

Company Number: 02270217

Companies Act 1985 (as amended by the Companies Act 1989)
Company Limited by Shares

WRITTEN RESOLUTIONS

of

Xenova Research Limited

The following written resolutions were passed on 29th August 2002 as elective resolutions:

1. Pursuant to Section 80A of the Companies Act 1985 (as amended by the Companies Act 1989), the provisions of that Section shall apply, instead of the provisions of Section 80(4) and (5) of the Companies Act 1985, in relation to the giving or renewal, after this election, of an authority under Section 80 of the Companies Act 1985.
2. Pursuant to Section 252 of the Companies Act 1985 (as amended by the Companies Act 1989), the Directors in respect of this and subsequent financial years shall not, and they shall not be required to, lay before the Company in general meeting copies of the Company's annual Accounts, the Directors' Report and the Auditors' Report on those Accounts.
3. Pursuant to Section 366A of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not in this and subsequent years hold Annual General Meetings.
4. Pursuant to Section 386 of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not appoint Auditors annually and while this election remains in force, the remuneration of the auditors be fixed by the directors.

Threemorton Secretaries Limited

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Secretary

Dated: 28/8/2002

