

No. 1106309

UCB (INVESTMENTS) LIMITED

Written Resolutions of the Members in accordance with Section 381A of the Companies Act 1985, as inserted by Section 133 of the Companies Act 1989

ELECTIVE RESOLUTIONS

IT WAS RESOLVED that the following Resolutions be passed as Elective Resolutions in accordance with Section 379A of the Companies Act 1985, as inserted by Section 116 of the Companies Act 1989.

Annual General Meeting

IT WAS RESOLVED that the provisions of Section 366A of the Companies Act 1985, as inserted by Section 115 of the Companies Act 1989, shall apply to the company and that the company shall be exempt from the need to hold an Annual General Meeting this year and in subsequent years.

Appointment of Auditors

IT WAS RESOLVED that the provisions of Section 386 of the Companies Act 1985, as inserted by Section 119 of the Companies Act 1989, shall apply to the company and that the company be exempt from the need to annually re-appoint its auditors.

Laying of Accounts and Reports

IT WAS RESOLVED that the provisions of Section 252 of the Companies Act 1985, as inserted by Section 16 of the Companies Act 1989, shall apply to the company and that the Directors shall be exempt from the need to lay accounts and reports before the company in general meeting.

For and on behalf of
UCB S.A.

For and on behalf of
UCB Fipar S.A.

29th June 1993

