

EXECUTION COPY

Company No. 00020626

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

SCHERING-PLOUGH LIMITED (the Company)

SOLVENCY STATEMENT

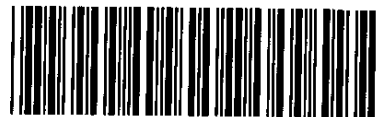
This solvency statement is made under section 643 of the Companies Act 2006 (the Act) for the purposes of section 642 of the Act and is in the form prescribed by the Companies (Reduction of Share Capital) Order 2008 (SI 2008/1915) and section 643 of the Act.

We, the undersigned, being all the directors of the Company as at the date of this statement, having taken into account all of the Company's liabilities (including any actual, contingent or prospective liabilities) have each formed the opinion that:

- 1) as regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- 2) taking into account the current intention to commence the winding up of the Company within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of such winding up (and that if such winding up does not commence within twelve months of the date of this statement, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement).

Made and signed by all the directors of the Company on: 08th December 2020

THURSDAY



A9JL2R94

A02

10/12/2020

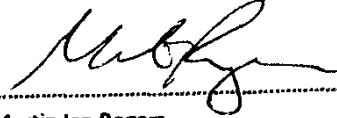
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COMPANIES HOUSE

Signed:



Ebru Can Temucin
Director



Martin Ian Rogers
Director