

28 - 08 - 98

Company No. 3459808

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAMBRIDGE GENETICS LIMITED

WE, the undersigned, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions in accordance with section 381A of the Companies Act 1985 and the Articles of Association:-

ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be and is hereby increased from £122,048 to £136,048 by the creation of 14,000 ordinary shares of £1 each. The ordinary shares shall have the respective rights set out in the articles of association of the Company adopted on 13 January 1998 and shall rank pari passu in all respects with the existing ordinary shares and A ordinary shares (as the case may be).
- 2 That, in substitution for all previous authorities, the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £39,318 comprising 39,318 ordinary shares of £1 each provided that this authority shall expire on the fifth anniversary of this resolution unless previously renewed, varied or revoked by the members of the Company.

SPECIAL RESOLUTIONS

- 3 That, in substitution for all previous authorities and subject to the passing of resolution 2, the directors be and are hereby generally empowered pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment provided that this power shall expire on the fifth anniversary of the date of this resolution unless previously renewed, varied or revoked by the members of the Company.
- 4 That we, the undersigned, hereby waive all or any pre-emption rights whether statutory or pursuant to the Company's Articles of Association that we may have in relation to the allotments referred to in resolution 2.




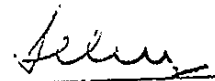
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No. 9338 P. 5/6

SIGNATURE: 
SIMON KERR

SIGNATURE: 
IAN KENT

SIGNATURE: 
DR STEPHEN RUSSELL

SIGNATURE: 
DR ROGER NEWTON

FOR AND ON BEHALF OF
THE MEDICAL RESEARCH COUNCIL

FOR AND ON BEHALF OF
3i GROUP PLC

FOR AND ON BEHALF OF
ALTA-BERKELEY VC.V.

FOR AND ON BEHALF OF
ALTA-BERKELEY VS by SC.V.

FOR AND ON BEHALF OF
ALTA-BERKELEY NORDIC PARTNERS KY

FOR AND ON BEHALF OF
CAMBRIDGE UNIVERSITY TECHNICAL SERVICES

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CAMBRIDGE GENETICS

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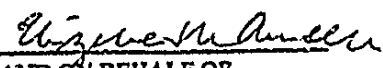
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THE MEDICAL RESEARCH COUNCIL

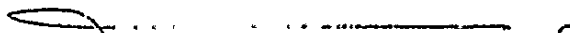
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FOR AND ON BEHALF OF
ALTA-BERKELEY NORDIC PARTNERS KY

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FOR AND ON BEHALF OF
CAMBRIDGE UNIVERSITY TECHNICAL SERVICES



FOR AND ON BEHALF OF
CAMBRIDGE UNIVERSITY TECHNICAL SERVICES

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No. 9338 P. 5/6

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IAN KENT

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DR STEPHEN RUSSELL

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DR ROGER NEWTON

FOR AND ON BEHALF OF
THE MEDICAL RESEARCH COUNCIL



FOR AND ON BEHALF OF
3i GROUP PLC

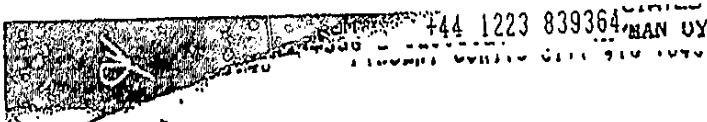
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THE MEDICAL RESEARCH COUNCIL


FOR AND ON BEHALF OF
3i GROUP PLC




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ALTA-BERKELEY VC.V.



FOR AND ON BEHALF OF
ALTA-BERKELEY VS by SC.V.



FOR AND ON BEHALF OF
ALTA-BERKELEY NORDIC PARTNERS KY

Captain Management Oy
as General Partner

FOR AND ON BEHALF OF
CAMBRIDGE UNIVERSITY TECHNICAL SERVICES

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CAMBRIDGE GENETICS

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No. 9336

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SE Fode
FOR AND ON BEHALF OF
CANCER RESEARCH CAMPAIGN TECHNOLOGIES LIMITED

Dated: 12th August 1998

Date sent to Auditors: 2 August 1998

3071641.1/381

CERTIFIED A TRUE COPY

SIGNED Penkuts DATE 21.8.98

PENSENT CURTIS
DASHING HOUSE, 69 OLD BROAD STREET

LONDON E1 1NR

TEL: 0171 418 7040 FAX NO: 0171-418 7040