

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

PROVENTEC PLC (the "Company")

At the adjourned Annual General Meeting of the Company held at 30 Crown Place, London, EC2A 4ES on 6 April 2011 the following resolution was passed as a special resolution of the Company -

6 THAT, if resolution 5 is passed, in substitution for any existing authorities and powers granted to Directors prior to the passing of this resolution, the Directors be and are empowered to allot equity securities (as defined in the Companies Act 2006 (the "2006 Act")) for cash under the authority given by that resolution free of the restriction in section 561(1) of the 2006 Act, such power to be limited

- (a) to the allotment of equity securities in connection with an offer of equity securities
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

- (b) to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £397,888 (representing approximately 10% of the nominal value of the existing issued share capital as at 4 February 2011),

provided further that this power shall expire at the conclusion of the next Annual General Meeting of the Company or the close of business on 6 June 2012 (whichever is the 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 authority conferred hereby had not expired



Director

SATURDAY



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COMPANIES HOUSE