Company number 4225086

ORDINARY AND SPECIAL RESOLUTIONS

OF

PHYSIOMICS PLC (**Company**)

Passed on 29 December 2009

At an annual general meeting of the Company duly convened and held at 50 Broadway, London SW1H 0BL on 29 December 2009 at 10.00 am, the following resolutions were duly passed as an ordinary and a special resolution.

ORDINARY RESOLUTION

1. That the Directors be and they are generally and unconditionally authorised to exercise all the 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 (**relevant securities**), up to an aggregate nominal amount of £150,000 provided that this authority is for a period expiring at the Company's next AGM but the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 (the **1985 Act**) or section 551 of the 2006 Act.

SPECIAL RESOLUTION

2. That subject to the passing of the previous resolution the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by the previous resolution as if section 561(1) of the 2006 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 of such securities by way of rights or other pro-rata offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

(b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £150,000;

and shall expire on the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the 1985 Act or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Signed.....

Company Secretary