

Company Number: 4344782

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MEDICAL DEVICE INNOVATIONS LIMITED
(the "Company")



The undersigned, being all the members of the Company, for the time being entitled to attend and vote at General Meetings of the Company, hereby pass the following resolutions as a Written Resolution pursuant to Regulation 53 of Table A as adopted by article 2 of the Articles of Association of the Company, and agree that the said resolutions shall for all purposes be effective as if the same had been passed at a General Meeting of the Company duly convened and held:

ORDINARY RESOLUTIONS

1. **THAT**, the authorised share capital of the Company be increased to £5,600 by the creation of 6,000 new B Ordinary Shares of £0.10 each in nominal value having the rights set out in the articles of association of the Company.
2. **THAT** in addition to all previous authorities, the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £600 provided that this authority shall expire on the date five years from the date of on which this resolution is passed but the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. **THAT** the directors be empowered pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority

conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment provided that this power shall expire on the date five years from the date of on which this resolution is passed but the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the directors may allot relevant securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

4. **THAT**, subject to the passing of resolutions 1 to 3 above, the articles of association of the Company be amended by the adoption of the following new provision:

New article 3 (to be adopted in substitution of the existing article 3)

3. *The authorised share capital of the Company is £5,600 divided into:*

10,000 Ordinary Shares

24,000 A Ordinary Shares; and

22,000 B Ordinary Shares.

Dated: 16 June 2006

EXECUTED by AVLAR)
BIOVENTURES LIMITED)
for and on behalf of)
AVLAR BIOVENTURES FUND II) Duly authorised signatory
LIMITED PARTNERSHIP)

EXECUTED by YFM Private Equity Limited)
on behalf of **JKN 139GP Limited**)
as general Partner of)
THE NORTH WEST BUSINESS)
INVESTMENT SCHEME) Duly authorised signatory

EXECUTED by Martyn Collett)

EXECUTED by David Cottier)


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EXECUTED by David Cottier) 

EXECUTED by Peter Wall

) P. Wall