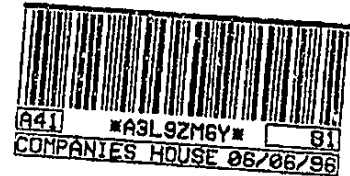


13 - 06 - 96

Registered Number: 2630824



THE COMPANIES ACTS 1985 and 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

VYMURA PLC

("the Company")

At the annual general meeting of the Company held on 23rd May 1996, the following resolutions were passed as to resolution 1 as an ordinary resolution as to resolutions 2,3, and 4 as special resolutions:-

1. That the Directors be authorised pursuant to Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 (2) of the Act) up to a maximum nominal value of £463,333 which is equal to the unissued authorised share capital of the Company. The authority hereby given shall expire at the conclusion of the next annual general meeting unless previously renewed, varied or revoked by the Company in general meeting save that the Company may prior to 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 pursuant to any such offer or agreement.
2. That conditional upon the passing of resolution 1 above, the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by resolution 1 above as if Section 89 (1) of the Act did not apply to any such allotment provided that this power shall be limited:
 - (a) to the allotment of equity securities in connection with an offer by way of rights to holders of ordinary shares where the equity securities respectively attributable to the interest of all holders of ordinary shares are

proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, subject to such exclusions or arrangements as the Directors may deem necessary or desirable to deal with the fractional entitlement otherwise arising or legal or practical problems with the laws or regulations of any regulatory authority in any territory;

- (b) to the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities which are or are to be wholly paid up in cash up to an aggregate nominal amount of £64,300 (being approximately 5% of the aggregate amount of the Company's issued share capital at the date of the passing of this resolution)

Such authority and power to expire at the end of the next annual general meeting of the Company save that the Company may prior to 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 pursuant to any such offer or agreement

- 3. That the Company's Articles of Association be and are hereby amended by deleting the existing wording of Article 13.1.1 and replacing it with the words, "if the share is not listed or otherwise dealt on a recognised investment exchange and is not fully paid up".
- 4. That the Company's Articles of Association be and are hereby amended by the deletion of the existing wording of Article 119.2.5 and replacing it with the words, "an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege not generally awarded to the employees to whom such arrangement relates; or".

...
Director