

THE COMPANIES ACT 1985**COMPANY LIMITED BY SHARES****UNIVERSITY OF WARWICK SCIENCE PARK LIMITED****(Registered in England - Company Number 1659656)****WRITTEN RESOLUTION OF MEMBERS****ELECTIVE RESOLUTIONS**

We, the undersigned, being all the members of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company **HEREBY PASS** the following resolutions as elective resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held:

Resolution 1

'That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1998 and subsequent years until this election is revoked.'

Resolution 2

'That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.'

Resolution 3

'That pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.'

Dated 12 January 1998

Professor Sir B K Follett

For and on behalf of UNIVERSITY OF WARWICK

A Skipper

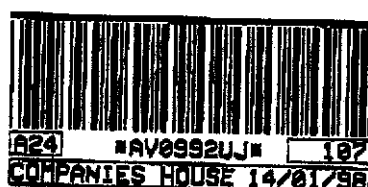
For and on behalf of COVENTRY CITY COUNCIL

I Caulfield

For and on behalf of WARWICKSHIRE COUNTY
COUNCIL

G Edge

For and on behalf of WEST MIDLANDS ENTERPRISE
BOARD



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Dated *12 January* 199*8*

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