

COMPANY NO: SC170071

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

RESOLUTION

- OF -

AORTECH INTERNATIONAL PLC

Passed on 20 August 2007



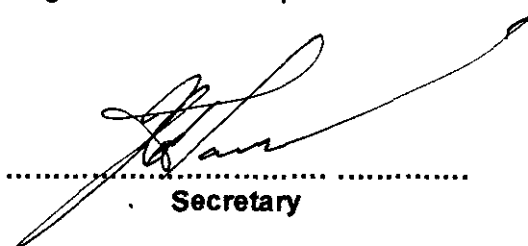
At an Extraordinary General Meeting of the above-named Company duly convened and held on the 20 August 2007 at the offices of The Hogarth Partnership Ltd, 2nd Floor Upstream, No 1 London Bridge, London SE1 9BG the following resolution was duly passed as Resolution III, being a special resolution.

Special Resolution:

That in substitution for any existing power under Section 95 of the Act, the Directors be and are hereby empowered until the conclusion of the next Annual General Meeting of the Company pursuant to Section 95 of the Act to allot equity securities (as defined by Section 94(2) of the Act) pursuant to the authority granted by Resolution II passed [at the same Extraordinary General Meeting] in accordance with Section 80 of the Act as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to

(a) the allotment of equity securities pursuant to the Placing (as this term is defined and more fully explained in the document dated 24 July 2007 issued by the Company), and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities to an aggregate nominal amount of £601,285 or, if less, five per cent of the issued ordinary share capital of the Company from time to time, but so that this power shall allow the Company to make an offer or enter into an agreement before the expiry of the period of the Section 95 power 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 as if the power conferred hereby had not expired


.....
Secretary