



Alliance UniChem

4 July 2006

ALLIANCE UNICHEM PLC

(the Company)

MERGER WITH BOOTS GROUP PLC APPROVED BY THE COMPANY'S SHAREHOLDERS

RESULTS OF VOTING AT MEETINGS

At the meeting convened by the Court and held on 4 July 2006 (the **Alliance UniChem Court Meeting**) to approve the proposed scheme of arrangement (the **Scheme**) between the Company and the holders of Scheme Shares (as defined in the Scheme), the resolution approving the Scheme was passed by the requisite majorities on a poll.

The voting of those members who cast votes either in person or by proxy at the Court Meeting is summarised in the following table:

	FOR	AGAINST
Number of votes:	276,331,459	1,245,216
Number of voters:	1,325	153

In addition, an extraordinary general meeting was also held on 4 July 2006 (the **Alliance UniChem EGM**) to consider a resolution to approve the Scheme, the related reduction of capital and certain other related arrangements. Given the importance of the resolution the resolution was put to a poll rather than a show of hands and was passed by the requisite majority.

The voting of those members who cast votes either in person or by proxy at the Alliance UniChem EGM is summarised in the following table:

	FOR	AGAINST	ABSTAIN
Number of votes:	276,648,584	1,624,479	1,072,690

Earlier today, Boots Group PLC (**Boots**) announced that Boots Shareholders had approved, by the requisite majorities, the resolutions required for the Merger to proceed.

The Scheme, which will effect the merger of the Company and Boots (the **Merger**), is still subject to the sanction of, and confirmation by, the Court.

Indicative timetable

The indicative timetable for implementation of the Merger is currently expected to be as follows:

Court hearing to sanction the Scheme	26 July 2006
Court hearing to confirm the reduction of capital related to the Scheme	28 July 2006
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Alliance UniChem shares	28 July 2006
Scheme Record Time	6:00 p.m. on 28 July 2006
Effective Date of Scheme	31 July 2006
Cancellation of listing of Alliance UniChem Shares	8:00 a.m. on 31 July 2006
New Boots Shares issued and admitted to the Official List and dealings in the New Boots Shares commence	8:00 a.m. on 31 July 2006

Note: These times and dates are indicative only and will depend, among other things, on the date on which the Court sanctions the Scheme and confirms the associated reduction of capital as well as the date on which the Court Orders are delivered to the Registrar of Companies.

Other Information

Unless the context otherwise appears, terms defined in the Company's scheme document dated 5 June 2006 (the **Scheme Document**) have the same meaning in this announcement.

The directors of the Company accept responsibility for the information contained in this announcement and, to the best of their knowledge and belief (having taken reasonable care to ensure that such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Merrill Lynch, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for the Company in relation to the matters described in this announcement and is not advising any other person and accordingly will not be responsible to any person other than the Company for providing the protections afforded to the customers of Merrill Lynch or for providing advice in relation to the matters described in this announcement.

Credit Suisse, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for the Company in relation to the matters described in this announcement and is not advising any other person and accordingly will not be responsible to any person other than the Company for providing the

protections afforded to the customers of Credit Suisse or for providing advice in relation to the matters described in this announcement.

Goldman Sachs International, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for Boots in relation to the matters described in this announcement and is not advising any other person and accordingly will not be responsible to any person other than Boots for providing the protections afforded to the customers of Goldman Sachs International or for providing advice in relation to the matters described in this announcement.

This announcement has been prepared for the purposes of complying with English law and the City Code and the information included may not be the same as that which would have been prepared in accordance with the laws of jurisdiction outside the United Kingdom.

Application has been made to the UK Listing Authority for the New Boots Shares proposed to be issued in connection with the Merger to be admitted to the Official List and to the London Stock Exchange for the New Boots Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective on the Effective Date (which is currently expected to be 31 July 2006). Application has not been, and will not be, made for the New Boots Shares to be admitted to, or to be traded on, any other stock exchange.

The New Boots Shares will not be registered under the US Securities Act and will be issued in the United States pursuant to the Scheme in reliance on the exemption from registration provided by Section 3(a)(10) of that Act. In addition, the New Boots Shares will not be registered under the securities laws of any state of the United States, and will be issued in the United States in reliance on available exemptions from such state law registration requirements, subject to the restrictions described in paragraph 21 of Part 2 (*Explanatory Statement*) of the Scheme Document.

The New Boots Shares issued to, or for the benefit of, any resident of Canada will not be qualified for sale under the securities laws of any province or territory of Canada and will be subject to resale restrictions.

The New Boots Shares have not been, and will not be, registered under the applicable laws of any Restricted Jurisdiction. Accordingly, the New Boots Shares may not be offered, sold, delivered or transferred, directly or indirectly, in or into any Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of any Restricted Jurisdiction.

Certain statements contained in this announcement constitute "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "prepares", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Boots Group, the Alliance UniChem Group or, following Completion, the Enlarged Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Boots Group's, the Alliance UniChem Group's and, following Completion, the Enlarged Group's present and future business strategies and the environment in which the Boots Group, the Alliance UniChem Group and the Enlarged Group will operate in the future. As a result, the Boots Group's, the Alliance UniChem Group's and, following Completion, the Enlarged Group's actual future financial condition, performance and results may differ materially from the plans, goals and expectations set out in the Boots Group's, the Alliance UniChem Group's and the Enlarged Group's forward-looking statements contained in this document or any other forward-looking statement any of them may make. Except as required by the UK Listing Authority, the London Stock Exchange, the City Code, the Court or by law, neither the Boots Group, the Alliance UniChem Group nor the Enlarged Group undertakes any obligation to update any of the forward-looking statements contained in this announcement or other forward-looking statements any of them may make.

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