

Company Number 00928555

Boots UK Limited

(the "Company")

SATURDAY



SOLE MEMBER'S WRITTEN RESOLUTIONS

Circulation Date 24 MARCH 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution and that resolutions 2 and 3 below are passed as ordinary resolutions (the "Resolutions")

SPECIAL RESOLUTION

THAT as the granting by the Company of a guarantee to Boots Pensions Limited as trustee of the Boots Pension Scheme (the "Scheme") (the "Guarantee") in the form annexed (the "Guarantee"), under which the Company would

- (a) guarantee to the trustee of the Scheme punctual performance by the Company, Alliance Boots Holdings Limited, Alliance Boots Services Limited, Alliance Healthcare (Distribution) Limited, Alliance UniChem Limited, BCM Limited, BCM Specials Limited, Boots (Jersey) Ltd, Boots Dentalcare Limited, Boots Health & Beauty Limited, Boots Com Direct Limited, E Moss Limited, OTC Direct Limited and The Boots Company plc (the "Employers") of all of their Guaranteed Obligations (as defined in the Guarantee),
- (b) undertake with the trustee that, whenever the Employers do not pay any amount when due in respect of their Guaranteed Obligations, it must immediately on demand by the trustee pay that amount as if it were the principal obligor, and
- (c) indemnify the trustee immediately on demand against any cost, loss or liability suffered by the trustee if any payment obligation guaranteed by it is or becomes unenforceable, invalid or illegal

would promote the success of the Company for the benefit of the sole member, and would be in the best commercial interests of the Company, the granting of the Guarantee by the Company is hereby approved

ORDINARY RESOLUTIONS

- 1 THAT any actual or potential conflict of interest that may arise by reason of
 - (a) any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any body corporate which is a parent undertaking or subsidiary undertaking (as those terms are defined in section 1162 of the Companies Act 2006) of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which such parent undertaking or subsidiary undertaking is interested, or
 - (b) any existing or future director of the Company being or becoming a trustee or member of any pension scheme of which the Company, a parent undertaking or subsidiary

undertaking of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which such parent undertaking or subsidiary undertaking is interested, is a participating employer,

be and is hereby authorised and ratified

- 2 THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below

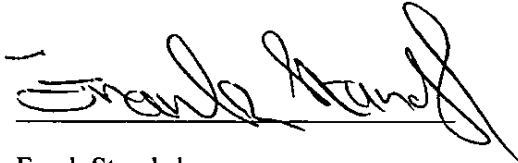
BY ORDER OF THE BOARD



Director

AGREEMENT

I/WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date, HEREBY IRREVOCABLY AGREE to the Resolutions



Frank Standish
duly authorised signatory
for and on behalf of
Alliance Boots Holdings Limited

Dated 24/03/2011

NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand to Alex Gourlay
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by the 28th day following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 A copy of this document was sent to the Company's auditors on the Circulation Date