

Company No. 3639589

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

ELAN GROUP LIMITED

(the "Company")

At an extraordinary general meeting of the Company held on 1 March 1999, the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be and are hereby amended by:

- 1.1 the deletion of the words "Mandatory Transfer Notice or" in Article 147.1.1;
- 1.2 the addition of the word "Voluntary":
 - 1.2.1 after the words "the number of the" in the seventh line of the existing Article 150.7; and
 - 1.2.2 after the words "transfer any" in the first line of the existing Article 150.8;
- 1.3 the deletion in the existing Article 153 of the following definitions:
 - 1.3.1 Board Designated Offeror/Transferee;
 - 1.3.2 Board Designated Offeror/Transferee Price;
 - 1.3.3 Cessation Date;
 - 1.3.4 Compulsory Vendor;
 - 1.3.5 Connected Shareholders;
 - 1.3.6 Employee Beneficiary Offeror;



- 1.3.7 Mandatory Transfer Notice;
- 1.3.8 Offer Notice;
- 1.3.9 Offer Notice Period;
- 1.3.10 PRs;
- 1.3.11 Relevant Transfer Shares;
- 1.3.12 Sale Date;
- 1.3.13 Standstill Period;
- 1.3.14 Transfer Shares;
- 1.3.15 Transferor Designated Offeror/Transferee;
- 1.3.16 Transferor Designated Offeror/Transferee Price; and
- 1.3.17 Trustee in Bankruptcy;
- 1.4 the deletion of the existing Article numbered 149 and the renumbering of the remaining Articles accordingly:



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Chairman