

NOVAGRAAF IP-UK LIMITED

(the *Company*)

WRITTEN MEMBERS' RESOLUTION

In accordance with section 381A of the Companies Act 1985, WE, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as a Special Resolution of the Company as if passed by the Company in general meeting and accordingly WE RESOLVE

1 THAT the Company's articles of association be altered with immediate effect by

(a) replacing the current Article 4 with the following as a new Article 4

"Notwithstanding anything contained in these articles or Table A, the lien conferred by Regulation 8 of Table A shall not attach to any shares which have been charged or mortgaged to any bank, institution or other person (a *Secured Institution*) or to any nominee of a Secured Institution. Regulation 8 of Table A shall be modified accordingly", and

(b) inserting the following as a new Article 6A

"Notwithstanding anything contained in these articles or Table A, the directors shall not decline to register any transfer of shares, nor may they suspend registration whereof such transfer

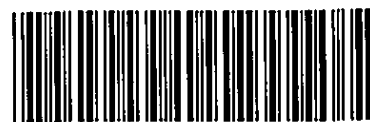
(a) is to a Secured Institution or its nominee, or

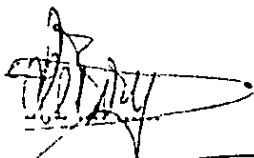
(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(c) is executed by a Secured Institution or its nominee or any receiver pursuant to the power of sale or any other power under such security, and

furthermore, notwithstanding anything contained within these Articles, no transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have the right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

Regulations 24 to 26 (inclusive) of Table A shall be modified accordingly "



  
For and on behalf of Novagraaf Finance  
B V

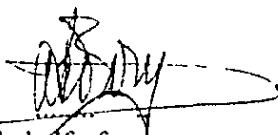
For and on behalf of Novagraaf Finance  
B V

Date 2 May 2007

Date

**Note**

A copy of this resolution was sent to the Company's auditors, Higgins Fenton on  
3 MAY 2007 pursuant to s381B Companies Act 1985

  
on behalf of  
Novagraaf Finance B V

We, the auditors of the Company, confirm that we received a copy of this resolution  
on 2007