

CHARTERHOUSE THERAPEUTICS LIMITED

THE COMPANIES ACT 1985

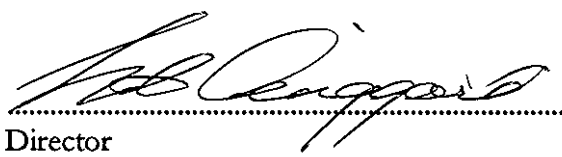
Registered number: 3322659

All members entitled to vote being present and consenting to short notice, notice is hereby given under the Act mentioned above of an extraordinary general meeting of the Company to be held at The William Harvey Research Institute, Charterhouse Square, London, EC1M 6BQ on 29 September 1998 at 12.30 pm precisely for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution.

ORDINARY RESOLUTION

THAT the share capital of the Company be increased from £100 to £10,000,000 by the creation of 9,999,900 new shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and that the memorandum of association be altered accordingly, and, subject to the articles of association from time to time adopted by the Company, the directors be generally and unconditionally authorised to allot the new shares or any of them and any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to a maximum amount in any case as aforesaid equal to the nominal amount of authorised but unissued share capital of the Company at any time within five years from the date of passing this resolution to such persons in such proportions upon such terms (except at a discount) with such rights and restrictions, including but without limit as to differentiation between members of calls, and in such manner as the directors may decide.

By order of the board of directors,



Director

Dated 29 September 1998

NOTE: Any member of the Company entitled to attend, speak and vote at the above mentioned meeting may appoint a proxy to attend, speak and, on a poll, vote instead of that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.

