

THE COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

**FEMEDA LIMITED**

Company No. 04585850

**RESOLUTIONS IN WRITING**

dated 5 MARCH 2007

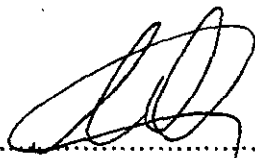
WE HEREBY CERTIFY  
THIS TO BE A TRUE  
COPY OF THE ORIGINAL

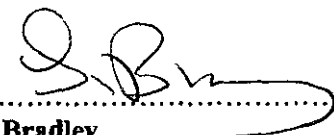
  
LAYTONS

22 ST JOHN STREET  
MANCHESTER M3 4EB

WE, the undersigned, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings **HEREBY PASS** the following Written Resolutions and agree that the said resolutions shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same would have been duly passed as Special Resolutions at a General Meeting of the Company duly convened and held:-

1. That the rules of the share option plan described as "The Femeda Limited Share Option Plan" ("the Share Option Plan") produced to us (and initialled by the Chairman of the Board for identification purposes) be approved and the Share Option Plan be adopted by the Company with effect from the date of this resolution.
2. That the directors be generally and unconditionally authorised at any time or times from the date of this resolution to grant (or procure the grant of) options and allot and issue shares pursuant to and in accordance with the Share Option Plan and for the avoidance of doubt sections 89(1) and 90(1) to (6) (inclusive) of the Companies Act 1985 shall not apply to any such shares proposed to be allotted or issued pursuant to the Share Option Plan.

Signed.....  
for and on behalf of  
**RisingStars Growth Fund**

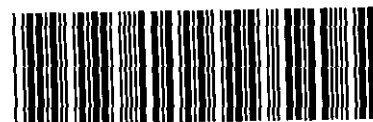
Signed.....  
**James Bradley**

Signed.....  
**Julia Herbert**

Signed.....  
for and on behalf of  
**Nuromed Limited**

Signed.....  
**Alison Kibble**

Signed.....  
**Adrian Wight**



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