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COMPANIES HOUSE

Company Number 04347937

## INTERNATIONAL BRAND LICENSING PLC

(the "Company")

At the General Meeting of the Company duly convened and held at 44 Southampton Buildings, London WC2A 1AP on 2 July 2010 at 11 00 a.m., the following ordinary and special resolutions were passed

### ORDINARY RESOLUTIONS

1. THAT the acquisition by the Company of EKF-diagnostic GmbH on the terms and subject to the conditions contained in the Acquisition Agreement, as defined in the Company's Admission Document dated 15 June 2010 (the "Admission Document"), be and the same is hereby approved and that the directors be and are hereby authorised to take all steps necessary or, in the opinion of the directors, desirable, to give effect to the Acquisition Agreement.
2. THAT the authorised share capital of the Company be increased from £500,000 to £2,500,000 by the creation of 200,000,000 new ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares")
3. THAT, in substitution for any existing such authority, the directors be and hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to allot Relevant Securities of the Company up to an aggregate nominal amount of £2,080,083, such authority (unless previously revoked or varied) to expire at the conclusion of the Annual General Meeting of the Company to be held in 2011, save that the Company may, before such expiry, make and offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

### SPECIAL RESOLUTIONS

4. THAT the directors be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 3 above as if section 561(1) of the 2006 Act did not apply to any such allotments provided that this power shall be limited to
  - (i) the allotment of up to 4,792,318 Ordinary Shares in connection with the exercise of the Existing Share Options (as defined and summarised in the Admission Document),
  - (ii) the allotment of up to 100,435,653 Ordinary Shares in connection with the Placing (as defined and summarised in the Admission Document),

- (iii) the allotment of the Consideration Shares (as defined in the Admission Document);
- (iv) the allotment of equity securities for cash in connection with any rights issue or pre-emptive offer in favour of holders of equity securities generally,
- (v) the allotment, otherwise than pursuant to sub-paragraphs (i), (ii), (iii) and (iv) above, of equity securities for cash up to an aggregate nominal amount of £360,000,

provided that such power (unless previously revoked or varied) shall expire at the conclusion of the annual general meeting of the Company to be held in 2011 provided that the directors may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires.

5 THAT the name of the Company be changed to "EKF Diagnostics Holdings plc"

6 THAT.

- (i) the existing Articles of Association of the Company (the "Current Articles") be amended by deleting all the provisions of the Company's Memorandum of Association, which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Current Articles, and
- (ii) the Articles of Association produced to the meeting bearing the new company name (as amended pursuant to resolution 5 above) and initialled by the Chairman for the purposes of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of the Current Articles.

  
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Chairman



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4347937

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

**INTERNATIONAL BRAND LICENSING PLC**

a company incorporated as public limited by shares; having its registered office situated in England/Wales; has changed its name to:

**EKF DIAGNOSTICS HOLDINGS PLC**

Given at Companies House on **6th July 2010**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES