

07 - 04 - 98

Company Number: 928555

BOOTS THE CHEMISTS LIMITED

We, the undersigned, being the sole member of the Company who at the date hereof is entitled to receive notice of and vote at a general meeting of the Company, HEREBY RESOLVE AS FOLLOWS:

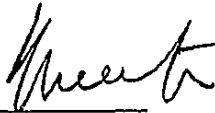
1. AS AN ORDINARY RESOLUTION

THAT the authorised share capital of the Company be increased from £9,750,000 to £709,750,000 by the creation of 700,000,000 additional ordinary shares of £1.00 each.

2. AS AN ORDINARY RESOLUTION

THAT, subject to the passing of Ordinary Resolution 1, the directors be and are hereby authorised to allot relevant securities within the meaning of section 80 of the Companies Act 1985 up to the aggregate nominal amount of £700,000,000 such allotment to be made within 12 months of the date of this resolution.

Signature:


I A Hawtin

Name:

The Boots Company
PLC

Duly authorised for
and on behalf of:

Date of Signature:

27 MARCH 1998

