

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

AORTECH INTERNATIONAL PLC

REGISTERED No: 170071



At the Annual General Meeting of the Company held on 4 July 2000 at Phoenix Crescent, Strathclyde Business Park, Bellshill, Lanarkshire, ML4 3JQ the following resolutions were passed, the first as an ordinary resolution and the second as a special resolution:-

ORDINARY RESOLUTION

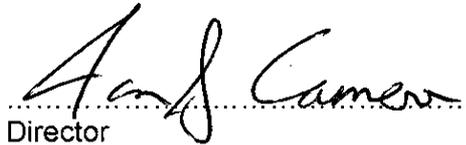
"THAT the directors be hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of said Section 80) up to an aggregate nominal amount of £3,257,731 which authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling fifteen 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 pursuant of such offer or agreement as if the authority so conferred had not expired."

SPECIAL RESOLUTION

"THAT subject to the passing of the resolution 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 fifteen 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 6 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 £476,284, or if less, five percent of the issued Ordinary shares 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”.


Director