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## **Resolutions of Microgen plc**

At the Annual General Meeting of Microgen plc duly convened and held at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ on Monday 28 April 2014 the following resolutions were passed of which the resolution numbered 9 was passed as an ordinary resolution and resolutions numbered 10, 11 and 12 were each passed as a special resolution namely:

### **ORDINARY RESOLUTION**

9 Allotment of Securities

That:

- (a) the Directors be and are hereby generally and unconditionally authorised pursuant to, and in accordance with, Section 551 of the Companies Act 2006, to exercise all 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 up to a maximum aggregate nominal amount of £1,241,641.70;
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company in 2015 or, if earlier, on 31 May 2015 unless previously revoked or varied by the Company; and
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after it expires and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such offer or agreement as if this authority had not expired.

### **SPECIAL RESOLUTIONS**

10 Disapplication of Pre-Emption Rights

That:

- (a) the Directors be given power:
  - (i) (subject to the passing of Resolution 9 set out in this Notice) to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred on them by Resolution 9 set out in this Notice under Section 551 of the Companies Act 2006; and
  - (ii) to allot equity securities (as defined in Section 560(3) of the Companies Act 2006) for cash,

in either case as if Section 561(1) of the Companies Act 2006 did not apply to the allotment but this power shall be limited:

- (A) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:

- I. holders of shares in proportion (as nearly as may be practicable) to their existing holdings; and
- II. holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

- (B) to the allotment of equity securities (otherwise than under (A) above) up to a maximum nominal amount of £186,246.26;
- (b) this power shall expire at the conclusion of the next Annual General Meeting of the Company in 2015 or, if earlier, on 31 May 2015; and
- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

## 11 Purchase of Own Shares

That:

the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of such Act) of ordinary shares of 5p each in the capital of the Company ("Ordinary Shares") on such terms as the Directors think fit provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is limited to 7,449,850 Ordinary Shares;
- (b) the minimum price which may be paid for each Ordinary Share is 5p;
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Company agrees to buy the shares concerned; and (ii) the higher of the price of the last independent trade of any Ordinary Share and the highest current bid for an Ordinary Share as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (2273/2003); and
- (d) the authority conferred by this Resolution shall expire at the conclusion of the next Annual General Meeting of the Company in 2015 or on 31 May 2015, whichever is earlier (except in relation to the purchase of Ordinary Shares, the contract for which was concluded before such date and which is completed wholly or partly after such date) unless such authority is renewed prior to such time.

12 Notice Period for Meetings

That: a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.



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DIRECTOR / COMPANY SECRETARY