

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

- (a) the ordinary share capital of the Company be reduced by cancelling and extinguishing all the ordinary shares of 25p each in the capital of the Company ("Sterling Shares"), whether issued or authorised but unissued, and the reserve arising as a result of such cancellation be credited to a special reserve account of the Company (the "Zeneca Share Reserve");
- (b) subject to and forthwith upon such reduction of capital taking effect:
 - (i) the authorised share capital of the Company be increased to US\$600,000,000 and £50,000 by the creation of 2,400,000,000 new AstraZeneca Shares of US\$0.25 each (the "Dollar Shares") and by the creation of 50,000 new AstraZeneca redeemable preference shares of £1.00 each (the "Redeemable Preference Shares");
 - (ii) the Zeneca Share Reserve be converted into US dollars at such spot rate of exchange for the purchase of US dollars with pounds sterling at or around 4:00p.m. (London time) on the Record Date as may be selected by the Directors of the Company (the "Selected Rate");



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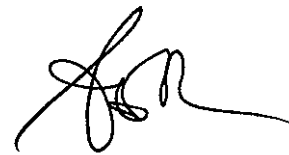
- (iii) the sum standing to the credit of the Zeneca Share Reserve as a result of such conversion (the "US Dollar Reserve") be applied in paying up Dollar Shares in full at par in accordance with paragraph (b)(iv) of this resolution;
- (iv) the US Dollar Reserve be applied so as to pay up in aggregate the Requisite Number of Dollar Shares, such shares to be allotted and issued credited as fully paid to the holders of Sterling Shares on the register of members of the Company at the close of business on the Record Date on the basis of one Dollar Share for each Sterling Share then held;
- (v) as an exception to Article 10, unless the Directors decide otherwise, no new share certificates be completed and delivered in respect of the Dollar Shares to be issued pursuant to paragraph (b)(iv) of this resolution 15; and
- (vi) 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 US\$300,481,058 and, conditional upon and with effect from the Merger Offers becoming unconditional and not having been terminated in accordance with their terms, an additional US\$292,495,781 and for such period the Section 89 Amount shall be US\$11,850,000 and, conditional upon and with effect from the Merger Offers becoming unconditional and not having been terminated in accordance with their terms, an additional US\$10,386,631; 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;
- (vii) The Directors be and are hereby authorised to allot Redeemable Preference Shares up to an aggregate nominal amount of £50,000;
- (viii) the Articles of Association of the Company be and are hereby amended as set out in Schedule B to this Notice of Extraordinary General Meeting.

For the purposes of this resolution 15;

- (i) "Dollar Shares" means ordinary shares of US\$0.25 each in the capital of the Company;

- (ii) "Requisite Number" means the number of Sterling Shares in issue at the close of business on the Record Date; and
- (iii) "Record Date" means the business day immediately prior to the date on which the reduction of capital proposed to be effected by this resolution becomes effective.

Dated this 18th day of February 1999

A handwritten signature in black ink, appearing to be 'GHR Musker', written in a cursive style.

GHR Musker
Secretary