

**WRITTEN RESOLUTION
COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF THE SOLE MEMBER OF
ROSANTO PHARMACEUTICALS LIMITED
(THE "COMPANY")
COMPANY NUMBER 03322659**

TUESDAY



DATED 19 September 2008

In accordance with Chapter 2, Part 13 of the Companies Act 2006, the directors of the Company proposed that resolutions 1 and 2 be passed as special resolutions and the remaining resolutions be passed as ordinary resolutions

RESOLUTIONS

- 1 **THAT** articles 11 to 14 inclusive of the articles of association of the Company be deleted and be replaced by the following and that the remaining articles be renumbered accordingly
 - "11 Regulation 8 of Table A shall not apply to the Company
 - 12 Deleted
 - 13 Deleted
 - 14 Deleted "
- 2 **THAT** article 33 of the articles of association of the Company be deleted and be replaced by the following
 - "33 (i) Notwithstanding anything contained in these articles of association, the Directors shall be obliged to immediately register any transfer of shares, without delay or suspension of the registration of any transfer, where the transfer
 - (a) is executed by any person to whom such shares, have been charged, pledged or mortgaged by way of security, or by any agent, trustee or any nominee of such person (each such person a **Secured Institution**), or
 - (b) is delivered to the Company for registration by a Secured Institution in order to perfect or protect its security over the shares, or

(c) is executed by a Secured Institution or its nominee, or receiver pursuant to the power of sale or any other power under such security and a certificate by an official of the Secured Institution that the shares were so charged, pledged or mortgaged and the transfer was so executed shall be conclusive evidence of such facts

(ii) Notwithstanding anything contained in these articles of association no transferor or proposed transferor of any shares in the Company to a Secured Institution or any other person as contemplated in paragraphs (a) to (c) above and no Secured Institution shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or otherwise to require such shares to be transferred to them whether for valuable consideration or not "

3 **THAT** the Company enters into the following documents relating to the financing of certain acquisitions by its shareholder, York Pharma Plc ("**York**") from Solvay Pharmaceuticals B V , under a loan agreement (the "**Loan Agreement**") to be entered into by, amongst others, York and Fortress Credit Co LLC ("**Fortress**") as the administrative and collateral agent for the Lenders (as defined therein)

(i) an English law security agreement between, amongst others, York, the Company, other Chargors as named in that document and Fortress (the "**Security Agreement**") under the terms of which the Company is to grant a fixed and floating charge over its assets,

(ii) a New York law and jurisdiction subsidiary guaranty between, amongst others, the Company, some other subsidiaries of York as named in that document and Fortress (the "**Subsidiary Guarantee**") under the terms of which the Company is to guarantee the payment of loans and discharge of other obligations under the Loan Agreement and other related transaction documents,

(iii) a New York law and jurisdiction inter-company subordination agreement between York Pharma and certain of its subsidiaries including the Company (the "**Subordination Agreement**"), and

(vi) any other documents (including, without limitation, security documents) required by Fortress to create, perfect and/or protect the security interest in respect of its assets (including, without limitation, intellectual property rights and material contracts as identified in the Security Agreement) expressed to be created by the Security Agreement,

(together, "**Documents**")

- 4 **THAT** the directors have the authority to approve the terms of, and the transactions contemplated by, the Documents
- 5 **THAT** the entry into the Documents (including, without limitation, the granting of guarantee and security by the Company under the Documents) is in the best interests of the Company's business and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents will promote the success of the Company for the benefit of its member(s) as a whole
- 6 **THAT** these resolutions have effect notwithstanding any provisions of the Company's articles of association or memorandum of association

The undersigned person, being the sole eligible member on 19 September 2008 (Circulation Date), hereby irrevocably agrees to the resolutions set out above

Signed by
For and on behalf of
York Pharma plc

Date 19 September 2008