

Company Number: 4695437

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RECORD OF THE DECISION OF THE SOLE MEMBER OF

**AVIAGEN INTERNATIONAL FINANCE TWO LIMITED**

(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 382B(1) OF THE COMPANIES ACT 1985

(decision taken on 30 May 2003)

Pursuant to section 382B(1) of the Companies Act 1985, the sole member of the Company has provided the Company with a written record of the following decision taken on May 2003, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

That pursuant to section 121 of the Companies Act 1985 and Article 1 of the Company's Articles of Association the authorised and issued ordinary shares of £1 in the capital of the Company be sub-divided and re-designated as ordinary shares of £0.01 having the rights set out in the Articles of Association.

Signed



For and on behalf of

Aviagen International Finance One Limited

Date: 30 May 2003

