

IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF MANITOBA, NEW BRUNSWICK  
NEWFOUNDLAND AND PRINCE EDWARD ISLAND

AND

IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM  
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF WYETH

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Manitoba, New Brunswick, Newfoundland and Prince Edward Island (the "Jurisdictions") has received an application from Wyeth (the "Filer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation to be registered to trade in a security (the "Registration Requirement") and to file and obtain a receipt for a preliminary prospectus and a prospectus (the "Prospectus Requirement") and that the requirements contained in the Legislation pertaining to bids to acquire or redeem securities of an issuer made by an issuer (the "Issuer Bid Requirement") shall not apply to certain trades in securities of the Filer under the Filer's 1996 stock incentive plan (the "1996 Plan"), the 1999 stock incentive plan (the "1999 Plan") and the 2002 stock incentive plan (the "2002 Plan") (collectively, the "Plans");

**AND WHEREAS** under the Mutual Reliance Review System for Exemptive Relief Applications (the "System") the Manitoba Securities Commission is the principal regulator for this application;

**AND WHEREAS** unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions or in Quebec Commission Notice 14-101;

**AND WHEREAS** the Filer has represented to the Decision Makers that:

(a) the Filer is a Delaware Corporation. Its principal and executive office is located at 5 Giralda Farms, Madison, New Jersey, 07940. The Filer is a research based global pharmaceutical company in the U.S. and worldwide;

(b) the Canadian operations of the Filer are carried out through several direct or indirect wholly owned subsidiaries of the Filer, the ("Canadian Subsidiaries");

(c) the Filer is subject to applicable reporting and other requirements of the United States *Securities Exchange Act of 1934*, as amended (the "1934 Act"). The Filer is currently in full compliance with the filing requirements of the 1934 Act;

(d) none of the Filer or the Canadian Subsidiaries are, or have any present intention of becoming, a reporting Filer in the Jurisdictions under the Legislation and no securities of any of the Filer or the Canadian Subsidiaries are listed for trading on any Canadian stock exchange;

(e) as at March 3, 2003, the issued share capital of the Filer consisted of 1,326,558,410 common shares in the capital of the Filer (the "Shares"), par value U.S.\$0.33 per Share;

(f) the Shares are listed on the New York Stock Exchange (the "NYSE") under the symbol "WYE";

(g) there is presently no market in Canada for the Shares and no such market is expected to develop;

(h) the current version of the 1996 Plan was adopted by the Board of Directors of the Filer and became effective as of January 31, 2002, the current version of the 1999 Plan was adopted by the Board of Directors of the Filer and became effective as of January 28, 1999 and the current version of the 2002 Plan was adopted by the Board of Directors of the Filer and became effective as of April 25, 2002;

(i) individuals employed outside of the United States who are full-time or part-time employees of the Filer or a subsidiary (including the Canadian Subsidiaries) are eligible to participate in the Plans. Employees of the Canadian Subsidiaries who are resident in Canada and who meet the eligibility criteria described herein (collectively, the "Eligible Canadian Employees") are also eligible to participate in the Plans;

(j) Eligible Canadian Employees are selected by a committee of the Board of Directors (the "Committee") to participate in the Plans. Participation in the Plans is entirely voluntary and Eligible Canadian Employees will not be induced to participate in the Plans by expectation of employment or continued employment with the Canadian Subsidiaries or the Filer;

(k) the Filer has designated Salomon Smith Barney (the "Plan Administrator") to assist it with the Plans, including acting as the broker in connection with the trades by all the employees, former employees and the legal representatives of employees and former employees of the Filer and its subsidiaries (including the Canadian Subsidiaries) who elect to participate in the Plans (collectively, the "Participants") under the Plans. The Plan Administrator is not registered under

any Legislation in the Jurisdictions, but is registered under applicable United States Securities laws;

(l) under the Plans, Eligible Canadian Employees, at the discretion of the Committee and in accordance with the rules and policies of the NYSE, have been granted options and will be granted options to purchase Shares (the "Options") at a fixed price and will also be awarded restricted shares (the "Restricted Shares");

(m) the exercise price of an Option under the Plans is set as the fair market value of the Shares on the NYSE on the date such Option is granted. The fair market value will be the mean between the highest and lowest sale prices of the Shares on the Consolidated Transaction Reporting System of NYSE on the date the Option is granted;

(n) options issued under the Plans are exercisable based on vesting schedules established from time to time at the convenience of the Committee. Such vesting schedules typically are based on a fixed schedule allowing a Participant to exercise his or her Options in three equal tranches on the first, second and third anniversaries of the date of such Options' grant;

(o) participants may exercise Options at any time between the date of such Options' vesting and their expiration date;

(p) under the Plans, Options granted are non-transferable, except in the case of a Participant's death, in which case they may be exercised by the deceased Participant's heirs or estate;

(q) an Option may be exercised under the Plans by a Participant either paying its Options' exercise price in cash or by using the Plan Administrator in a "cashless exercise" or a "partial cashless sale". The "cashless exercise" involves the Plan Administrator selling all of the Shares being exercised and pays the net proceeds to the Participant. The "partial cashless sale" involves the Plan Administrator selling a sufficient number of Shares to cover the exercise price;

(r) the Plan Administrator will maintain a securities account for each Participant resident in each of the Jurisdictions (collectively, the "Canadian Participants"), who chooses to use the services of the Plan Administrator. Shares purchased under the Plans will be held by the Plan Administrator for the benefit of each Canadian Participant, and Canadian Participants will be treated as the beneficial owners of their Shares effective as of the time of purchase of such Shares by the Plan Administrator on behalf of the Canadian Participant;

(s) a total of 60,000,000 Shares are authorized for issuance under the 1996 Plan and a total of 65,000,000 Shares are authorized for issuance under each of the 1999 Plan and the 2002 Plan;

(t) the issuance of Options and Restricted Shares under the Plans, and the sale of Shares on exercise of such Options to Participants, will be made in accordance with all applicable laws in the United States. The NYSE is the principal trading markets for the Shares. As there is no market for the Shares in Canada, and none is expected to develop, it is expected that any resale of the Shares by Canadian Participants will occur through the facilities of the NYSE. Subsequent purchasers of the Shares will have access to public disclosure documents relating to the Filer;

(u) the total number of Eligible Canadian Employees is approximately 983. The following table sets forth the approximate number of Eligible Canadian Employees in each province as at April 9, 2003.

Province	Number of Employees
Alberta	41
British Columbia	41
Manitoba	40
New Brunswick	9
Newfoundland	5
Nova Scotia	16
Ontario	364
Prince Edward Island	0
Québec	495
Saskatchewan	8
TOTAL	983

(v) Canadian residents would hold substantially less than 10% of the total number of issued and outstanding Restricted Shares and Options granted by the Filer to purchase Shares;

(w) it is anticipated that Canadian residents will hold, in the aggregate, substantially less than 10% of the outstanding Shares of the Filer and the number of Canadian Participants holding Shares of the Filer will not be more than 10% of the total number of holders of Shares;

(x) all disclosure material relating to the Filer that the Filer is required to file with the Securities and Exchange Commission in the United States will be provided or made available upon request to the Participants who acquire Shares pursuant to the Plans, at the same time, and in the same manner, as such materials are provided or made available upon request to holders of Shares who are resident in the United States;

(y) the purchase of Shares from a Participant by the Filer in connection with a payment (as referred to in the Plans) may constitute an "issuer bid" as defined under the Legislation of each of the Jurisdictions. Exemptions from the Issuer Bid Requirement may not be available for such purchases, since the formula under the Plans for establishing market value will not necessarily establish a price that is equal to or less than market price as prescribed under the Legislation;

(z) Canadian Participants will be informed that the Legislation prevents U.S. investment brokers from establishing retail accounts for Canadian residents and that first trades in Shares issued upon exercise of Options (the "First Trades") must be made pursuant to the exemptions from the prospectus and registration requirements of the Legislation sought in this application;

**AND WHEREAS** under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

**AND WHEREAS** each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

**1.THE DECISION** of the Decision Makers is that the Registration and Prospectus Requirements will not apply to any trade or distribution of Options, Shares or Restricted Shares made in connection with the Plans, including trades and distributions involving the Filer and its Canadian subsidiaries, the Plan Administrators, and the Participants, provided that the first trade in Shares acquired through the Plans pursuant to this Decision will be deemed a distribution or primary distribution to the public under the Legislation unless the conditions in subsection 2.14(1) of Multilateral Instrument 45-102 Resale of Securities are satisfied;

**2.THE FURTHER DECISION** of the Decision Makers is that the first trade by Participants in Shares acquired pursuant to the Plans, including first trades effected through the Plan Administrators, will not be subject to the Registration Requirement, provided such first trade is executed through a stock exchange or market outside of Canada; and

**3.THE FURTHER DECISION** of the Decision Makers is that the Issuer Bid Requirements of the Legislation shall not apply to purchases of Shares from Canadian Participants by the Filer provided such purchases of Shares are made in accordance with the terms of the Plans.

**DATED** at Winnipeg, Manitoba this 14th day of May, 2003.

"Chris Besko"  
Deputy Director - Legal