

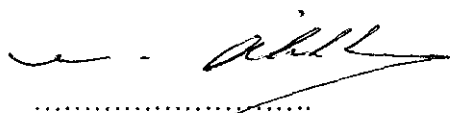
Company No. 2401127

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
TECTEON PLC
11th February 2004

At the Annual General Meeting of the above named Company duly convened and held at Grosvenor Suite, London Marriott Hotel, Duke Street, London W1 the following resolution was duly passed as a Special Resolution.

1. That the Directors be and they are hereby empowered (in substitution for and to the exclusion of any other existing powers save to the extent that the same have been previously exercised) pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) of the company for cash pursuant to the authority conferred on them in accordance with Section 80 of the Act by this meeting of the members of the company to allot relevant securities (as defined in Section 80(2) of the Act) as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:
 - (a) to allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in capital of the company in proportion (as nearly as maybe) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
 - (i) to deal with equity securities representing fractional entitlements; or
 - (ii) to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities which are, or are to be, wholly paid up in cash up to an aggregate nominal amount of £247,708.

This power shall (unless previously revoked or varied by the company in general meeting) expire fifteen months after the date of the passing of this Resolution or at the conclusion of the Annual General Meeting of the company to be held in 2005 whichever first occurs 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 an offer or agreement as if the power conferred hereby had not expired.


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M Alikhani
Director

