BOOTS HEALTH AND BEAUTY LIMITED

Company No. 3728115

WRITTEN RESOLUTION

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 100 to 2,000,100 by the creation of 2,000,000 additional ordinary shares of £1.00 each.

2. AS AN ORDINARY RESOLUTION

THAT subject to the passing of Ordinary Resolution 1 above, 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 £2,000,000, such allotment to be made within 12 months of the date of this resolution.

Signature

Name:

Director

PAUL FUSSES

For and on behalf of

Boots the Chemists Limited

Date

15th January 2007

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