

Company No. 00934125

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SCHERING-PLOUGH INT LIMITED (the Company)

Circulation Date: 14 March 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below are passed as special resolutions (the **Resolutions**).

Special resolutions


1 "THAT pursuant to Section 641(1)(a) of the Companies Act 2006, the Company's ordinary share capital be reduced by £1,566,671.75 from £1,566,673.75 (comprising 6,266,695 ordinary shares of £0.25 each) to £2.00 comprising 8 ordinary shares of £0.25, by cancelling and extinguishing 6,266,687 of such ordinary shares of £0.25 each, including all of the shares held by Merck Sharp & Dohme (Holdings) Limited (being one ordinary share of £0.25) and 6,266,686 of the ordinary shares of £0.25 each held by Merck Sharp and Dohme B.V. as at the date of these Resolutions (the **Reduction**);

2 "THAT the sum of £1,566,671.75 arising on the capital reduction pursuant to Resolution 1 above be credited to the profit and loss reserves of the Company."

AGREEMENT

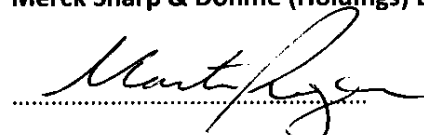
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.



Date: 14 March 2018

Signed for and on behalf of
Merck Sharp & Dohme (Holdings) Limited



Date: 14 March 2018

Signed for and on behalf of
Merck Sharp & Dohme B.V.

WEDNESDAY



LD1 14/03/2018 #285
COMPANIES HOUSE

NOTES:

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If returning this document by hand or post, please send it to the registered office of the Company marked "For the attention of the Company Secretary". If returning this document by email, please send it to secretary@schering-plough.com with the heading "Schering-Plough Int Limited written resolutions".
- 2 If you do not agree with the Resolutions you do not need to do anything; you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 The Resolutions will lapse if not passed within 28 days of the circulation date. However, pursuant to section 642 of the Companies Act 2006, the Resolutions must be passed not more than 15 days after the date of the solvency statement relating to the reduction of capital. Therefore if you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
- 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.