

07 - 07 - 97

COMPANY NUMBER 2630824

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF VYMURA PLC

passed 30th May 1997

At the Annual General Meeting of the Company duly convened and held on 30th May 1997 the following resolutions were duly passed as Ordinary and Special Resolutions.

ORDINARY RESOLUTION

1. That the Directors be authorised pursuant to section 80 of the Companies Act 1985 ("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 £463,243 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.

SPECIAL RESOLUTIONS

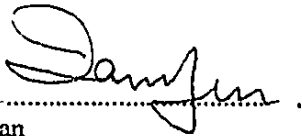
2. That conditional upon the passing of resolution 1 above, the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by resolution 1 above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:
 - (a) to the allotment of equity shares 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) the allotment (otherwise than pursuant to sub-paragraph (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.

2. That, the Company's Articles of Association be and are hereby amended by deleting the existing wording of Article 103 and replacing it with the words "A managing director or chief executive for the time being of the Company, if he should cease to hold the office of director for any cause, shall (without prejudice to any claim he may have for compensation or damages for breach of any agreement between him and the Company) ipso facto and immediately cease to be a managing director or chief executive respectively" and by deleting the words "Article 103 or" from Article 108.



Chairman