

**Company Registration Number: 5533825**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**ORDINARY AND SPECIAL RESOLUTIONS OF**

**ZIRAX PLC**

**(the "Company")**

The following is an extract of the decisions taken by the Shareholders of the Company on the 12<sup>th</sup> day of May 2008, pursuant to Section 381A of the Companies Act 1985 (as amended), having effect as if agreed by the Company in a General Meeting as Ordinary and Special Resolutions of which a written record has been provided to the Company -

**ORDINARY RESOLUTION**

- 1 That the directors of the Company be and they are hereby authorised generally and unconditionally pursuant to and in accordance with 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 section 80(2) of the Act) up to an aggregate nominal amount of £860,000 provided that this authority shall expire on whichever is earlier of the date of the Company's next Annual General Meeting or 15 months from the date on which this resolution is passed save that the Company may pursuant to this authority make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired

**SPECIAL RESOLUTION**

- 2 That
- (i) subject to the passing of resolution 1 above, the directors be and they are hereby empowered pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 1 above as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities
    - (aa) in connection with an offer of equity securities by way of rights to the holders of ordinary shares (other than the Company itself in respect of any shares held by it as treasury shares within the meaning of section 162A of the Act) in proportion (as nearly as may be) to their respective holdings of ordinary on a record date fixed by the directors but subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever, or
    - (bb) pursuant to the terms of any share scheme for directors and employees of the Company and/or its subsidiaries approved by the shareholders of the Company in general meeting, or

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- (cc) pursuant to the Option Agreement between the Company and HansonWesthouse LLP (the Company's brokers) to subscribe for 1,723,214 ordinary shares, or
  - (dd) (other than pursuant to paragraphs (i) or (ii) above having (in the case of relevant shares (as defined in section 94(5) of the Act)) a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £860,000 00 (the "Relevant Amount"), and
- (ii) the directors be and they are hereby empowered pursuant to section 95(2A) of the Act to effect a sale of relevant shares held by the Company as treasury shares (within the meaning of section 162A of the Act) for cash as if section 89(1) of the Act did not apply to such sale, provided that this power shall be limited to the sale of relevant shares held by the Company as treasury shares having a nominal amount which, when aggregated with the nominal amount of any relevant shares allotted or the subject of rights of subscription or conversion pursuant to Paragraph (a)(iv) above, does not exceed the Relevant Amount

Each of the powers conferred by paragraphs (a) and (b) above shall expire on whichever is earlier of the date of the Company's next Annual General Meeting or 15 months from the date on which this resolution is passed save that the Company may, before the expiry of such powers, 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 such offers or agreements as if the power conferred hereby had not expired

#### SPECIAL RESOLUTION

3 That subject to and in accordance with Article 15 of the Articles of Association of the Company and the Act, the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Act to make market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of 1p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the directors may from time to time determine, provided that

- (i) the maximum aggregate number of ordinary shares that may be purchased pursuant to this authority is 17,232,142 (representing 10 per cent of the Company's issued ordinary share capital on 31 March 2008, being the latest practicable date before this Notice is dispatched,
- (ii) the minimum price which may be paid for each ordinary share purchased pursuant to this authority is 1p per share,
- (iii) the maximum price which may be paid for each ordinary share purchased pursuant to this authority is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the business days immediately preceding the day on which the ordinary share is purchased
- (iv) the authority hereby conferred shall expire on whichever is the earlier of the date of the Company's next Annual General Meeting or 12 months from the date on which this resolution is passed, and
- (v) the Company may pursuant to this authority make a contract to purchase ordinary shares before the expiry of this authority which will or may be executed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired

#### ORDINARY RESOLUTION

4 THAT PricewaterhouseCoopers LLP to be re-appointed as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which

accounts are laid before the Company and authorise the Directors to determine their remuneration

**ORDINARY RESOLUTION**

- 5 THAT Sir James Michael Yorrick Oliver who retires by rotation at the meeting pursuant to the Articles of Association of the Company, having consented to act, be re-appointed as a Director of the Company

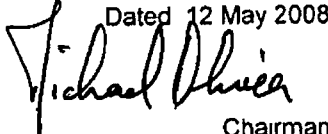
**ORDINARY RESOLUTION**

- 6 THAT Mikhail Petrushin who retires by rotation at the meeting pursuant to the Articles of Association of the Company, having consented to act, be re-appointed as a Director of the Company

**SPECIAL RESOLUTION**

- 7 That with effect from 1 October 2008 the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Dated 12 May 2008

  
Chairman