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00135031

ALMAC SCIENCES LIMITED

Company Number NI 41550

Private company limited by shares

WRITTEN RESOLUTION

Pursuant to Articles 48 and 49 of the Companies  
(No.2) (Northern Ireland) Order 1990

DEPARTMENT OF FINANCE  
TRADE & INVESTMENT  
COMPANIES REGISTRY

18 NOV 2005

COUNTER RECEIVED

Pursuant to Article 389A of the Companies (Northern Ireland) Order 1986 (as amended by Article 48 of the Companies (No.2) (Northern Ireland) Order 1990) the following resolutions are hereby passed as Written Resolutions of the Company:

Ordinary Resolution

1. THAT the directors be and they are generally and unconditionally authorised for the purposes of article 90 of the Companies (Northern Ireland) Order 1986 (the "Order") to exercise all the powers of the Company to allot relevant securities (within the meaning of that article) up to an aggregate nominal amount equal to the unissued ordinary share capital of the Company from time to time provided that this authority is for a period expiring five years from the date of this resolution but 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 directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

Special Resolution

2. THAT, subject to the passing of the previous resolution, the directors be and they are empowered pursuant to article 105 of the Order to allot equity securities (within the meaning of article 104(2) and article 104(3) of the Order) wholly for cash pursuant to the authority conferred by the previous resolution as if article 99(1) of the Order did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount equal to the unissued ordinary share capital of the Company from time to time;

and shall expire five years from the date of this resolution, save that the Company may, before such expiry make an offer or agreement which would

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or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

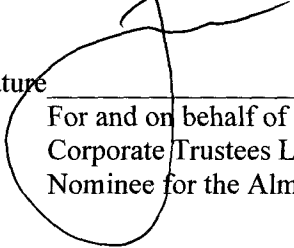
This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 104(3) of the Order as if in the first paragraph of this resolution the words "pursuant to the authority conferred by the previous resolution" were omitted; and

3. THAT we, the undersigned, being registered holders of the issued ordinary shares of £1 each in the capital of the Company do hereby waive all and any rights of pre-emption on the transfers of shares in the Company, whether conferred upon us in Article 4 of the Company's Articles of Association or otherwise, so as to permit the Company to carry out its obligations under a share exchange agreement to be entered into on or about the date hereof between Allen McClay, Halifax Corporate Trustees Limited (as nominee for Alhow SIP members), Halifax Corporate Trustees Limited (as nominee for Almac Trustees Limited, the trustee of the Alhow Employee Benefit Trust) (1) and the Company (2).

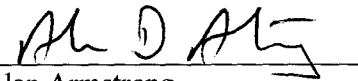
SIGNED by, or by the duly authorised representatives on behalf of, all the members of the Company who at the date of the resolution (being the date when the resolution was signed by, or on behalf of, the last person to sign) would be entitled to attend and vote at a General Meeting of the Company had the resolution been presented to such a meeting:

Signature   
Allen McClay

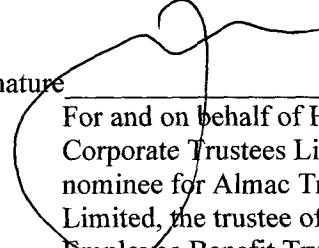
Date of Signature 19<sup>th</sup> OCTOBER 2005

Signature   
For and on behalf of Halifax  
Corporate Trustees Limited (as  
Nominee for the Almac SIP members)

Date of Signature 19<sup>th</sup> OCTOBER 2005

Signature   
Alan Armstrong

Date of Signature 19<sup>th</sup> OCTOBER 2005

Signature   
For and on behalf of Halifax  
Corporate Trustees Limited (as  
nominee for Almac Trustees  
Limited, the trustee of the Almac  
Employee Benefit Trust)

Date of Signature 19<sup>th</sup> OCTOBER 2005