

Registered No: 05116784

PRIVATE COMPANY LIMITED BY SHARES

NOTICE OF PASSING OF WRITTEN RESOLUTION OF THE SOLE MEMBER

- of -

XYTIS PHARMACEUTICALS LIMITED

("the Company")

Pursuant to section 30 of the Companies Act 2006

Notice is hereby given that, on 17 October 2008 the following resolution was duly passed, as a special resolution of the Company pursuant to section 288 of the Companies Act 2006

Special Resolution

THAT the articles of association of the Company be altered by inserting the following new article 12 1 (g)

"to Oxford Finance Corporation or its nominees in connection with the perfection of its charge over shares or (ii) by Oxford Finance Corporation or its nominees to a third party pursuant to Oxford Finance Corporation exercising its powers of enforcement in respect of the shares charged to it"



**FOR AND ON BEHALF OF
W C P H D
SECRETARIES LIMITED**

Company Secretary

TUESDAY



A09 28/10/2008 241
COMPANIES HOUSE