

15-JUN-1998 (TUE) 12:36

GARRETT &amp; CO

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P. 005

Company Number: 3548262

THE COMPANIES (TABLE A-F) REGULATIONS 1985 (as amended)

PRIVATE COMPANY LIMITED BY SHARES

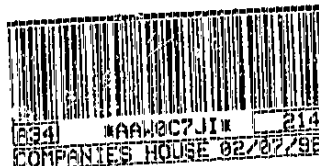
MICROGENICS LIMITED (the "Company")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

The following resolutions have been agreed to by the undersigned, being the sole member of the Company having the right to attend and vote at general meetings of the Company, in accordance with Regulation 53 of the Companies (Table A-F) Regulations 1985:-

## AS ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased by £1,000 to £2,000 by the creation of an additional 1,000 ordinary shares of £1.00 each, to rank pari passu with and having the same rights and being subject to the same restrictions as the existing issued ordinary shares of the Company.
2. That each of the existing 2,000 ordinary shares of £1.00 each be sub-divided into 10 ordinary shares of 10 pence each in the capital of the Company.
3. That:-
  - 3.1 pursuant to and in accordance with section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of five years from the date when this resolution is passed all the powers of the Company to allot relevant securities up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company (as augmented by resolution 1 above) to such persons and at such times and on such terms as they think proper;
  - 3.2 pursuant to such authority, the Directors may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period; and
  - 3.3 words and expressions defined in or for the purposes of section 80 of the Companies Act 1985 shall have the same meanings in this resolution.



## AS A SPECIAL RESOLUTION

4. That:-

- 4.1 the Directors shall have a general power to allot equity securities wholly for cash, pursuant to and during the period of the authority contained in resolution 3 above, as if section 89(1) of the Companies Act 1985 did not apply to any such allotment;
- 4.2 by such authority and power, the Directors may during such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period; and
- 4.3 words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall have the same meanings in this resolution.

.....*Turner*.....  
Inhoco Formations Limited

Dated: .....23.6.98.....