



TRADE PRACTICES ACT 1974

Undertaking Pursuant to Section 87B

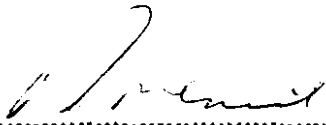
WHEREAS:-

- (a) F.H. Faulding Wholesale Pty Ltd ("Faulding") has made takeover offers ("the offers") in respect of all the fully paid ordinary shares in the capital of QDL Limited ("QDL") pursuant to a Part A Statement registered by the Australian Securities Commission on 22 December 1993;
- (b) the offers are subject to the condition expressed in Clause 8.1(b) of the offer document referred to in the Part A Statement, namely that Faulding will not be obliged to complete the acquisition of the shares if, prior to the closing date of the offers, any action is taken under the Trade Practices Act 1974 ("the Act") which would or might prohibit or restrict Faulding from or in acquiring all or any of the shares in QDL;
- (c) the Trade Practices Commission ("the Commission") has informed Faulding that it considers that the acquisition of the shares pursuant to the offers would contravene section 50 of the Act;
- (d) the Commission has requested Faulding to give an undertaking to the Commission pursuant to section 87B of the Act that it will not proceed with the acquisition of the shares pursuant to the offers; and
- (e) Faulding has acceded to the Commission's request to give the undertaking.

NOW THEREFORE F.H. Faulding Wholesale Pty Ltd (ACN 000 875 034), a company incorporated pursuant to the laws of the State of New South Wales and having its registered office situated at 22 South Street, Rydalmere in the State of New South Wales, HEREBY UNDERTAKES to the Commission as follows:-

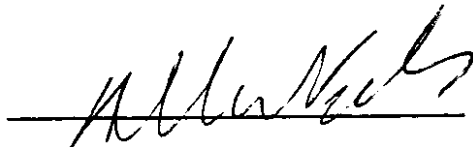
1. Faulding will not proceed to acquire any shares in QDL pursuant to the takeover scheme referred to in the said Part A Statement, or pursuant to any of the offers.

**SIGNED for and on behalf of
F.H. Faulding Wholesale Pty Ltd**



.....
DIRECTOR

ACCEPTED BY THE TRADE PRACTICES COMMISSION PURSUANT TO SECTION 87B
OF THE TRADE PRACTICES ACT 1974.



ALLAN HERBERT MILLER FELS
CHAIRMAN

THIS

20

DAY OF

Feb

1994.