

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAMBRIDGE DRUG DISCOVERY HOLDINGS 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 £349,607 to £362,433 by the creation of 1,282 ordinary shares of £1 each and 11,544 "B" ordinary shares of £1 each, such that the authorised share capital of the Company shall be £362,433 consisting of 111,540 ordinary shares of £1 each, 88,634 "A" ordinary shares of £1 each and 162,259 "B" ordinary shares of £1 each. Both the ordinary shares and the "B" ordinary shares shall rank pari passu in all respects with the existing ordinary shares and "B" ordinary shares in the capital of the Company and shall have the respective rights set out in the Company's Articles of Association.
- 2 That, in addition to the authority granted by an ordinary resolution dated 4 January 2001, 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 £12,826 to mHoldings Trust 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.



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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 hereby waive all or any pre-emption rights that we may have in relation to the allotments referred to in resolution 2.

SIGNATURE: 

SIMON KERR

SIGNATURE: 

IAN KENT

SIGNATURE: _____

DR STEPHEN RUSSELL

SIGNATURE: _____

DR ROGER NEWTON

SIGNATURE: 

DR MARK BUSHFIELD

SIGNATURE: 

DR MARK TREHERNE

SIGNATURE: 

DR BARRY KENNY

SIGNATURE: 

DR DAVID PARRY-SMITH

SIGNATURE: _____

GREG WINTER

SIGNATURE: _____

GARY MCGARRITY

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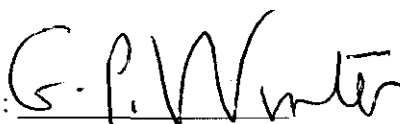
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DR BARRY KENNY

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GREG WINTER

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GARY MCGARRITY

SIGNATURE: _____

BEVERLY MCGARRITY

FOR AND ON BEHALF OF

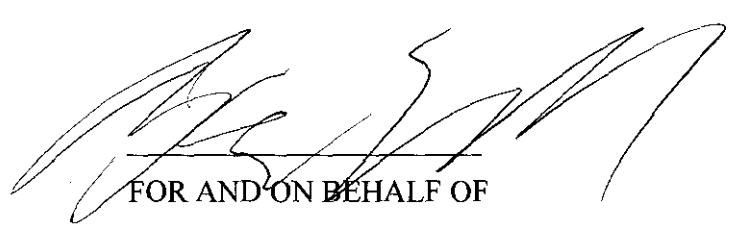
**MAYO FOUNDATION FOR MEDICAL
RESEARCH AND EDUCATION**

FOR AND ON BEHALF OF
**CAMBRIDGE UNIVERSITY
TECHNICAL SERVICES LIMITED**

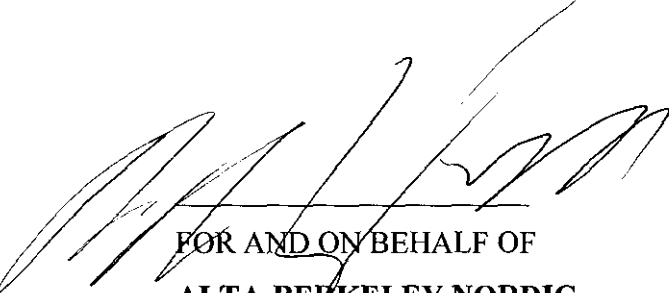


FOR AND ON BEHALF OF
ALTA-BERKELEY VC.V.

FOR AND ON BEHALF OF
3i GROUP PLC



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
**CANCER RESEARCH CAMPAIGN
TECHNOLOGY LIMITED**

FOR AND ON BEHALF OF
THE MEDICAL RESEARCH COUNCIL

FOR AND ON BEHALF OF
ABN AMRO PARTICIPATIES B.V.

SIGNATURE: _____

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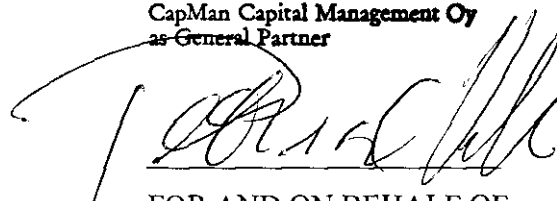
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ALTA BERKELEY VS by SC.V

CapMan Capital Management Oy
as General Partner



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RESEARCH AND EDUCATION**

R. I. Jennings

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H.A. Sjoetweger
FOR AND ON BEHALF OF



Christina Takke

ABN AMRO PARTICIPATIES B.V.

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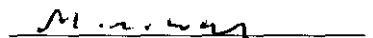
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**Martin R Wood PhD
Director, Licensing and Agreements
Medical Research Council Technology**

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Rik F. Colvin

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SIGNATURE: Beverly McGarrity

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FOR AND ON BEHALF OF

**UK MEDICAL VENTURES FUND NO 1 INSTITUTE OF CANCER RESEARCH
LIMITED PARTNERSHIP**



FOR AND ON BEHALF OF

15 MAY
2001

DR SUSAN BRIGHT
DIRECTOR OF ENTERPRISE
WITNESSED BY E.A. Bennett

FOR AND ON BEHALF OF
**THE CHANCELLOR MASTERS
AND SCHOLARS OF THE
UNIVERSITY OF CAMBRIDGE**

FOR AND ON BEHALF OF
BARONSMEAD VCT PLC

FOR AND ON BEHALF OF
BARONSMEAD VCT 2 PLC

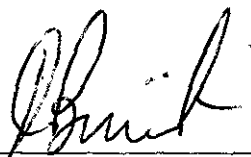
FOR AND ON BEHALF OF
THE AIM TRUST PLC

FOR AND ON BEHALF OF
MC CAPITAL EUROPE LIMITED

FOR AND ON BEHALF OF
THE AiM VCT 2 PLC

FOR AND ON BEHALF OF
MITSUBISHI CORPORATION

Dated: _____



FOR AND ON BEHALF OF

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Dated: _____

Date sent to Auditors: _____

FOR AND ON BEHALF OF

**UK MEDICAL VENTURES FUND NO 1
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FOR AND ON BEHALF OF

INSTITUTE OF CANCER RESEARCH

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Dated: 18 May 2001

Date sent to Auditors: _____