THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES

RESOLUTION

OF

UCB OSMOTICS LIMITED (passed the 17th day of January 1995)

At an Extraordinary General Meeting of the abovenamed company, duly convened and held at Star House, 69 Clarendon Road, Watford, WD1 1DJ. on Tuesday, 17th January, 1995, at 2.15 p.m. the following resolution was passed:-

Special Resolution

That in accordance with Section 250 of the Companies Act 1985, as inserted by Section 14 of the Companies Act 1989, the company, being a dormant company within the meaning of the said Section, Section 385 of the Companies Act 1985, as inserted by Section 119 of the Companies Act 1989, shall not apply; consequently no auditors shall be appointed in accordance with Section 388A of the Companies Act 1985, as adopted by Section 119 of the Companies Act 1989.

Secretary

UCB Osmotics Limited 17th January, 1995

