

BOOTS THE CHEMISTS LIMITED

WRITTEN RESOLUTIONS


We, the undersigned, being all the Members of the Company who at the date hereof would be entitled to receive notice of and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

1. as a SPECIAL RESOLUTION: THAT the regulations set forth in the printed document attached to this written resolution and for the purposes of identification signed by all the Members BE APPROVED AND THAT the said new Articles of Association BE ADOPTED as the Articles of Association of the Company, in substitution for and to the exclusion of all the existing Articles thereof.

Signature:


I A Hawtin

Signature:


S Fennell

Name:

The Boots Company
PLC

Name:

The Boots Company
(Nominees) Limited

Duly authorised for
and on behalf of:

Duly authorised for
and on behalf of:

Date of Signature:

19TH DECEMBER 1997

Date of Signature:

19TH DECEMBER 1997



FOR + ON BEHALF OF
THE BOOTS COMPANY PLC

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

Spencer

FOR + ON BEHALF OF
THE BOOTS COMPANY
(NOMINEES) LIMITED

- of -

BOOTS THE CHEMISTS LIMITED

(Company Number 928555)

Adopted by Special Resolution passed on 19th December, 1997

1. PRELIMINARY

Subject as hereinafter provided, the Regulations contained in or made applicable by Table A in the Companies (Tables A to F) Regulations 1985 shall apply to the Company. If, and for so long as, the Company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

2. TRANSFER OF SHARES

Regulation 24(c) of Table A shall not apply.

3. WRITTEN RESOLUTIONS

Regulation 53 of Table A shall not apply. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at meetings of the Company (or, if any such member is a company or corporation, signed on its behalf by any director or the secretary thereof) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several instruments in like form each signed by (or on behalf of) one or more members. In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of this Regulation.

4. CORPORATE REPRESENTATIVES

Notwithstanding section 375 of the Act any director or the secretary of any member (such member being itself a company or corporation) may act as that member's duly authorised representative at any meeting of the Company or the member may, by notice in writing in any form signed on the member's behalf by any director or the secretary of that member, appoint any other person to be the member's duly authorised representative at any such meeting.

5. APPOINTMENT AND REMOVAL OF DIRECTORS

So long as there is a majority holder (meaning any member registered as holding a majority in nominal value of the issued ordinary share capital of the Company), Regulations 73 to 80 (inclusive) of Table A shall not apply.

The majority holder shall have power at any time and from time to time, by notice to the Company in writing in any form:-

- i) to appoint any person a director or secretary of the Company; and/or
- ii) to remove any director or secretary of the Company from office.

Where the majority holder is a company or corporation, such notice shall be in writing signed on its behalf by any director or the secretary thereof.

FOR: ON BEHALF OF
THE BOOTS COMPANY PLC

Spinnell
FOR: ON BEHALF OF
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(NOMINEES) LIMITED

6. PENSIONS ETC

Regulation 87 of Table A shall not apply.

In relation to past and present directors and employees and their families or dependants or any of them, the directors may as they think fit (or as the Company may direct):-

- a) establish and maintain pension, superannuation, insurance and similar schemes;
- b) contribute to associations or funds which may benefit any such persons, and/or
- c) pay expenses and contributions and do such other things in relation to such schemes, associations or funds.

7. PROCEEDINGS AT GENERAL MEETINGS

For all purposes of these articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly. If, and for so long as, the Company has only one member, that member or a proxy for that member, or a duly authorised representative of a corporation shall be a quorum at any general meeting of the Company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

8. PROCEEDINGS OF DIRECTORS

All or any of the directors may participate in any meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

9. POWERS AND DUTIES OF DIRECTORS

Subject to the provisions of Section 317 of the Act as to disclosure of interest, a director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the directors at which such contract or arrangement is considered and, accordingly, Regulations 94, 95 and 96 of Table A shall not apply.

10. DIVISIONAL DIRECTORS

- a) The directors may decide that the business of the Company (or any part or parts thereof) may be carried on as a division or divisions of the Company and may discontinue or amalgamate any such division.
- b) The directors may constitute a divisional board of each division and appoint divisional directors to manage the affairs of such division. All such divisional directors shall be appointed and removed by the directors as they may think fit (or as the Company may direct).
- c) The directors may delegate to a divisional board with powers to sub-delegate) such of their powers, authorities and discretions in relation to that division and on such terms and conditions as they may think fit.
- d) A divisional director shall not be constituted a director of the Company by reason only of holding the position of divisional director.