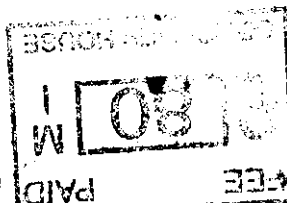


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EUROPEAN ECONOMIC INTEREST GROUPING FORM No.1

**Statement of name, official
address, members, objects
and duration for EEIG whose
official address is in Great Britain**



EEIG1

Please do not
write in
this margin

Pursuant to Articles 5, 6, 7 and 39 of Council Regulation (EEC) No. 2137/85
and Regulation 9 of the European Economic Interest Grouping
Regulations 1989

*Please complete
legibly, preferably
in black type, or
bold block lettering*

To the Registrar of Companies
(Address overleaf)

For official use

CE 207

Name of grouping

* insert full name
of grouping

* PFIZER EUROPE MA EEIG

The official address of the grouping is as stated below

RAMSGATE ROAD, SANDWICH, KENT, ENGLAND

Postcode CT13 9NJ

Ø delete if inappropriate

1. The contract establishing the above named grouping ~~and that contract not being written in English,~~
~~a certified translation of it~~ [is] [are] delivered for registration.
2. The name(s) (include business name if different) and particulars of the members of the grouping
are as follows:

Name PFIZER LIMITED

Registered Number and Place of Registration (if any) 526209 ENGLAND

Legal Form § LEGAL PERSON

Address † RAMSGATE ROAD, SANDWICH, KENT, ENGLAND

Postcode CT13 9NJ

§ Insert "natural
person" if an
individual, "legal
person" if a body
corporate or
"partnership" as
appropriate

Name PFIZER LUXEMBOURG SARL

Registered Number and Place of Registration (if any) B384125 LUXEMBOURG

Legal Form § LEGAL PERSON

Address † 283 ROUTE D'ARLON, L-8011 STRASSEN,
GRAND DUCHY OF LUXEMBOURG

Postcode

† Business address
or registered
office address
as appropriate

Particulars of further members should be given on the prescribed continuation sheet

PLEASE TURN OVER

Presenter's name address, telephone
number and reference (if any) :

COMPANY SECRETARY/
PFIZER
RAMSGATE ROAD
SANDWICH
KENT CT13 9NJ
TEL: 01304 616161

For official Use (02/00)

Post room



A02
COMPANIES HOUSE

0610
10/12/04

Please do not write in this margin

The objects of the grouping are: TO FACILITATE THE BUSINESS ACTIVITIES OF THE MEMBERS AND THEIR AFFILIATED COMPANIES BY APPLYING FOR, HOLDING AND MAINTAINING MARKETING AND OTHER AUTHORIZATIONS, LICENCES AND REGULATORY CONSENTS FOR PHARMACEUTICAL PRODUCTS AND CARRYING OUT OR PROCURING THE CARRYING OUT OF ANY ACTIVITY RELATING THERETO OR OTHERWISE ANCILLARY TO THE BUSINESS OF THE MEMBERS AND THEIR AFFILIATES.

The duration of the grouping (if indefinite this should be noted)
UNLIMITED DURATION

Complete this section only if the form relates to an existing grouping transferring its official address to a place in Great Britain in accordance with Article 14(1) of the EC Regulation.

I attach a copy of _____ as evidence of the publication of the transfer proposal and confirm that no competent authority has opposed the transfer under Article 14(4) of the EC Regulation.

Signed _____ member / on behalf of a member

I, V Kitcatt ~~a member~~ / authorised on behalf of a member of the above grouping, declare that all the requirements of the above Regulations in respects of the registration of the above grouping and of matters precedent and incidental to it have been complied with. This declaration is made by virtue of the provisions of the Statutory Declarations Act 1835.

delete as appropriate

Declared by VICTORIA KITCATT
at WATTON OAKS, DORKING ROAD, TADWORTH
SURREY KT20 7NS, ENGLAND

on 6 December 2004
before me [Signature] STEPHEN J. GALE-BATTEN, SOLICITOR

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Number of continuation sheets attached ☐

If the official address is in England and Wales or Wales this form together with the contract establishing the grouping, a certified translation if the contract is written other than in English and the appropriate fee must be sent to:-

or, if the official address is in Scotland to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP - 4 Edinburgh 2

PFIZER EUROPE MA EEIG FORMATION AGREEMENT

BETWEEN:

- (1) **PFIZER LIMITED**, a legal person registered in England with company number 526209 and whose registered office is at Ramsgate Road, Sandwich, Kent, CT13 9NJ, England; and
- (2) **PFIZER LUXEMBOURG SARL**, a legal person registered in Luxembourg with R.C.S. Luxembourg number B 84 125 and whose office is at 283 Route d'Arlon, L-8011 Strassen, Grand Duchy of Luxembourg.

1. FORMATION

- 1.1 Between the signatories ("the Members") there is hereby established for an unlimited duration a European Economic Interest Grouping ("the Grouping") pursuant to EC Regulation No. 2137/85 of 25th July 1985 and the European Economic Interest Grouping Regulations 1989 (S.I. 1989 No. 638).
- 1.2 The Grouping has full legal personality and capacity with effect from its registration with the Registrar of Companies for England and Wales.
- 1.3 The Members hereby undertake:
 - 1.3.1 to abide by all provisions of this agreement as amended from time to time and in particular to respect and promote the objects of the Grouping as set out in Clause 3;
 - 1.3.2 to pay within 30 days of receiving notice to pay any sum due to the Grouping.

2. NAME AND ADDRESS

The name of the Grouping is "Pfizer Europe MA", followed by the letters "EEIG". The official address of the Grouping shall be Ramsgate Road, Sandwich, Kent, CT13 9NJ, England.

3. OBJECT

The object of the Grouping is to facilitate the business activities of the Members and their affiliated companies by applying for, holding and maintaining marketing and other authorisations licences and regulatory consents for pharmaceutical products and carrying out or procuring the carrying on of any activity relating thereto or otherwise ancillary to the business of the Members and their affiliates.

4. VOTING

- 4.1 Except where unanimity is required by law all decisions of the Members may be taken by a majority of votes.

4.2 The presence of representatives of both Members is required at any meeting but actions that would otherwise require a meeting of the Members may be taken by a written circular resolution setting forth the action to be taken, provided that such resolution is submitted to all Members entitled to vote at such meeting and that such resolution is approved by the same majority that would be required to effect such action at a meeting.

4.3 Meetings may also be held by telephone conference, video conference or any other means by which all participants are able to communicate with each other.

5. APPOINTMENT OF MANAGERS

One or more managers for the Grouping who will be duly authorised to individually represent the Grouping before third parties shall be appointed by the Members.

6. DELEGATION

The Grouping may delegate its practical regulatory and administrative responsibility for marketing authorisations to appropriate individuals in the territories to which the marketing authorisations relate by means of Power of Attorney or other suitable method.

7. GOVERNING LAW

This agreement shall be governed by and construed in accordance with the laws of England, without giving effect to the principles of conflicts of laws. Any dispute arising out of the existence, performance, interpretation or termination of this agreement shall be submitted to the exclusive jurisdiction of the courts of England.

EXECUTED in triplicate on 6 December 2004 **by a duly authorised representative of each of the Members:**

PFIZER LUXEMBOURG SARL

Signature: 

Name: Ivan STEENKISTE

Title: Proxy-Holder

PFIZER LIMITED

Signature: 

Name: Karolyn Fletcher

Title: Legal Director

FILE COPY



**CERTIFICATE OF REGISTRATION OF AN
EUROPEAN ECONOMIC INTEREST GROUPING**

No. GE207

I hereby certify that

PFIZER EUROPE MA EEIG

whose official address is in Great Britain, is this day registered.

Given at Companies House, Cardiff, the 10th December 2004



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —