

ANAGEN PLC

Company Number 2792457

SPECIAL RESOLUTION PASSED ON 1 JUNE 1995

THAT, the directors be and are generally and unconditionally authorised and empowered until the conclusion of the Annual General Meeting of the Company to be held in 1996 or fifteen months from the passing of this resolution, unless this power is renewed varied or revoked by the Company in general meeting, (save that the Company may before such expiry make an offer, agreement or other arrangement 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 as if the power conferred hereby had not expired), pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority referred to in Resolution number 5 above as if Section 89(1) of the Act did not apply to any such allotment, such authority and power being limited to:-

- (i) the allotment of equity securities in connection with an issue or offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or to deal with any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory and;
- (ii) the allotment (otherwise than pursuant to the power referred to in (i) above) of equity securities up to an aggregate nominal amount of £232,500.

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Company Secretary

