

COMPANY NUMBER : 2086530

THE COMPANIES ACT 1985

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PUBLIC COMPANY LIMITED BY SHARES

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RESOLUTIONS

OF

MEDEVA PLC

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PASSED 24TH APRIL 1997

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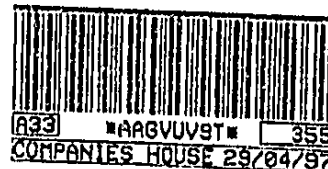
At the ANNUAL GENERAL MEETING of the Company, duly convened and held on Thursday 24th April 1997 at The Royal Society of Medicine, 1 Wimpole Street, London W1M 8AE, the following resolutions, as set out in the revised Notice of Annual General Meeting of the Company dated 27th March 1997, were duly passed as:

ORDINARY RESOLUTION

9. THAT the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £9,169,900 provided that this authority is in substitution for all such authority previously given and shall expire at the conclusion of the next Annual General Meeting of the Company unless and to the extent that such authority is renewed, varied or revoked prior to or at such meeting 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

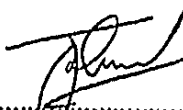
10. THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred by Resolution 9 above as if Section 89(1) of the Companies Act 1985 did not apply to 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 ordinary shareholders in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to such exclusions or other agreements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or requirements of any recognised regulatory body or any stock exchange in, any territory, fractional entitlements or otherwise;
- (ii) to the allotment of equity securities in connection with the option granted by the Company to Mr M L Leichtag; and
- (iii) to the allotment for cash (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities up to an aggregate nominal amount of £1,756,800.

This power is in substitution for all such power previously given and shall expire at the conclusion of the next Annual General Meeting of the Company unless and to the extent that such authority is renewed, varied or revoked prior to or at such meeting and 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 authority conferred hereby had not expired.

11. THAT for the avoidance of doubt resolutions 12, 13, 14 and 15 set out in the notice of Annual General Meeting dated 11th March 1996 (copies of which resolutions are set out in the appendix to the letter to shareholders dated 27th March 1997) be and are hereby confirmed, in the case of resolutions 12, 14 and 15 as special resolutions and, in the case of resolution 13, as an ordinary resolution (notwithstanding the reference to resolution 13 being subject to the passing of resolution 15), and all actions taken and things done in reliance upon or pursuant to the said resolutions be and are hereby approved, ratified and confirmed.

  
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J MURPHY  
Secretary