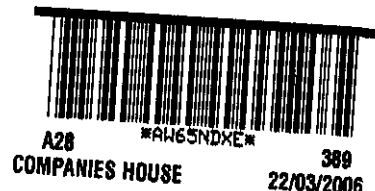


THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF



OXFORD GENOME SCIENCES (UK) LIMITED (the "Company")

We, being all the members entitled to attend and vote at general meetings of the Company, **HEREBY RESOLVE AND AGREE** that the following Resolutions (which would otherwise be required to be passed as Special Resolutions) are hereby passed as Written Resolutions pursuant to Section 381A Companies Act 1985 and the articles of association of the Company.

1. Approval of share allotment and share subscription and exclusion of pre-emption rights

1.1. That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £90,747.06 at any time during the period of five years from the date hereof.

1.2. That by virtue of section 95(1) of the Companies Act 1985, section 89(1) of the Companies Act 1985 shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution.

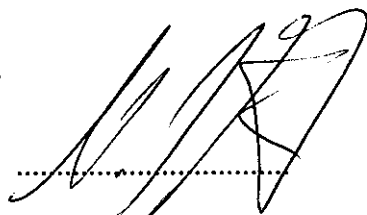
2. Amendment of articles of association

That, pursuant to section 9 of the Companies Act 1985, the articles of association of the Company be altered by deleting the present article 7.2 and replacing it with the following new article 7.2:

"7.2 Notwithstanding the provisions of Article 7.1 and subject to Article 7.5, the number of votes attaching to the issued A Ordinary Shares shall be the greater of (i) one vote per A Ordinary Share, or (ii) 16.67 per cent of the voting rights attaching to all shares in the capital of the Company (each A Ordinary Share having a relative proportion of such voting rights)."

Christian Rohlf

Signature:

A handwritten signature in black ink, appearing to be 'CR', written over a dotted line.

Date of Signature: 11/11/2006