

MEMBERS RESOLUTION

COMPANY NO.: 1456099

ALPHA THERAPEUTIC UK LIMITED ("the Company")

**WRITTEN RESOLUTION OF THE WHOLE OF THE MEMBERS OF THE
COMPANY PASSED THIS NINTH DAY OF JUNE 1997 PURSUANT TO SECTION
381A OF THE COMPANIES ACT 1985**

1 ORDINARY RESOLUTIONS:

IT IS HEREBY RESOLVED that:

- 1.1 The capital of the Company be increased to £3,000 by the creation of 2000 Ordinary Shares of £1 each ranking pari passu for all purposes with the existing Ordinary Shares of £1 each in the capital of the Company.
- 1.2 2,000 Ordinary £1 Shares in the capital of the Company shall be issued at a premium of USD 2,500 per share and shall be offered to Grupo Grifols, S.A. a corporation duly organised under the laws of Spain having a principal place of business at Torre Mapfre, 27 floor, Calle de la Marina, 16-18, 08005 Barcelona, Spain.
- 1.3 The terms of the Subscription Agreement (in the agreed form attached hereto) be and are hereby approved.
- 1.4 The Board be authorised for the purpose of Companies Act 1985 Section 80 to exercise all the powers of the Company to allot relevant securities up to the full amount of the authorised share capital for a period of five years from the date of this Resolution

2. SPECIAL RESOLUTION

IT IS HEREBY RESOLVED that the statutory rights of pre-emption provided by the Companies Act 1985 Section 89 (1) shall be disapplied from the allotment of 2,000 Ordinary £1 Shares of the Company to Grupo Grifols, S.A.



H E MATVELD, PRESIDENT and CEO

For and on behalf of Alpha Therapeutic Corporation

