

Company Number: 5123966

THE COMPANIES ACT 1985, AS AMENDED

COMPANY LIMITED BY SHARES

**NOTICE OF PASSING OF A
WRITTEN RESOLUTION**

of

CMP THERAPEUTICS LIMITED

("Company")



PASSED 6th July 2005

On 6th July 2005 the following resolution was duly passed as a written resolution in accordance with sections 381A and 381B of, and paragraphs 5 or 6 (as appropriate) of Part II of Schedule 15A to, the Companies Act 1985 by all of the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company.

WRITTEN RESOLUTION

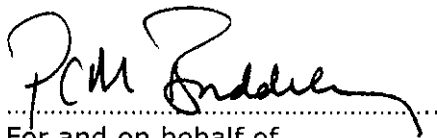
THAT:-

- (1) the authorised share capital of the Company, be and it is hereby increased from £10,000 to £10,165.08 by the creation of 16,508 Ordinary Shares of 1p each having the rights and restrictions as set out in the Company's Articles of Association;
- (2)
 - (A) the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for the period expiring on 1st July 2010 unless renewed varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be £165.08;
 - (B) the Directors shall be entitled under the authority conferred by paragraph (A) of this Resolution or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority;
- (3) the Directors shall be empowered for a period of expiring on 1st July 2010 to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company pursuant to the authority conferred by paragraph (3) (A) 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 of not longer than that for which the authority is renewed by a Special Resolution of the Company passed in General Meeting; and

- (4) the Articles of Association of the Company be amended by deleting the existing Article 4 and replacing it with the following:

The authorised share capital of the Company is £10,165.08 divided into 1,016,508 Ordinary Shares of 1p each. .



For and on behalf of
ALDWYCH SECRETARIES LIMITED
Company Secretary