

**PARADIGM THERAPEUTICS LIMITED
(THE "COMPANY")**

MEMBERS' WRITTEN RESOLUTIONS

Pursuant to section 381A of the Companies Act 1985 (the "Act"), we, the undersigned, being all of the members for the time being of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby unanimously pass the following written resolutions of the Company, resolutions 1 and 3 having effect as special resolutions and resolution 2 having effect as an ordinary resolution and have agreed that the said resolutions shall, for all purposes, be as valid and as effective as if the same had been passed at a general meeting of the Company duly convened and held.

1 RATIFICATION OF ISSUE OF SHARES

THAT the Company ratifies, confirms and approves:-

- (A) the following allotment and issue of ordinary shares of £1.00 each (subscribed at par) in the capital of the Company allotted and issued on 17 November 1998:
- 10 ordinary shares of £1.00 each (the "Shares") to Cambridge University Technology Services Limited; and
- (B) the following two resolutions as if they had taken effect on the date of the issue of the Shares.

2 AUTHORITY TO ALLOT

THAT, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 80(1) of the Act, to exercise all or any powers of the Company to allot the relevant securities of the Company (which in this resolution shall have the meaning given to that term in section 80(2) of the Act) referred to above and this authority shall expire on the date of this resolution.

3 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, Article 2(b) of the Articles of Association of the Company shall not apply to the issue of the Shares.



Dr Sam Aparicio

Date:

Richard Goodfellow

Date:

Dr Mark Carlton

Date:

Charles Cox

Date:



Dr Andreas Russ

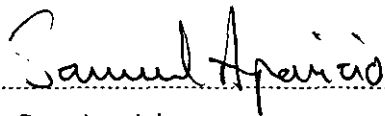
Date: 8.12.00

Signed by

for and on behalf of

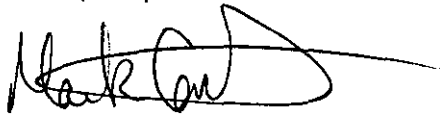
Cambridge University Technical Services
Limited


Date:



Dr Sam Aparicio

Date: 8/12/00

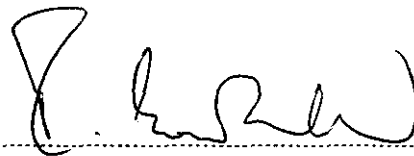


Dr Mark Carlton

Date: 8/12/00

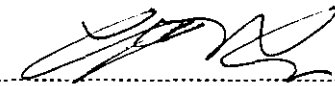
Dr Andreas Russ

Date:



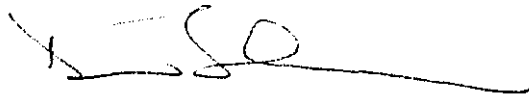
Richard Goodfellow

Date: 8/12/00



Charles Cox

Date: 8/12/00



Signed by

for and on behalf of

Cambridge University Technical Services
Limited

Date: 8/12/00