

Registered No. 02332323

RESOLUTION

OF

SETFIRST LIMITED (the "Company")

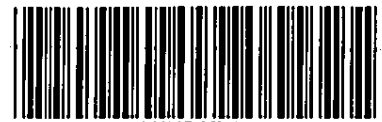
The following resolutions were passed by a written resolution of the Company, resolution 1 as a special resolution and resolution 2 as an ordinary resolution on 30 October 2009:

SPECIAL RESOLUTION

3. **THAT** the current Articles of Association of the Company be amended by the insertion of the following new articles 17, 18 and 19 after the current article 16:

- "17. Subject to the provisions of the Act, the Company may by ordinary resolution:
- (a) declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors; or
 - (b) upon the recommendation of the directors, declare a dividend comprising the distribution of assets to members in accordance with their respective rights, and, where any difficulty arises in regard to such distribution, the directors may settle the same and in particular may (i) issue fractional certificates, (ii) determine that cash shall be paid to a member in lieu of a fractional entitlement to an asset, and (iii) vest any asset or assets to be distributed in trustees.
18. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid (or in the case of a dividend comprising the distribution of assets, made) according to the amounts paid up on the shares on which the dividend is paid (or made). All dividends shall be apportioned and paid (or in the case of a dividend comprising the distribution of assets, made) proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid (or made); but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
19. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give

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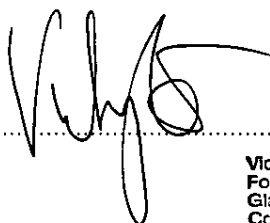
receipts for any dividend or other moneys payable in respect of the share. Any dividend comprising the distribution of assets to members shall be effected in such manner as the directors may determine, with equivalent arrangements in respect of joint holders or joint entitlements as set out in the preceding provisions of this article 19. Regulations 102, 104, 105 and 106 of Table A shall not apply."

ORDINARY RESOLUTION

4. **THAT**, conditional on resolution 1 above being approved, the Company declare a dividend comprising the distribution and transfer of the following assets to its sole shareholder, GlaxoSmithKline Finance plc:

(B) the entire issued share capital of GlaxoSmithKline Holdings (Americas) Inc.,

with such distribution and transfer to be made on terms and at such time as the board of the Company may determine.



Victoria Whyte
For and on behalf of
Glaxo Group Limited
Corporate Director

Date: 30 October 2009