

RECORD OF WRITTEN SHAREHOLDER RESOLUTIONS

Company number
02903539

THE COMPANIES ACT 2006

PRIVATE COMPANY UNLIMITED WITH SHARES

WRITTEN SPECIAL RESOLUTIONS

OF

W-L (Europe)

(the Company)

UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

Members representing all of the issued share capital of the Company on the circulation date of the written resolutions below passed these resolutions as special resolutions on 24 November 2008:

Special resolutions

That:

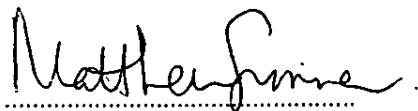
1. The restriction on transfer provided for in the Company's Articles (including without limitation Article 23) be waived in respect of any transfer of the Substantia Shares or the Goedecke Shares or any other shares in the Company as part of the Group Restructuring.
2. All previous transfers of shares in the Company and all connected actions, including registration of such transfers by the Company's directors, be ratified (regardless of whether such transfers and connected actions have been in compliance with the Articles (including without limitation Article 23)).

For the purposes of the resolutions, the below definitions apply:

Group Restructuring means the internal restructuring of the Pfizer group of companies that is being undertaken.

Substantia Shares means the 35,795 ordinary shares of £0.10 each in nominal value in the Company held by Substantia S.A.S. on the date the resolutions were passed.

Goedecke Shares means the 34,660 ordinary shares of £0.10 each in nominal value in the Company held by Goedecke OTC Beteiligungs GmbH on the date the resolutions were passed.



SECRETARY

M. SUMNER

2 DECEMBER 2008

FRIDAY



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05/12/2008

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COMPANIES HOUSE