

Company No. SCO16320

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

INVERESK STOCKHOLDERS LIMITED

WRITTEN RESOLUTION OF THE SOLE MEMBER

We the undersigned being the sole member of the company holding all the Ordinary and Preference shares in issue at the date of these resolutions entitled to attend and vote at a general meeting of the Company RESOLVE in accordance with Section 381A of the Companies Act 1985 to pass the following resolutions in writing (resolutions (a) and (f) to have effect as Special Resolutions and Resolutions (b) to (e) inclusive to have effect as Ordinary Resolutions):-

*achieved*

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- (a) THAT the authorised share capital of the Company be increased from £750,000 divided into 180,100 Ordinary Shares of £1.00 each, 360,000 3.5% Cumulative Preference Shares of £1.00 each and 209,900 Unclassified shares of £1.00 each to £769,900 divided into 200,000 Ordinary Shares of £1.00 each, 360,000 3.5% Cumulative Preference Shares of £1.00 each and 209,900 Unclassified shares of £1.00 each by the creation of 19,900 ordinary shares of £1.00 each ranking pari passu with the existing £1.00 Ordinary Shares;
- (b) THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to the nominal amount of the authorised but unissued share capital at the date of passing this resolution;
- (c) THAT such authority shall expire 5 years after the passing of this resolution unless previously renewed or varied, and shall be in substitution for all previous authorities pursuant to Section 80 of the Act, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto;
- (d) THAT by such authority the Directors may during such period make offers or agreements which would or might require securities to be allotted after the expiry of such period; and
- (e) THAT for the purposes of this Resolution words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein.
- (f) THAT the Directors be empowered, in accordance with Section 95 of the Companies Act 1985, to allot 500 Ordinary Shares of £1.00 each in the capital of the Company for cash as if sub-section (1) of Section 89 of that Act did not apply to any such allotment.

For and on behalf of Dresdner Kleinwort Wasserstein Limited



Director

Dated this day 28<sup>th</sup> of May 2004.

**CERTIFIED TO BE A TRUE COPY**

  
P. L. LONGCROFT  
COMPANY SECRETARY

28.5.04

