

**RESOLUTION OF THE  
MINNESOTA BOARD OF INVESTMENT  
AUTHORIZING A SHAREHOLDER PROXY  
RESOLUTION FOR PFIZER, INCORPORATED**

WHEREAS, as a stockholder, the Minnesota State Board of Investment (“Board”) is entitled to sponsor shareholder resolutions and participate in corporate annual meetings by proxy or through direct attendance at the meetings; and

WHEREAS, shareholder resolutions are a means for shareholders to direct a public corporation to take action vital to the long-term economic viability of the company and for the ultimate protection of the shareholders’ interests; and

WHEREAS, the Board has established a State Board of Investment Proxy Committee (SBI Proxy Committee) to assist in the sponsorship, co-sponsorship and support of shareholder resolutions as directed by the Board; and

WHEREAS, as of February 27, 2004, the State Board of Investment (SBI) owned approximately 12.8 million shares of Pfizer Incorporated (Pfizer) with an approximate value of 476 million dollars; and

WHEREAS, as of February 27, 2004, SBI owned shares in other major pharmaceutical companies, including but not limited to, GlaxoSmithKline, Pharma and Merck.

WHEREAS, Pfizer’s current business practices have resulted in a pricing structure that charges United States customers significantly higher prices for the same prescription medicines made available at significantly lower prices to other developed countries and world markets; and

WHEREAS, governmental agencies and individuals in the United States are demanding affordable drug prices and are taking actions to access lower priced products from other world markets; and

WHEREAS, according to published reports, Pfizer has cut supplies of its medicines to Canadian wholesalers and companies that it claims allowed its product to be sold to Americans seeking lower prices available in the Canadian market; and

WHEREAS, according to published reports, Pfizer’s actions have resulted in threatened lawsuits by the Canadian wholesalers and companies involved, the Canadian International Pharmacy Association and may to result in legal actions by the Canadian government and others; and

WHEREAS, the State of Minnesota is currently investigating a number of major pharmaceutical companies for potential illegal business practices; and

WHEREAS, Pfizer's business practices, pricing structure and unprecedented actions to limit supply of medicines in Canada may violate local, national and international laws and could result in large settlements, large awards of damages and potential punitive damages which would negatively impact the economic stability of the company and the value of shares; and

WHEREAS, the Board believes that Pfizer's current business practices are overly dependant upon the continuation of a pricing structure that places an unsustainable burden on United States consumers and governments; and

WHEREAS, the Board further believes that Pfizer's current business practices may not be sustainable in the long term, may unreasonably expose the company to potential liability, and may negatively impact the value of shares; and

WHEREAS, in light of its fiduciary duty, the Board considers it prudent to initiate a shareholder resolution to protect share value and reduce the potential exposure of its stock funds to risk.

NOW THEREFORE, be it resolved:

1. Board directs the SBI Proxy Committee to sponsor, co-sponsor or support shareholder resolutions for Pfizer that:
  - a. Requires Pfizer to adopt polices to encourage promotion of the long term economic stability of the company and value of shares by implementing business practices and pricing structures that are not reliant on unsustainable and disproportionate pricing in the United States;
  - b. Requires Pfizer to adopt policies to encourage promotion of the long term economic stability of the company and reduce the potential liability to legal claims by ceasing all actions that intentionally limit the availability of the company's products to Canadian wholesalers or pharmacies that allow purchase of products by non-Canadian residents; and
  - c. Requires Pfizer to fully report to shareholders on all of the costs incurred by the company in relation to efforts to maintain the current pricing structures including, but not limited to, all lobbyist costs, legal costs, consulting fees, gift and promotion costs.
2. The Board directs the SBI Proxy Committee to review the corporate policies and business practices in other pharmaceutical companies in which the Board holds significant interests, including but not limited to, Merck, Pharma and GlaxoSmithKline, and, where feasible, sponsor, co-sponsor or support similar shareholder resolutions.

Adopted this 3rd day  
of March, 2004

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Governor Tim Pawlenty  
Chair, Minnesota State Board of Investment