

The Companies Act 1985

Special Resolution
of
ZENECA Group PLC

Passed 18 February 1999

At the Extraordinary General Meeting of the above named Company, duly convened and held at the Royal Lancaster Hotel, Lancaster Terrace, London W2 on 18th February 1999, the following Resolution was passed as a Special Resolution:-

"That conditional upon and with effect from the Merger Offers becoming unconditional and not having been terminated in accordance with their terms the Articles of Association of the Company be and are hereby amended as set out in Schedule A to this Notice of Extraordinary General Meeting".

Dated this 18th day of February 1999



GHR Musker
Secretary



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ZENECA Group PLC

Passed 18 February 1999

At the Extraordinary General Meeting of the above named Company, duly convened and held at the Royal Lancaster Hotel, Lancaster Terrace, London W2 on 18th February 1999, the following Resolution was passed as a Special Resolution:-

"That conditional upon and with effect from the Merger Offers becoming unconditional and not having been terminated in accordance with their terms, and if the Directors shall certify in writing to the Company that resolution 15 below will not take effect in accordance with its terms, the authority conferred on the Directors by Article 5(b) of the Company's Articles of Association be renewed for the period commencing on the date of this Extraordinary General Meeting and expiring on 17 May 2000, and for such period the Section 80 Amount shall be £355,495,781 and the authority conferred on the Directors by Article 5(b) of the Company's Articles of Association be renewed for the period commencing on the date of this Extraordinary General Meeting and expiring on 17 May 2000, and the Section 89 Amount shall be £22,236,631, these authorities are to be in substitution for those granted to the Directors at the Annual General Meeting of the Company held on 22 May 1998".

Dated this 18th day of February 1999



GHR Musker
Secretary