

THE COMPANIES ACTS 1985 to 2006
PUBLIC COMPANY LIMITED BY SHARES
SHAREHOLDERS' RESOLUTIONS
of
SAGENTIA GROUP PLC
(the "Company")

TUESDAY



A49 08/06/2010 105
COMPANIES HOUSE

Passed on 4 June 2010

At a general meeting of the Company duly convened and held at the offices of Arbuthnot Securities Limited, Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR at 9 30 a m on 4 June 2010 the following resolutions numbered 2, 4 and 5 were passed as ordinary resolutions and resolution 3 was passed as a special resolution of the Company

ORDINARY RESOLUTION

- 2 THAT, in substitution for all existing authorities to the extent unused, the directors of the Company (the "**Directors**") be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Act)
- (a) up to a maximum nominal amount of £200,000 being the aggregate of 20,000,000 Ordinary Shares of 1p each in the capital of the Company (the "**Ordinary Shares**") to be issued in connection with the Placing (as defined in the circular issued by the Company on 18 May 2010 (the "**Circular**")), and
- (b) otherwise than pursuant to paragraph (a) above, up to a maximum aggregate nominal amount of £139,078 being approximately one third of the Enlarged Issued Share Capital (as defined in the Circular),

provided that this authority shall (unless previously renewed or revoked) expire at the conclusion of the next annual general meeting of the Company or, if earlier, the date following 18 months after the passing of this resolution but so that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as so defined) to be allotted after such expiry and the Directors may allot equity securities (as so defined) in pursuance of such an offer or agreement as if this authority had not expired

SPECIAL RESOLUTION

- 3 THAT, subject to the passing of resolution 2 above and in substitution for all existing authorities, to the extent unused the Directors be and they are hereby empowered, pursuant to section 570 of the Act, to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the 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

- (a) the allotment of 20,000,000 Ordinary Shares in connection with the Placing (as defined in the Circular), and
- (b) otherwise than pursuant to paragraph (a) above, the allotment of equity securities up to a maximum aggregate nominal amount of £41,724 being approximately 10 per cent of the Enlarged Issued Share Capital (as defined in the Circular),

and shall (unless previously renewed or revoked) expire at the conclusion of the next annual general meeting of the Company or, if earlier, the date following 18 months after the passing of this resolution 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 this authority had not expired

ORDINARY RESOLUTIONS

4 THAT

- (a) the Rules of the Sagentia Group plc Unapproved Share Option Scheme adopted on 28 August 2008 (the "**Unapproved Scheme**") be amended by incorporating the changes shown in the copy of the Scheme produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, and
- (b) subject to HM Revenue & Customs' approval, the Rules of the Sagentia Group plc Approved Share Option Plan adopted in September 2008 (the "**Approved Scheme**") be amended by incorporating the changes shown in the copy of the Scheme produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification

5 THAT, the Directors be authorised for the purposes of clause 4 of the Unapproved Scheme (as amended by Resolution 4 above) to issue options under the Unapproved Scheme over 4 17 million Ordinary Shares outside of the limitation set out in the said clause of the Unapproved Scheme


Duly authorised officer of
Sagentia Group plc