

**THE COMPANIES ACT 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**KuDOS PHARMACEUTICALS LIMITED**

**COMPANY NUMBER : 3479984**

Pursuant to article 18 2 of the above Company's articles of association, we, the undersigned, being the sole Member of the Company for the time being entitled to receive notice of, attend and vote at the General Meetings, herewith unanimously pass the following Resolutions as Ordinary Resolutions and agree that the said Resolutions shall for the purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

It was NOTED

THAT written notices had been received from AstraZeneca UK Limited ("AZUK") in its capacity as A and B Ordinary shareholders exercising a right pursuant to the articles of association to convert its A and B Ordinary shares to Ordinary Shares

THAT the Company has accrued dividends on the B Ordinary Shares payable to AZUK and that the outstanding amount of the accrued dividend is cancelled in consideration for the allotment and issue of Ordinary Shares

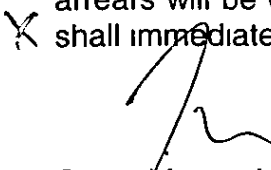
THAT articles 8 1 and 8 2 of the Company's articles of association give general and unconditional authority to the Company's directors to issue and allot shares for a period up to 30 June 2010.

It was RESOLVED

THAT the A Ordinary Shares held by AZUK should be converted into Ordinary Shares pursuant to a notice (under article 5 5 of the Company's articles of association) received on 31 December 2006

THAT the B Ordinary Shares held by AZUK should be converted into Ordinary Shares pursuant to a notice (under article 5 1 of the Company's articles of association) received on 31 December 2006

THAT, pursuant to article 5 11 of the articles of association, the dividend arrears will be capitalised into 260,226 Ordinary Shares, which the Company shall immediately allot and issue in a meeting of the Board of Directors

  
Signed for and on behalf of AstraZeneca UK Limited  
(the sole member of KuDOS Pharmaceuticals Limited)

Dated 31 December 2006

FRIDAY



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03/08/2007  
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03/05/2007  
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