

RESOLUTIONS

OF

ACAM HOLDINGS (UK)
Registered No. 3366621

At an extraordinary general meeting of the above-named Company duly convened and held on 21 July, 2004 the following resolutions were passed as special resolutions:

Special Resolutions

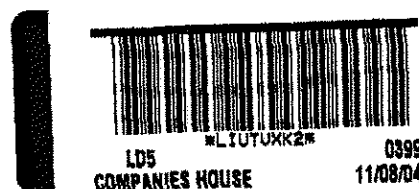
The following special resolutions were put to the meeting:

1. **THAT:**

- (A) the authorised share capital of the Company be and is hereby increased by US\$1,000 by the creation of 1,000 new ordinary shares of US\$1 each, such shares to have the rights and be subject to the restrictions specified in the Articles of Association of the Company (as amended by resolution 2. below);
- (B) the Board be and is hereby generally and unconditionally authorised in substitution for all subsisting authorities to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to the amount of the existing but unissued ordinary sterling share capital and an aggregate nominal amount US\$1,000 provided that this authority shall expire on the fifth anniversary of the date 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 and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and
- (C) the Board be and is hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of said Act) for cash pursuant to the authority conferred by paragraph (B) of this resolution 1. as if subsection (1) of Section 89 of the said Act did not apply, to any such allotment.

2. **THAT** the Articles of Association of the Company be and are hereby with immediate effect amended by the substitution of the existing Article 3A with the following:

- "3A. (A) The authorised share capital of the company is US\$1,000 divided into 1,000 ordinary shares of US\$1 each ("**US Dollar Shares**") and £1,000 divided into 1,000 ordinary shares of £1 each ("**Sterling Shares**") (together the "**ordinary shares**"). Except to the extent otherwise stated



in these articles, all of the ordinary shares shall rank *pari passu* with one another.

- (B) Subject to the rights of any class of shares ranking in priority thereto, the holders of US Dollar Shares and the holders of Sterling Shares shall be entitled to participate *pari passu* in any distribution (whether by way of dividend, on a winding-up of the company or on a return of capital, including, without limitation, from the capital redemption reserve and share premium account, or otherwise) in proportion to the relative value of the amounts paid up on such shares and, for the purpose of calculating such value, the directors (or, in the case of distribution in a liquidation, the liquidator) may adopt such rate of exchange between the pound sterling and the US dollar, at such date, as the directors, in their absolute discretion, (or, as the case may be, the liquidator, in his absolute discretion,) may consider appropriate.
- (C) All distributions (whether by way of dividend, on a winding-up of the company or on a return of capital, including, without limitation, from the capital redemption reserve and share premium account, or otherwise) and all calls in respect of the US Dollar Shares and the Sterling Shares shall be paid in such currency as the directors, in their absolute discretion, (or, in the case of a distribution in a liquidation, the liquidator, in his absolute discretion,) may consider appropriate."

3. THAT pursuant to Article 4A of the Articles of Association and subject to the passing of resolutions 1. and 2. above, the paid up share capital of the Company be reduced by the amount of £256, such reduction to be effected by the cancellation of all of the issued ordinary shares of £1 each in the capital of the Company and the reserve arising as a result of such reduction of capital being applied in paying up in full at par 471 new ordinary shares of US\$1 each in the capital of the Company which shall be allotted and issued credited as fully paid to Amersham plc and 1 new ordinary share of US\$1 in the capital of the Company which shall be allotted and issued credited as fully paid to Amersham Health UK Limited.


Director

Date: 21 July 2004

