

Company number 3832569

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MANCHESTER INNOVATION HOLDINGS LIMITED

Passed on 15th March 2001

The following resolutions were duly passed as written resolutions of the above named Company on Thursday, 15 March 2001:

Special resolutions

- 1 **It was resolved** that the authorised share capital of the Company be and it is hereby increased from £2,750,102 to £6,143,092 by the creation of a further Ordinary Shares of £1.00 each.
- 2 **It was resolved** that:
 - 2.1 the Directors of the Company be and they are hereby authorised pursuant to section 80 of the Companies Act 1985 generally and unconditionally to exercise each and every power of the Company to allot relevant securities (as defined in that section) up to a maximum amount in nominal value which when aggregated with the nominal value of all shares in issue on the date of this Resolution shall equal £6,143,092 such authority to expire on 31 May 2005;
 - 2.2 the Company be and it is hereby allowed to make before the authority conferred by this Resolution has expired one or more offers or agreements which would or might require relevant securities (as so defined) to be allotted after this authority has expired and the Directors be and they are hereby permitted to allot relevant securities (as so defined) after the authority conferred by this Resolution has expired in pursuance of each and every such offer or agreement made by the Company; and
 - 2.3 the authority conferred by this Resolution be and it is in substitution for each (if any) other authority already given pursuant to the said section 80 and each (if any) such earlier authority is hereby revoked but without prejudice to the validity of any allotment, offer or agreement made pursuant to any such earlier authority before the date upon which this Resolution is passed.
- 3 **It was resolved** that the Directors (being generally authorised by the Resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot the entire unissued share capital of the Company and that the provisions of sections 89 and 90 of the Companies At 1985 shall not apply to any such allotment or agreement to allot provided that this authorisation shall expire on 31 March 2006.

Secretary

Heather Rostig

Date

30 March 2001



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM & ARTICLES OF ASSOCIATION
OF**

MANCHESTER INNOVATION HOLDINGS LIMITED

(as amended by written resolution dated 15 March 2001)