

Package: 'Laserform'
by Laserform International Ltd.

88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP025

Company Number

3548262

Company name in full

PROLYSIS LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

0 8 1 1 2 0 0 2

To

Day Month Year

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

25,125,770

Nominal value of each share

0.01 pence

Amount (if any) paid or due on each
share (including any share premium)

£0.1789

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

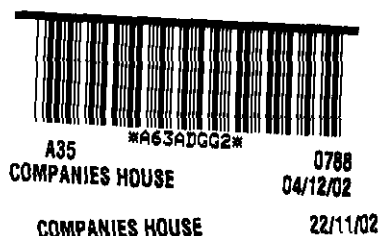
Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

When you have completed and signed the form please send
it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh

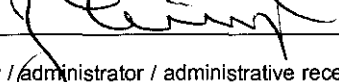


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name <u>East Hill University Spinouts III, LLC</u> Address <u>John Hancock Tower, Suite 6000, 200 Clarendon Street,</u> <u>Boston Massachusetts 02116-5028 USA</u> <u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>Ordinary</u> 	Number allotted <u>17,555,222</u>
Name <u>East Hill University Spinouts IV, LLC</u> Address <u>John Hancock Tower, Suite 6000, 200 Clarendon Street,</u> <u>Boston Massachusetts 02116-5028 USA</u> <u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>Ordinary</u> 	Number allotted <u>4,803,638</u>
Name <u>Oxford Technology 2 Venture Capital Trust Plc</u> Address <u>The Magdalen Centre, Oxford Science Park,</u> <u>Oxford</u> <u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>Ordinary</u> 	Number allotted <u>419,229</u>
Name <u>Blake Enterprises LLC</u> Address <u>c/o Judith Rogers, PO Box 1081, 2 Elm Street,</u> <u>Kennebunk Port ME04 046 USA</u> <u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>Ordinary</u> 	Number allotted <u>335,384</u>
Name <u>Robert Pearsall Helms</u> Address <u>26 Maida Avenue,</u> <u>London</u> <u>UK Postcode</u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted <u>Ordinary</u> 	Number allotted <u>27,949</u>

Please enter the number of continuation sheets (if any) attached to this form

1

Signed  Date 8.11.2002

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Manches Solicitors

3 Worcester Street, Oxford, OX1 2PZ

Tel 01865 722106

DX number DX 4322

DX exchange Oxford

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by Laserform International Ltd.

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or in bold black capitals.

Form 88(2) continuation sheet no:

CHFP025

Company Number

3548262

Company name in full

PROLYSIS LIMITED

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name	Class of shares allotted	Number allotted	
<u>Gertrude McLaws Helms</u>			
Address			
<u>26 Maida Avenue,</u>	<u>Ordinary</u>	<u>27,948</u>	
<u>London</u>			
UK Postcode <u>W 2 L L 1 S T</u>			
Name	Class of shares allotted	Number allotted	
<u>Dr Edwin Moses</u>			
Address			
<u>Springfield Station Road,</u>	<u>Ordinary</u>	<u>139,743</u>	
<u>Goring, Berkshire</u>			
UK Postcode <u>R G 8 L 9 H D</u>			
Name	Class of shares allotted	Number allotted	
<u>Oxford Technology 3 Venture Capital Trust Plc</u>			
Address			
<u>The Magdalen Centre, Oxford Science Park, Oxford</u>	<u>Ordinary</u>	<u>419,228</u>	
UK Postcode <u>O X 4 L 4 G A</u>			
Name	Class of shares allotted	Number allotted	
<u>Evotec OAI Limited</u>			
Address			
<u>151 Milton Park, Abingdon, Oxfordshire</u>	<u>Ordinary</u>	<u>1,397,429</u>	
UK Postcode <u>O X 1 4 4 S D</u>			

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name _____ Address _____ _____ UK Postcode _ _ _ _ _	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode _ _ _ _ _	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode _ _ _ _ _	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____
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Name _____ Address _____ _____ UK Postcode _ _ _ _ _	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____

Signed _____ Designation# _____ Date _____