

No. 3246469

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

RESOLUTION OF
OXFORD APPLIED GENETICS LIMITED

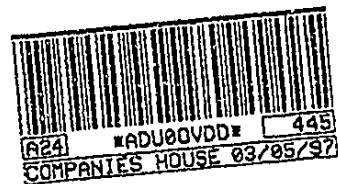
PASSED 30 April 1997

At an Extraordinary General Meeting of the above named Company duly convened and held at 80 Milton Park, Abingdon on 30 April 1997 at 5.00am/pm the following Resolutions were passed.

ORDINARY RESOLUTIONS

(1) THAT:

- (a) the authorised share capital of the Company be and is now increased to £4,650,000 by the creation of a further 2,780,000 Ordinary Shares of £1 each and by the creation of 1,200,000 Preference Shares of £1 each carrying the rights and being subject to the restrictions set out in the Articles of Association to be adopted pursuant to Resolution (2)(b) below; and



- (b) the Directors be and they are now generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80) up to an aggregate nominal amount of £3,980,000 being the authorised but as yet unissued share capital of the Company PROVIDED THAT this authority shall expire five years from the date of 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, in which case the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority now conferred had not expired.

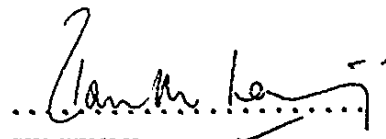
SPECIAL RESOLUTIONS

(2) THAT:

- (a) the Directors shall be empowered for a period expiring five years from the date of passing of this resolution to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company pursuant to the authority conferred by paragraph (c) of this resolution as if Section 89(1) of the Act did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power; PROVIDED THAT such power shall subject as aforesaid cease to have effect when the said authority is revoked or would if not renewed expire but if that authority is renewed the said power may

also be renewed for a period no longer than that for which the authority is renewed by a Special Resolution of the Company passed in General Meeting; and

- (b) The regulations contained in the document now produced to the meeting and signed by the Chairman be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.


CHAIRMAN