

Registered Number: 3234033

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

OF

CAMBRIDGE ANTIBODY TECHNOLOGY GROUP PLC

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on 31 March 2000 at 4.30 pm, the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS:

1. THAT, subject to the subscription agreement between the Company and Human Genome Sciences, Inc., dated 29 February 2000 (the "HGS Subscription Agreement") becoming unconditional (other than in respect of the coming into effect of this resolution) and being completed and without prejudice to the power granted to them by resolution 10 at the annual general meeting of the Company held on 4 February 2000 (the "Annual General Meeting"), the Directors be and are hereby generally empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the general authority conferred on them by resolution 9 passed at the Annual General Meeting as if the provisions of section 89(1) of the Act did not apply to any such allotment subject to the terms of the following restrictions and provisions:
 - (a) that this power be limited to the allotment of equity securities up to an aggregate nominal amount of £167,000 pursuant to the HGS Subscription Agreement;
 - (b) that this power shall (unless renewed, varied or revoked by the Company) expire on the date being 15 months from the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution.
2. THAT:
 - (1) In this resolution "Prospectus" means the prospectus to shareholders of the Company dated 7 March 2000; and "HGS Subscription Agreement" and "Offers" shall have the meanings respectively ascribed to them in the Prospectus;
 - (2) Subject to completion of at least one of the HGS Subscription Agreement and the Offers (including the issue of ordinary shares of 10p each thereunder):



- (a) the authorised share capital of the Company be increased from £4,000,000 to £5,000,000 by the creation of 10,000,000 ordinary shares of 10p each to rank *pari passu* in all respects with the existing ordinary shares of 10p each in the capital of the Company; and
- (b) the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined for the purposes of section 80(2) of the Act) up to an aggregate amount of £1,200,000 provided always that the authority conferred by this paragraph (b) shall be limited to the allotment of relevant securities up to an aggregate nominal amount of 33.3 per cent. of the ordinary share capital of the Company in issue immediately following the issue of ordinary shares pursuant to the HGS Subscription Agreement and the Offers, provided further that this authority shall expire on the date being 15 months from the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company next following the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired

Provided that, subject to such authority taking effect the authority conferred by this paragraph (b) of this resolution shall be in substitution for and supersede and revoke any earlier such authority conferred on the Directors;

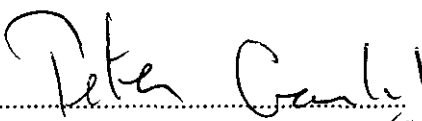
- (c) the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the general authority to allot relevant securities conferred by paragraph (b) above as if the provisions of section 89(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to:
 - (i) the allotment of equity securities in connection with a rights or other pre-emptive issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of such shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory or fractional entitlements; and

- (ii) the allotment (otherwise than pursuant to sub-paragraph (c)(i) above) of equity securities having, in the case of relevant shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal sum not exceeding in aggregate the sum of £180,000,

and this authority shall (unless renewed, varied or revoked by the Company) expire on the date being 15 months from the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired

Provided always that the power conferred by this paragraph (c) shall be limited to the allotment of equity securities up to an aggregate nominal amount of five per cent. of the ordinary share capital of the Company in issue immediately following the issue of ordinary shares pursuant to the HGS Subscription Agreement and the Offers.

Dated: 31 March 2000


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Chairman