

AVECIA FINE CHEMICALS LIMITED

(Registered No. 5369235)

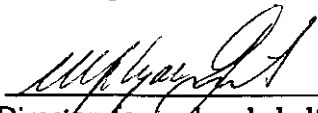
WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER

We, the undersigned, being the sole shareholder of Avecia Fine Chemicals Limited (the "**Company**") entitled to attend and vote at general meetings of the Company as at the date of this resolution **HEREBY RESOLVE** that the following resolution be and is hereby passed by way of written resolution in accordance with Article 13 of the Articles of Association of the Company:

WRITTEN RESOLUTION

"**THAT:**

- (a) the authorised share capital of the Company be and is hereby increased by £11,500,000, by the creation of 11,500,000 ordinary shares of £1.00 each, each ranking *pari passu* and each subject to the rights and obligations set out in the articles of association of the Company;
- (b) in substitution for any existing power under section 80 of the Act, but without prejudice to the exercise of any such authority prior to the passing hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot all of the authorised but unissued shares in the capital of the Company such authority to expire five years from the date of the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired; and
- (c) in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the above authority given in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire five years from the date of the passing hereof but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.



Director, for and on behalf of
(attorney) Avecia Limited

Dated: 16 September 2005

