

BEECHAM GROUP p.l.c.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Barbican Centre, Silk Street, London, E.C.2., on 20th June 1989 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:

(A) For the purpose of giving effect to the Scheme of Arrangement dated 24th May 1989 (the "Scheme") and circulated with the Notice convening this Meeting:

(a) each ordinary share of 25p in the capital of the Company shall at 9.00 a.m. (London time) on the Effective Date as defined in the Scheme be subdivided into one A Share of 20p and one B Share of 5p having attached thereto the following rights and restrictions:

- (i) as regards income, the holders of the B Shares shall be entitled to receive out of the profits which the Company may determine to distribute in respect of any financial year, a sum not exceeding £10 for each B Share held;
- (ii) as regards capital, the holders of the B Shares shall be entitled to receive on a return of assets in a winding-up or otherwise, a sum not exceeding £100 for each B Share held;
- (iii) as regards voting, the holders of the B Shares shall not be entitled to receive notice of, nor to attend or vote at, any general meeting of the Company; and
- (iv) subject as aforesaid, as between the A Shares and the B Shares, all dividends shall be apportioned and paid and on a return of assets on a winding-up all distributions shall be made *pro rata* according to the nominal amounts of the A Shares and the B Shares respectively.

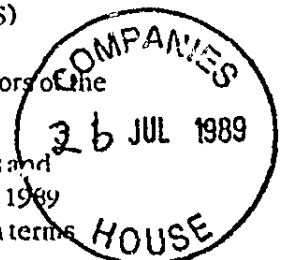
(b) the capital of the Company be reduced by cancelling the A Shares and the B Shares resulting from the subdivision of the Beecham Shares (as defined in the Scheme) and upon such reduction of capital taking effect:

- (i) the capital of the Company be increased to its present amount of £250,000,000 by the creation of such number of A Shares of 20p each and B Shares of 5p each as shall be equal to the number of A Shares and B Shares respectively cancelled as aforesaid; and
- (ii) the credit arising upon the aforesaid cancellation of capital be applied in paying up in full the shares to be so created which shall be allotted, credited as fully paid up, to SmithKline Beecham p.l.c. and/or its nominees;

(B) the Directors be hereby authorised for the purposes of Section 80 of the Companies Act 1985 to effect the allotment of the shares resulting from the subdivision or created pursuant to this Resolution provided that (i) the maximum nominal amount of shares which may be allotted hereunder is £250,000,000; (ii) this authority shall expire on 31st March 1990; and (iii) this authority shall be without prejudice to any other authority under the said Section 80 previously granted and in force on the date on which this Resolution is passed;

(C) the Transaction Agreement dated as of 11th April 1989 between SmithKline Beecham p.l.c., SmithKline Beckman Corporation, the Company and SKB (US) Corporation relating to the proposed merger of the Company and SmithKline Beckman Corporation (with such modifications or amendments as the Directors of the Company shall determine) be and is hereby approved; and

(D) this meeting hereby approves the sale of the Beecham Group's cosmetics and fragrance businesses referred to in the Explanatory Statement dated 24th May 1989 circulated to shareholders with the Notice convening this Meeting upon such terms and to such persons as the Directors of the Company may approve.



*Certified true copy*  
*J. Balfour*