

No. 329102


THE COMPANIES ACT 1985 (AS AMENDED) (the "Act")

Abbott Laboratories Limited (the "Company")

WRITTEN RESOLUTIONS PURSUANT TO SECTION 381A OF THE ACT

We, Abbott (UK) Holdings Limited, being the sole member of the Company who at the date of these resolutions would be regarded for the purpose of section 381A of the Act as entitled to attend and vote at general meetings of the Company, declare that, pursuant to section 381A of the Act, the following written resolutions shall have effect as if the same had been passed as special resolutions at a general meeting of the Company duly convened and held:

1. THAT the Company's authorised share capital be and hereby is increased to £540,001 by the creation of 1 additional ordinary share of £1 each;
2. THAT, pursuant to section 80 of the Act, the directors be and hereby are authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal value of £1 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed 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 that the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.


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for and on behalf of Abbott (UK) Holdings Limited

30th November 2005

