

06 - 11 - 98

Registered Number: 3625145

THE COMPANIES ACTS

SOLEXA LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY/SPECIAL RESOLUTIONS

IN WRITING

In accordance with article 16 of the Company's articles of association we, all the members of the Company who would, at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present HEREBY RESOLVE in writing as follows:-

ORDINARY RESOLUTION

1. THAT, the authorised share capital of the Company be increased from £100 divided into 100 ordinary shares of £1 each to £5,000 by the creation of 4,900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each of the Company.

SPECIAL RESOLUTIONS

2. THAT, each ordinary share of £1 each be forthwith sub-divided into 400 ordinary shares of 0.25p each.
3. THAT, the regulations contained in the document produced to the meeting (for the purpose of identification marked "A" and signed by the Chairman of the meeting) be approved and adopted with effect from the termination of this meeting as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

ORDINARY RESOLUTION

4. THAT, the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within

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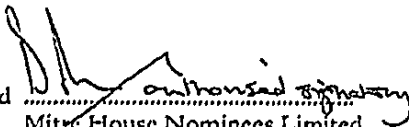


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the meaning of section 80 Companies Act 1985 as amended) up to an aggregate nominal amount of £5,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 5 years after the date of the passing of this resolution, save that 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 as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

5. THAT, subject to the passing of resolution 4 above, the directors be and they are hereby empowered pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) pursuant to the authority conferred by resolution 4 as if section 89(1) Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £5,000 and shall expire on 5 years after the date of the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Signed  authorised signatory Date...12/10/98
Mitre House Nominees Limited

Presented by:

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