## **COMPANIES ACT 1985**

## WRITTEN RESOLUTION OF

## FRONTIER THERAPEUTICS LIMITED

(COMPANY NO. 2552048)

We the undersigned being all the members of the above named Company entitled to attend and vote at general meetings hereby pass the following resolutions and agree that the said resolutions shall pursuant to Regulation 53 in Table A (which clause is embodied in the Articles of Association of the Company) for all purposes be as valid and effective as if the same had been passed as special resolutions at a general meeting of the Company duly convened and held

- 1 That all the 20,000 A Ordinary Shares of £1.00 in the capital of the Company which have been issued to and registered in the name of Frontier Plastics Limited and which had converted into 20,000 Convertible Preference Shares in the Company by virtue of Article 2B.2 be converted to 20,000 Ordinary Shares of £1.00 ranking pari passu with the other Ordinary Shares in the Company in every way.
- 2 That the Articles of Association of the Company be amended in the following manner
  - 2.1 By the deletion of Article 2A and the insertion of the following new Article in its place
    - 2A The Capital of the Company is £37,500 divided into

30,000 Ordinary Shares of £1.00 each ('Ordinary Shares') 7,500 Convertible Redeemable Shares of £1.00 each ('Redeemable Shares') "

- 2.2 By the deletion of Article 2B in its entirety
- 2.3 By the deletion of Article 2C in its entirety
- 2.4 By the deletion of the words "to rank pari passu with the Preference Shares" from Articles 2D.1 and Article 2D.2
- 2.5 By deleting from the first paragraph of Article 2E the words "both of the Preference Shares and"

SIGNED BY

Nigel Harris

John Harris Director of Frontier Plastics Limited

COMPANIES HOUSE

08/01/04