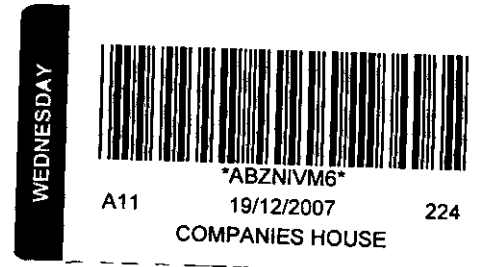


PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

**EVOTEC (SCOTLAND) LIMITED
("Company")**



Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company

SPECIAL RESOLUTION

1. **That** the articles of association of the Company be and are hereby amended by the replacement of the existing article 5 with the following article

"The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it "

ORDINARY RESOLUTION

2. **That** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the documents and transactions referred to below which the Company is proposing to enter into in connection with the proposed amended and restated credit agreement to be entered into between (1) Aptuit Inc as US borrower (2) Aptuit (Deeside) Limited and Aptuit (Edinburgh) Limited as UK borrowers (together the "**UK Borrowers**") (4) Aptuit Holdings Inc as guarantor (5) the lenders party thereto from time to time ("**Lenders**") (6) General Electric Capital Corporation as administrative agent and collateral agent ("**Collateral Agent**") (7) Citicorp North America Inc and Wachovia Bank National Association as co syndication agents and (8) JP Morgan Chase Bank NA as documentation agent pursuant to which the Lenders will amongst other things extend the existing loan facilities made available to the UK Borrowers be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into such of the following documents and transactions to which the Company is or is to become a party
 - 2 1 an amended and restated guarantee to be executed by the Company in favour of the Collateral Agent guaranteeing the obligations of the UK Borrowers under the Credit Agreement, and
 - 2 2 a floating charge to be executed by the Company in favour of the Collateral Agent as security for the obligations of the Company under the Loan Documents (as defined in

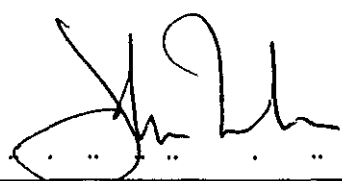
the Credit Agreement)

Circulation date: 27 NOVEMBER 2007

Registered office: TODD CAMPUS
WEST OF SCOTLAND SCIENCE PARK
ACRE ROAD
GLASGOW
G20 0XA

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolution[s], irrevocably agree to such resolutions

Name of corporate member	APTUIT (EDINBURGH) LIMITED <i>Block capitals please</i>	
Name and position of signatory.	JOHN FIKRE DIRECTOR <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:		

Dated 30 NOVEMBER 2007