

## RESOLUTIONS OF MICROGEN plc

At a General Meeting of Microgen plc duly convened and held at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ on Wednesday, 18 March 2015 the following resolutions were passed of which resolutions 1, 3 and 4 were each passed as a special resolution and resolution 2 was passed as an ordinary resolution:

### SPECIAL RESOLUTION

1. THAT, conditional upon the New Ordinary Shares (as defined below) being admitted to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities by 8.00 a.m. on 19 March 2015 (or such later time and/or date as the Directors may in their absolute discretion determine) ("Admission"):
  - (A) the draft articles of association produced to the meeting, marked "A" and signed by the Chairman of the meeting for identification purposes, (the "New Articles of Association") be and are hereby approved and adopted as the articles of association of the Company with effect from Admission in substitution for, and to the exclusion of, all existing articles of association of the Company;
  - (B) the Directors of the Company be and are hereby generally and unconditionally authorised:
    - (i) to capitalise a sum not exceeding £8,035,493 standing to the credit of the Company's share premium account and £12,109,396 standing to the credit of the Company's merger reserve, and to apply such aggregate sums in paying up in full up to the maximum number of redeemable shares of 27 pence each in the capital of the Company carrying the rights and restrictions set out in Article 141 of the New Articles of Association (the "B Shares") that may be allotted pursuant to the authority given by sub-paragraph (B)(iv)(a) below;
    - (ii) to capitalise a sum not exceeding £1 standing to the credit of the Company's share premium account, and to apply such aggregate sum in paying up in full up to the maximum number of non-cumulative irredeemable shares of 0.000001 pence each in the capital of the Company carrying the rights and restrictions set out in article 142 of the New Articles of Association (the "C Shares") that may be allotted pursuant to the authority given by sub-paragraph (B)(iv)(b) below;
    - (iii) to capitalise a sum not exceeding £78,500 standing to the credit of the Company's share premium account and for the Directors to apply such sum in paying up in whole or in part (as they shall see fit) subscriptions for shares pursuant to the terms of any employees share schemes of the Company; and
    - (iv) pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot and issue credited as fully paid up (provided that the authority hereby confirmed shall expire at the conclusion of the next annual general meeting of the Company in 2015):

(a) B Shares up to an aggregate nominal amount of £20,144,889; and

(b) C Shares up to an aggregate nominal amount of £1;

in each case to the holders of the ordinary shares of 5 pence in the capital of the Company (the "Existing Ordinary Shares") on the basis of one B Share or one C Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on 18 March 2015 (or such other time and/or date as the Directors may determine), in accordance with (i) the terms of the circular sent by the Company to its shareholders on 25 February 2015 (the "Circular"), (ii) the Directors' determination (as described in the Circular) as to the number of B Shares and C Shares to be allotted and issued, and (iii) subject to the terms set out in the Circular and the aforementioned Directors' determination, valid elections made (or deemed to be made) by the holders of the Existing Ordinary Shares pursuant to the terms of the Circular as to whether to receive B Shares and/or C Shares;

(C) each Existing Ordinary Share, as shown in the register of members of the Company at 6.00 p.m. on 18 March 2015 (or such other time and/or date as the Directors may in their absolute discretion determine), be and is hereby sub-divided into 7 undesignated shares of 357/500 of a penny each in the capital of the Company (each an "undesignated share") and forthwith upon such sub-division every 9 undesignated shares of 357/500 of a penny each be and are hereby consolidated into one new ordinary share of 6 3/7 pence each in the capital of the Company (each a "New Ordinary Share"), provided that, where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the Directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members who would otherwise be entitled to the fractions so sold, save that (i) any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the Registrars of the Company, and (ii) any due proportion of such proceeds of less than £5.00 (net of expenses) shall be retained by the Directors for the benefit of the Company and the relevant member shall not be entitled thereto (and, for the purposes of implementing the provisions of this paragraph, any Director of the Company (or any person appointed by the Directors of the Company) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts and things as the Directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares); and

(D) the Directors of the Company be and are hereby authorised to do all such things as they consider necessary or expedient to transfer the Deferred Shares (if any) arising on reclassification of the C Shares in accordance with the New Articles of Association.

## ORDINARY RESOLUTION

2. THAT subject to the passing of resolutions 1 and 3 and also conditional upon Admission occurring by 8.00 a.m. on 19 March 2015 (or such later time and/or date as the Directors may in their absolute discretion determine), the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Act 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 £1,243,511 and:

- (A) this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2015, but so that the Company may, in each case, before such expiry 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 any such offer or agreement as if this authority had not expired; and
- (B) other than as to resolution 1, this authority shall be in substitution for any previous authorities granted in this regard by the Company, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## SPECIAL RESOLUTIONS

3. THAT, subject to the passing of resolution 1 and 2 and also conditional upon Admission occurring by 8.00 a.m. on 19 March 2015 (or such later date as the Directors may in their absolute discretion determine), and in substitution for all existing authorities, the Directors be and are hereby empowered to allot equity securities (within the meaning of section 560 (1) of the Act) of the Company for cash pursuant to the general authority conferred by resolution 2 above 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 of equity securities:

- (A) in connection with an offer or issue of equity securities to holders of New Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares and to holders of other equity securities, as 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, or any legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter; and
- (B) to the allotment of equity securities (other than pursuant to sub-paragraph 3(A) above) up to an aggregate nominal amount of £186,527;

and such power shall expire on the conclusion of the next annual general meeting of the Company to be held in 2015, but so that the Company may before such expiry 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 the power conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

4. THAT, subject to the passing of resolution 1 and also conditional upon Admission occurring by 8.00 a.m. on 19 March 2015 (or such later time as the Directors may in their absolute discretion determine), and in substitution for all existing authorities, the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (as defined by section 693(4) of the Act) of New Ordinary Shares on such terms as the Directors think fit provided that:

- (A) the maximum aggregate number of New Ordinary Shares hereby authorised to be purchased is limited to 5,803,052 New Ordinary Shares;
- (B) the minimum price which shall be paid for each New Ordinary Share is 6 3/7 pence;
- (C) the maximum price (exclusive of expenses) which may be paid for each New Ordinary Share is an amount equal to the higher of (i) 105 per cent. of the average of the middle market quotations for a New 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 New Ordinary Share and the highest current bid for a New 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);
- (D) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2015; and
- (E) the Company may, before such expiry, make a contract to purchase New Ordinary Shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of New Ordinary Shares in pursuance of such a contract.



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M.R. Ratcliffe  
CHAIRMAN