

Company No. 00329102

ABBOTT LABORATORIES LIMITED

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

18 June 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution").

ORDINARY RESOLUTIONS

Amending the Company's Articles of Association

THAT article 109 of the Company's articles of association be deleted in its entirety and the following new paragraph be substituted therefor

"Subject to the terms of issue of the share in question

(a) *the company may, by ordinary resolution on the recommendation of the directors, and*

(b) *(in the case of an interim dividend) the directors may,*

decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

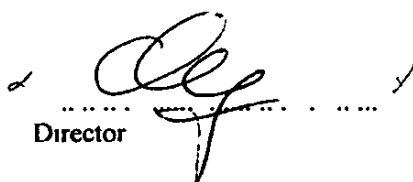
(a) *fixing the value of any assets,*

(b) *paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and*

(c) *vesting any assets in trustees "*

Please read the Notes at the end of this document before signifying your agreement to the Resolution below.

BY ORDER OF THE BOARD


.....
Director

THURSDAY



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AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date **HEREBY IRREVOCABLY AGREE** to the Resolutions

X  X

Name
duly authorised signatory
for and on behalf of
Abbott (UK) Holdings Limited

Dated ...16/6/2012... ..

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to or by returning the signed copy by post to the company's registered office
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document