

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

MEDEVA PLC

PASSED 22ND APRIL 1999

At the ANNUAL GENERAL MEETING of the Company, duly convened and held on Thursday 22nd April 1999 at the Royal Institute of British Architects, 66 Portland Place, London W1N 4AD, the following resolutions, as set out in the Notice of Annual General Meeting of the Company dated 9th March 1999, were duly passed as:

ORDINARY RESOLUTION

10. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) up to an aggregate nominal amount of £10,500,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the date of the passing of this resolution, whichever is the earlier, save that the Company may, before such expiry, make an 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 offer or agreement as if the authority conferred hereby had not expired.

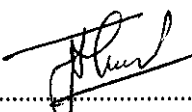
SPECIAL RESOLUTIONS

11. THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred by Resolution 10 above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited:
- (i) to the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to the holders of Ordinary Shares in proportion (as nearly as may be) to their existing holdings of Ordinary Shares but subject to such exclusions or other arrangements in connection with the offer as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems under the laws of, or requirements of any regulatory body or any stock exchange in, any territory, or by virtue of shares being represented by depositary receipts, or any other matter whatsoever; and
 - (ii) to the allotment for cash (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £1,690,000.



This power shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the date of the passing of this resolution, whichever is the earlier, save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

12. THAT the Company be unconditionally and generally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of Ordinary Shares of 10p each in its capital subject as follows:
- (i) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 33,800,000;
 - (ii) the minimum price which may be paid for each Ordinary Share is 10p;
 - (iii) the maximum price which may be paid for each Ordinary Share 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 five business days immediately preceding the day on which the Ordinary Share is purchased;
 - (iv) this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the date of the passing of this resolution, whichever is earlier; and
 - (v) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase in pursuance of any such contract as if the authority conferred hereby had not expired.


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J MURPHY
Secretary