

Company Number 03890815

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**SmithKline Beecham Holdings (UK) Limited (the "Company")**

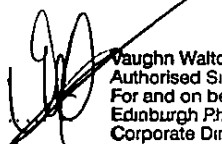
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

THAT, pursuant to section 641(1)(a) of the Companies Act 2006

- (i) the amount standing to the credit of the share premium account of the Company as at 31 October 2010, being £483,702,145, be reduced and cancelled, and
- (ii) the share capital of the Company be reduced by (a) cancelling paid up capital to the extent of 99 95 pence on each of the 11,911,900 issued ordinary shares of £1 each and (b) reducing the nominal value of each issued and unissued ordinary share from £1 to 0 05 pence

By order of the board

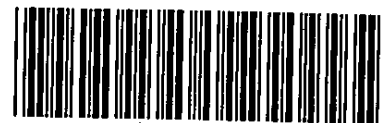
  
Vaughn Walton  
Authorised Signatory  
For and on behalf of  
Edinburgh Pharmaceutical Industries Limited  
Corporate Director

Director/~~Secretary~~

25/11/10

Date

THURSDAY



LD1 \*LFOF2PE8\* 116  
25/11/2010  
COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT  
2006**

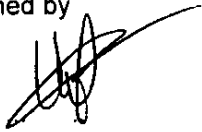
- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 25 November 2010 (the “**Circulation Date**”)
- 3 The procedure for signifying agreement by an eligible member to a written resolution is as follows
  - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolution to which it relates, and
    - (ii) indicating his agreement to the resolution
  - (B) The document must be sent to the company in hard copy form or in electronic form
  - (C) A member's agreement to a written resolution, once signified, may not be revoked
  - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

## AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as a special resolution

Signed by

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

For and on behalf of  
SmithKline Beecham Overseas  
Limited

Date

25/11/10