

Company Number:- 2331936

THE COMPANIES ACT 1985

ORDINARY RESOLUTIONS

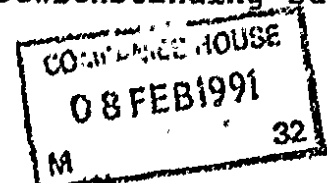
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UNIVERSITY OF SOUTHAMPTON HOLDINGS LIMITED

We the undersigned, being all the members for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Ordinary Resolutions and agree that the said resolutions shall, pursuant to Regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

1. That the share capital of the Company be increased from £100 divided into 100 Ordinary Shares of one pound each to £500 by the creation of 400 new Ordinary Shares of one pound each ranking in all respects pari passu with the 100 existing Ordinary Shares of one pound each in the capital of the Company.
2. That the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant options over or otherwise deal with or dispose of the unissued shares in the authorised share capital of the company PROVIDED THAT the authority hereby given:-
 - 2.1. shall be limited to the unissued shares in the authorised share capital of the Company at the date hereof as increased by the preceding Ordinary Resolution;
 - 2.2 shall expire on the day preceding the fifth anniversary of the date on which this resolution was passed unless previously renewed or varied save that the Directors may, notwithstanding such



expiry allot, grant options over or otherwise deal with or dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Dated this 19th day of November 1990.

SIGNED

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