

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
AVIAGEN INTERNATIONAL FINANCE TWO LIMITED

(Registered Number: 04695437)

(the "Company")

WRITTEN RESOLUTION

(Circulation Date: 21 April 2017)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "**Resolution**") is passed as an ordinary resolution:

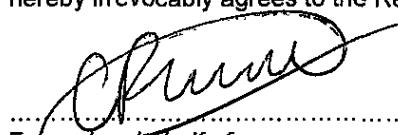
Ordinary Resolution

THAT the terms of the three facilities agreements in respect of revolving credit facilities between, *inter alia*, Erich Wesjohann Vermögensverwaltungs GmbH & Co. KG, the Company and each of (i) Commerzbank Aktiengesellschaft, (ii) HSBC Bank PLC and (iii) HSBC Bank USA, N.A. (together, the "**Facilities Agreements**"), together with the transactions contemplated therein including, without limitation, the Security Agency Deed (as defined in the Facilities Agreements) and the share charge to be entered into between the Company and HSBC Bank PLC in respect of 65% of the issued share capital of Aviagen European Holdings Limited (company number 06819246), be and are approved.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 21 April 2017, hereby irrevocably agrees to the Resolution:


.....
For and on behalf of
Aviagen International Finance One Limited

21/04/2017
.....
Date

WEDNESDAY



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SCT

03/05/2017

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COMPANIES HOUSE

NOTES:

1. The Resolution has been sent to all eligible members who were entitled to vote on the Resolutions on the circulation date. Only such eligible members (or persons duly authorised on their behalf) should sign the Resolution.
2. If you agree with the Resolution, please signify your agreement by signing and dating this document where indicated above and deliver it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to the Company's registered office.
 - **Post:** returning the signed copy by post to the Company's registered office.

If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.

3. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
4. Unless, 28 days after the Circulation Date, sufficient agreement has been received by the Company for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that you signify your agreement and deliver it to the Company before this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.