the meaning of Section 80 of the Act)) to exercise all powers of the Company to allot relevant securities up to an aggregate nominal value of £1,473,858, being approximately one half of the current issued share capital of the Company, provided that this authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company to be held in 2008 whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this Resolution had not expired

SPECIAL RESOLUTIONS

- 3 THAT, subject to the passing of Resolution 2 and in accordance with Article 17 of the Articles of Association of the Company the Directors of the Company be and they are hereby generally empowered pursuant to Section 95 of the Act to allot equity

securities (in substitution for any existing authority to allot equity securities (within the meaning of Section 94 of the Act)) for cash, pursuant to the authority conferred by Resolution 2, as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities

- a For the purpose of, or in connection with an offer by way of a rights issue, open offer or other pre-emptive offer of equity securities in favour of ordinary shareholders where the securities respectively attributable to the interests of such shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by such holders (but subject to such exclusions or other arrangements as the Directors consider appropriate, necessary or desirable to deal with fractional entitlements or any legal or practical difficulties arising under the laws of any territory or the requirements of any regulatory body or recognised investment exchange), and
- b (otherwise than pursuant to sub paragraph a above) of equity securities up to an aggregate nominal value of £294,771 (being approximately 10% of the current issued share capital of the Company),

And such power shall expire 15 months from the date of passing this Resolution or at the conclusion of that AGM of the Company to be held in 2008, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

- 4 THAT, the Company be generally and unconditionally authorised pursuant to Article 9 of the Articles of Association of the Company and pursuant to Section 166 of the Act to make market purchases (as defined in Section 163 of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that
 - a The maximum number of ordinary shares hereby authorised to be purchases is 4,421,574 (being approximately 15% of the current issued ordinary share capital of the Company),
 - b The minimum price which may be paid for such shares is 10 pence per ordinary share being the nominal value thereof,
 - c The maximum price (exclusive of expenses) which may be paid for such shares shall not be more than 5% above the average of the middle market quotations for ordinary shares of 10 pence each in the capital of the Company as derived from the AIM Appendix of the Daily Official List of London Stock Exchange Plc for the five business days immediately preceding the day on which the contract for purchase is made, and
 - d The authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company in 2008 whichever is earlier provided that the Company may before such expiry make a contract to purchase its own shares which would or might be executed wholly or partly after such

expiry and the Company may make a purchase of its own shares in pursuance of such contract as if the authority conferred hereby had not expired


Chairman