

Notice from Medgenics, Inc.

Medgenics, Inc.

(Registered in the State of Delaware, USA under file number 3166521)

Directors:

Eugene Andrew Bauer M.D. *(Non-Executive Chairman)*
Andrew Leonard Pearlman Ph. D. *(President and Chief Executive Officer)*
Joel Stephen Kanter *(Non-Executive Director)*
Gary Allan Brukardt *(Non-Executive Director)*
Stephen Devon McMurray M.D. *(Non-Executive Director)*
Lord Leonard Steinberg *(Non-Executive Director)*

Registered Office:

2711 Centreville Road,
Suite 400,
Wilmington,
New Castle,
Delaware,
USA

10 June 2009

Dear Stockholder,

The Board of Directors of Medgenics, Inc. (the “**Company**”) hereby gives formal notice that the resolutions proposed in its 12 May 2009 request for Written Consent to Stockholders, a copy of which is attached hereto, were duly adopted by the holders of at least 75% of the issued and outstanding shares of common stock in the Company of \$0.0001 par value per share effective on June 4, 2009. This notice is being given pursuant the requirements of Section 228(e) of the Delaware General Corporation Law to those stockholders who had not consented as of June 4, 2009.

Yours sincerely

Eugene Bauer
Chairman