

19 - 09 - 95

Company No 284385

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
LILLY INDUSTRIES LIMITED

Pursuant to section 381A of the Companies Act 1985

Passed 11 September 1995

We the undersigned, being the sole member of the above-named company, HEREBY PASS the following SPECIAL AND ELECTIVE RESOLUTIONS and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the company duly convened and held.

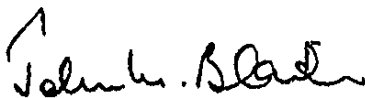
SPECIAL RESOLUTION

- 1 THAT the Articles of Association of the company be altered as follows:
 - (a) by deleting the last sentence of Article 70; and
 - (b) by deleting the last sentence of Article 85.

ELECTIVE RESOLUTIONS

- 2 THAT pursuant to section 366A of the Companies Act 1985 the company hereby dispenses with the holding of annual general meetings in 1995 and in subsequent years until this authority is revoked.
- 3 THAT pursuant to section 252 of the Companies Act 1985 the company hereby dispenses with the laying of accounts and reports before the company in general meetings.
- 4 THAT pursuant to section 386 of the Companies Act 1985 the company dispenses with the requirements to appoint auditors annually and to authorise the directors annually to fix the auditors' remuneration.

For and on behalf of
Eli Lilly Group Limited



Authorised signatory

