

The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

GLAXO WELLCOME plc

Passed: 31st July 2000

At an EXTRAORDINARY GENERAL MEETING of the Company held on Monday, 31st July 2000, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

THAT:

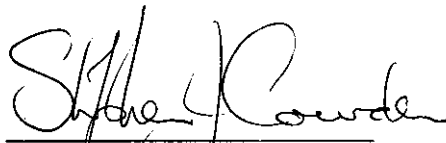
- (1) for the purpose of giving effect to the Scheme of Arrangement dated 5th July 2000 (the "Scheme") between the Company and the holders of Glaxo Wellcome Scheme Shares (as defined in the Scheme) and between SmithKline Beecham plc and the holders of SmithKline Beecham Scheme Shares (as defined in the Scheme) in its original form of with or subject to any modification, addition or condition approved or imposed by the Court:
 - (i) the share capital of the Company be reduced by cancelling and extinguishing all the Glaxo Wellcome Scheme Shares (as defined in the Scheme);
 - (ii) forthwith and contingently on such reduction of capital taking effect:
 - (a) the share capital of the Company be increased to its former amount by the creation of such number of new ordinary shares of 25 pence each as shall be equal to the number of Glaxo Wellcome Scheme Shares cancelled pursuant to paragraph (i) above; and
 - (b) the reserve arising in the books of account of the Company as a result of the cancellation of the Glaxo Wellcome Scheme Shares be applied in paying up in full at par the new ordinary shares of 25 pence each referred to in paragraph (ii) (a) above, such new ordinary shares to be allotted and issued credited as fully paid to GlaxoSmithKline plc ("GlaxoSmithKline") and/or its nominee(s); and

- (iii) the directors of the Company be hereby authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to give effect to this resolution and accordingly to effect the allotment of the new ordinary shares referred to in paragraph (ii) above, provided that (a) this authority shall expire on 31st December 2000, (b) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be £1,107,750,000 and (c) this authority shall be without prejudice to any authority under the said section 80 previously granted before the date on which this resolution is passed; and
- (2) The articles of association of the Company be hereby amended by the adoption and inclusion of the following new article 147:

"Shares not subject to Scheme of Arrangement

- 147 (A) In this article, references to the "Scheme" are to the Scheme of Arrangement between the Company and the holders of Glaxo Wellcome Scheme Shares (as defined in the Scheme) and between SmithKline Beecham plc and the holders of SmithKline Beecham Scheme Shares (as defined in the Scheme) dated 5th July 2000 under section 425 of the Companies Act 1985 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and terms defined in the Scheme shall have the same meaning in the Article.
- (B) If the Company issues any Glaxo Wellcome Shares at or after the Glaxo Wellcome Voting Record Time and prior to 6.00 p.m. on the day before the Order Date such Glaxo Wellcome Shares shall be issued subject to the terms of the Scheme and the holder or holders of such Glaxo Wellcome Shares shall be bound by the Scheme accordingly.
- (C) If any Glaxo Wellcome Shares are issued to any person (a "new member") (other than to GlaxoSmithKline or any nominee of GlaxoSmithKline) on or after the Effective Date they shall, provided that the Scheme has become effective and that GlaxoSmithKline is a member of the Company, be issued and allotted on terms that they shall be immediately transferred to GlaxoSmithKline and /or its nominee(s) in consideration of and conditional on the issue to the new member of such number of GlaxoSmithKline Shares as that new member would have been entitled to had each Glaxo Wellcome Share transferred to GlaxoSmithKline and/or its nominee(s) hereunder been a Glaxo Wellcome Scheme Share at the Scheme Record Time. The GlaxoSmithKline Shares so issued to the new member shall be credited as fully paid and shall rank *pari passu* in all respects with all other GlaxoSmithKline Shares then in issue.
- (D) The number of ordinary shares in GlaxoSmithKline to be issued to the new member under this Article 147 may be adjusted by the directors in such manner as the Company's auditor may determine, on any reorganisation of the share capital of the Company or of GlaxoSmithKline.
- (E) To give effect to any such transfer required by this Article 147, the Company may appoint any person to execute and deliver a form or instruction of transfer on behalf of the new member in favour of GlaxoSmithKline and/or its nominee(s) and to agree for and on behalf of the new member to become a

member of GlaxoSmithKline. Pending the registration of GlaxoSmithKline and/or its nominee(s) as the holder of any share to be transferred pursuant to this Article 147 GlaxoSmithKline and/or its nominee(s) shall be empowered to appoint a person nominated by the directors to act as attorney on behalf of each new member in accordance with such directions as GlaxoSmithKline may give in relation to any dealings with or disposal of such share (or any interest therein), exercising any rights attached thereto or receiving any distribution or other benefit accruing or payable in respect thereof and the registered holder of such share shall exercise all rights attaching thereto in accordance with the directions of GlaxoSmithKline and/or its nominee(s) but not otherwise."



Stephen J. Cowden
Company Secretary