

Company Number 5661235

The Companies Act 1985 and 1989

Company Limited By Shares

Written Resolutions

-of-

R5 Pharmaceuticals Limited

I, the undersigned, being the sole member for the time being of the above Company entitled to receive notice of and to attend and vote at general meetings HEREBY RESOLVE THAT pursuant to Section 381A of the Companies Act 1985 the following Resolutions are hereby passed as Ordinary and Special Resolutions of the Company:-

Ordinary Resolution

1 Authority to Allot Shares

- 1.1 That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of ~~£100,000~~ ^{£1,000} at any time during the period of five years from the date hereof.

Special Resolution

2 Disapplication of Pre-emption Rights

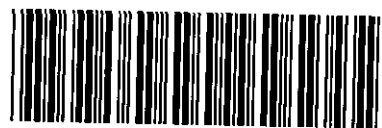
- 2.1 That the directors of the Company be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 as defined for the purposes of section 95 of the Companies Act 1985) for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the said Act did not apply to any such allotment.

Dated this ~~13th~~ day of August 2006

Paul Tittley



FRIDAY



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22/12/2006

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COMPANIES HOUSE