

Registered Number SC170071

COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS OF AORTECH INTERNATIONAL PLC

DATED 2 OCTOBER 2007

At the annual general meeting of AorTech International plc ("the Company") duly convened and held at No 1 London Bridge, London, SE1 9BG on the 2nd day of October 2007 at 10 am the following resolutions were duly passed, resolution number 1 as an ordinary resolution and resolution number 2 as a special resolution

Ordinary Resolutions

- 1 "That the Directors be hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of said Section 80) up to an aggregate nominal amount of £4,008,565 which authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 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 relevant securities to be allotted after such expiry and the Directors may allot such securities in pursuance of such offer or agreement as if the authority so conferred had not expired "

Special Resolution

- 2 "That subject to the passing of Resolution 1 above as an Ordinary Resolution, 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 or the date falling 15 months after the passing of this Resolution, whichever is the earlier ("the period of the Section 95 power"), 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 1




above 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 in connection with or pursuant to an offer by way of rights in favour of ordinary shareholders subject to such exclusions or arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territories or requirements of any recognised regulatory body or any stock exchange in any territory, and
- (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities consisting of or related to Ordinary shares up to an aggregate nominal amount of £601,284, or if less, five percent 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 "

Certified a true copy



Director