

Company Number: 02299181

**Ratiopharm (UK) Limited**

**Resolutions in Writing of the Directors  
Dated 27 April 2006**

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We the undersigned, being all the Directors for the time being of the above named company, hereby Resolve in accordance with the Company's Articles of Association, as follows:-

Authorised Share Capital

1. That, with the approval of the sole member, the authorised share capital of the Company be increased from £1,000 to £5,000,000 by the creation of 4,999,000 additional ordinary shares of £1.00 each ranking in all respects pari passu with the existing ordinary shares of £1.00 each.

Directors' Authority to Allot Shares

2. That the sole member be requested to unconditionally authorise the Directors, for the purposes of Section 80 Companies Act 1985, to allot shares up to the amount of the authorised share capital (£5,000,000) at any time or times during the period of five years from the date of passing such resolution by the sole member.

Dis-application of Pre-Emption Rights


3. That, with the approval of the sole member, the rights of pre-emption contained in Section 89(1) of the Companies Act 1985 shall not apply to the allotment of 2,100,000 ordinary shares of £1.00 each to be made by the Directors on 27 April 2006.

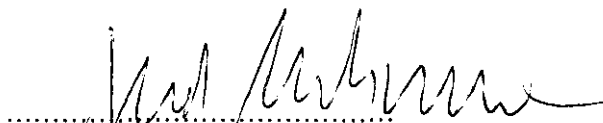
Members' Written Resolution

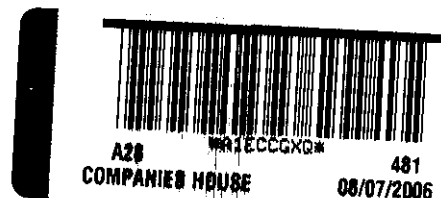
4. That, the Secretary be instructed to send the sole member the members' written resolutions, with a copy of the resolution to the Company's auditors, and to file a further copy of the said resolution with the Registrar of Companies following approval of the foregoing business.

Returns

5. That the Secretary be instructed to file returns with the Registrar of Companies following approval of the foregoing business.

  
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Director – Gerard Cole

  
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Director – Gerd Lehmann



Company Number: 02299181

**Ratiopharm (UK) Limited**

**The Companies Act 1985**

**Company Limited by Shares**

**Written Resolutions**

**Passed 27 April 2006**

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By Written Resolution of the Sole Member of the above named Company, dated 27 April 2006 the subjoined resolutions, having effect as **Ordinary Resolutions**, were duly passed:-

That the authorised share capital of the company be increased from £1,000 to £5,000,000 by the creation of 4,999,000 additional ordinary shares of £1.00 each ranking in all respects pari passu with the existing ordinary shares of £1.00 each.

That the Directors be and are hereby unconditionally authorised for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised share capital (£5,000,000) at any time or times during the period of five years from the date this resolution.

That the rights of pre-emption contained in Section 89(1) of the Companies Act 1985 shall not apply to the allotment of 2,100,000 shares of £1.00 each to be made by the Directors on 27 April 2006.



Director – Gerard Cole