

Company Number: 3738674



THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

**(UK)
ABBOTT HOLDINGS LIMITED**

**MEMBER'S WRITTEN RESOLUTION
PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985**

The following resolution has been agreed to, pursuant to and in accordance with section 381A of the Companies Act 1985, by the undersigned, being the sole member of the Company with effect from the date shown below:

ORDINARY RESOLUTION

1. THAT the authorised capital of the Company be increased by £99,900 to £100,000 by the creation of an additional 99,900 ordinary shares of £1 each having the rights of ordinary shares set out in the Articles of Association of the Company.

SPECIAL RESOLUTIONS

2. THAT the Directors of the Company be generally and unconditionally authorised pursuant to Section 89 of the Companies Act 1985 to exercise all powers of the Company to allot the entire authorised but unissued ordinary shares of £1 each in the Company. This authority will expire 5 years following the passing of this Resolution.
3. THAT the Directors of the Company be empowered pursuant to Section 95 of the Companies Act 1985 to allot shares in the capital of the Company pursuant to the authority conferred by paragraph 2 above as if Section 89(1) and 90(1-6) of the Companies Act 1985 did not apply. This power shall expire 5 years following the passing of this Resolution.
4. THAT the Articles of Association of the Company be altered by the insertion of the following:

"Parent Company Rights

- 18.1 Whenever Abbott Laboratories (the "Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of at least 90 per cent

of the issued ordinary shares of the Company, the following provisions shall apply and, to the extent that these provisions are inconsistent with any other provision of these Articles, the following provisions shall prevail:-

- 18.1.1 the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director (whether or not initially appointed by the Parent Company). If such person has been appointed to an executive office which will automatically cease when he is removed by the Parent Company such removal shall be treated as an act of the Company and shall take effect without restricting or limiting in any way any claim for damages for breach of any contract of service between him and the Company which that person may have;
 - 18.1.2 no unissued shares shall be issued or agreed to be issued or put under option without the prior consent of the Parent Company;
 - 18.1.3 any or all powers of the Directors may be restricted in such respects and to such extent as the Parent Company may by notice to the Company at any time and on any occasion prescribe.
- 18.2 Any appointment, removal, consent or notice made or given under Article 17.1 shall be in writing, signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other authorised person, and shall be sent or delivered to the Company at its registered office. No person dealing with the Company shall be required to see or enquire as to whether the powers of the Directors have been in any way restricted under these Articles or as to whether any requisite consent of the Parent Company has been obtained. No obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffective unless the third party had, at the time, express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction exceeded of the powers of the Directors."

X 

Signed John F. Lussen
Vice President
on behalf of Abbott Universal Ltd.

.....28.5.99.....
Date