

21-04-98

No 2832020

THE COMPANIES ACT 1985

Private Company Limited by Shares

RESOLUTIONS

- of -

MIRCROGEN BIOPRODUCTS LIMITED

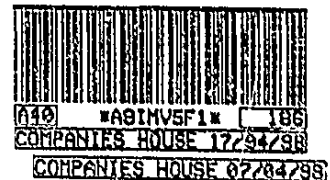
(Passed on 19 - DECEMBER 1997)

At an Extraordinary General Meeting of the above Company duly convened and held on 19 DECEMBER 1997 the following Resolutions were duly passed as Resolutions of the Company:-

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased from 300,000 to 308,000 ordinary shares by the creation of an additional 8,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 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 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 thereby given:-
 - (a) shall be limited to the unissued shares in the authorised share capital of the Company at the date of passing the resolution;

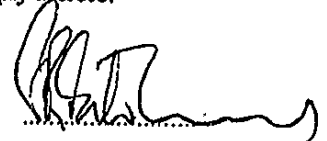
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- (b) that the authority shall expire on the day preceding the fifth anniversary of the date on which the resolution was passed unless previously renewed or varied save that the Directors may notwithstanding such expiry allot grant options over or otherwise deal with or dispose of any shares under the authority in pursuance of an offer or agreement so to do made by the Company before the expiry of the authority.

SPECIAL RESOLUTION

That the Directors of the Company shall have the power to exercise the authority granted to them to allot such ordinary shares to such persons and on such conditions as they may in their discretion determine as if Section 89(1) of the Companies Act 1985 did not apply thereto.



CHAIRMAN