

Company Number: 227531

Beecham Group p.l.c.

The following RESOLUTION was passed as an Ordinary Resolution of the Company at an Extraordinary General Meeting of the Company held at New Horizons Court, Brentford, Middlesex TW8 9EP on 22 December 1998:

Ordinary Resolution - Directors' Authority to Allot Shares

"THAT the directors be and they are hereby generally and unconditionally authorised pursuant to s 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount [equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution] provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied [save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority]."


Secretary

