

Company Number: 4452715

THE COMPANIES ACT 1985 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

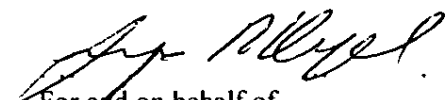
ALLIANCE BOOTS LIMITED

We, being all the members of Alliance Boots Limited (the "Company") who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution

THAT the Company's Articles of Association be amended by inserting the following as a new article 73

Notwithstanding anything otherwise provided in these articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of

- (a) a chargee or mortgagee of any shares,
- (b) any nominee of a chargee or mortgagee of any shares,
- (c) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares, or
- (d) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares


For and on behalf of
AB Acquisitions Limited

Date 18 December, 2007

FRIDAY



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COMPANIES HOUSE