

05-11-96

Company Number 3089755

THE COMPANIES ACT 1986  
COMPANY LIMITED BY SHARES

ORDINARY and SPECIAL RESOLUTIONS  
of  
ASTON SCIENCE PARK LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Aston Science Park, Love Lane, Birmingham, B7 4BJ on the 11 day of October 1996, the following Resolutions were passed, as to Resolutions 1, 2 and 3 as Ordinary Resolutions, and as to Resolutions 4, 5 and 5 as Special Resolutions:

ORDINARY RESOLUTIONS

Resolution 1

That :-

- (1) the 1 (one) Ordinary Share of £1 (one pound) in the capital of the Company which at the time of the passing of this resolution are registered in the name of Richard Michael Green be reclassified as 1 B Ordinary Share of £1 (one pound);
- (2) the 1 (one) Ordinary Share of £1 (one pound) in the capital of the Company which at the time of the passing of this resolution are registered in the name of Derek William Harris be reclassified as 1 (one) B Ordinary Share of £1; and
- (3) the 9,998 (nine thousand, nine hundred and ninety-eight) Ordinary Shares of £1 (one pound) each in the capital of the Company which at the time of the passing of this resolution are unissued be reclassified as 9,998 (nine thousand, nine hundred and ninety-eight) B Ordinary Shares of £1 (one pound) each;



such shares having the respective rights and being subject to the respective restrictions attaching thereto under the new Articles of Association of the Company adopted pursuant to Resolution 6 below

**Resolution 2**

That the authorised share capital of the Company be increased to £50,000 (fifty thousand pounds) by the creation of 23,000 (twenty-three thousand) new A Ordinary Shares of £1 (one pound) each and 17,000 (seventeen thousand) new B Ordinary Shares of £1 (one pound) each

**Resolution 3**

That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to but not exceeding an aggregate nominal amount of £50,000 (fifty thousand pounds), provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date of this resolution ("period of authority") save that the Company may before the expiry of the period of authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allow relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred had not expired and that all previous general authorities granted to the Directors pursuant to Section 80 of the Act (or the statutory provisions of which that is a re-enactment) be hereby revoked

## **SPECIAL RESOLUTIONS**

### **Resolution 4**

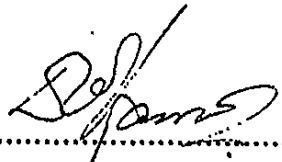
That subject to the passing of the above Resolutions the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities for cash pursuant to the general authority conferred upon them under Resolution 3 above as if Section 89(1) of the Act did not apply to any such allotment and so that the power conferred by this paragraph shall enable the Company to make any offer or agreement before the expiry of the period of authority which would or might require equity securities to be allotted after the expiry of such period and so that notwithstanding such expiry the Directors may allot equity securities pursuant to any such offer or agreement previously made by the Company as if the power conferred hereby had not expired PROVIDED however that the power shall expire at the conclusion of five years following the passing of this resolution except to the extent that the same is renewed or extended on or before that date

### **Resolution 5**

That the Memorandum of Association of the Company be amended by deleting clauses 1 to 5 of the said Memorandum and by substituting in lieu thereof new clauses 1 to 5 as set out in the Memorandum of Association already prepared, a copy whereof has been initialled for the purpose of identification by the Chairman

### **Resolution 6**

That the existing Articles of Association shall no longer apply to the Company, and that in lieu thereof, the Articles of Association already prepared, a copy whereof has been initialled for the purpose of identification by the Chairman, be adopted as the new Articles of Association of the Company



CHAIRMAN