

Number of Company: 3071324

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**The Companies Act 1985**

**COMPANY LIMITED BY SHARES  
RESOLUTIONS  
OF  
XiMed Group PLC**

(Pursuant to Section 378 of the Companies Act 1985)  
Passed on 16 December 2002

**AT THE ANNUAL GENERAL MEETING** of the above named Company, duly convened, and held at the offices of J M Finn & Co., Salisbury House, London Wall, London, EC2AM 5TA on 16 December 2002 the subjoined **RESOLUTIONS** were duly passed inter alia vis:

***Ordinary Resolution***

**THAT** the board be unconditionally authorised for the purposes of the Companies Act 1985 Section 80 to exercise all the powers of the company to allot relevant securities up to a maximum nominal amount of £778,962.64 provided that this authority shall expire 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the company's next annual general meeting, save that the company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry; and the board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired and this authority shall replace any previous authorities given under the Companies Act 1985 Section 80, which are revoked by this resolution.

***Special Resolution***

**THAT** the directors be given power under Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the Act) as if the pre-emption provisions in Section 89(1) of the Act did not apply to such allotment. The power shall be limited to the allotment of equity securities specified in preceding Resolution 5 and shall expire at the conclusion of the next Annual General Meeting or fifteen months after passing this resolution (whichever is the sooner) unless any offer or agreement is made before expiry of this power in which case the directors may allot equity securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.

  
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**For and on behalf of  
Oxford Corporate Services Limited**

Date 19 December 2002

