

Registered No: 00974213



Registered in England & Wales

**The Companies Act 2006
Company Limited by Shares
Written Resolutions of
Pharmacia & Upjohn (Cambridge) Limited (the "Company")**

Circulation date: ...7...MAY.....2010

Liquidator Res
Ordinary
Resolutions
"20015"
Records
etc.

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the Company director proposed that the following resolutions be passed

Special resolutions


- 1 **THAT** the Company be wound up voluntarily
- 2 **THAT** the Joint Liquidators be and are hereby authorised to
 - (a) Distribute to the sole member of the Company in specie the whole or any part of the assets of the Company
 - (b) Value any assets and determine how the distribution shall be carried out to the sole member
 - (c) Vest the whole or any part of the assets in trustees upon such trust for the benefit of the sole member as the Joint Liquidators so determine, but the sole member shall not be compelled to accept any asset upon which there is a liability
- 3 **THAT**, pursuant to section 165(2)(a) of the Insolvency Act 1986, the Joint Liquidators be authorised to exercise any of the powers specified in Part I of Schedule 4 to the said Act

Ordinary resolutions

- 4 **THAT** Tim Walsh and Richard Setchim of PricewaterhouseCoopers LLP, Plumtree Court, London EC4A 4HT be and are hereby appointed Joint Liquidators of the Company for the purposes of such winding up, and any act required or authorised under any enactment to be done by the Joint Liquidators is to be done by all or any one or more of the persons for the time being holding office
- 5 **THAT** the Joint Liquidators' fees be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up, including those falling outside of statutory duties undertaken at the request of the sole member, such remuneration to be drawn monthly, or at such longer intervals as they may determine

- 6 **THAT** the Company's books and records be held to the order of the Joint Liquidators, and may not be destroyed without the permission of the Liquidator which will not be forthcoming until twelve months after the dissolution of the Company
- 7 **THAT** the Certificate of Appointment of the Joint Liquidators together with both the certificate and advertising copies of the resolutions passed herein, be signed by the sole director of the Company "*for and on behalf of the sole member, Pharmacia Limited*"

The undersigned, being the sole member of the Company on the circulation date of
7 MAY 2010 passes the resolutions set out above



Ian Franklin
For and on behalf of Pharmacia Limited

7.5.10
Date

Note: The member can signify agreement to these resolutions by signing and dating as indicated above and then returning this document to the Company within 28 days from the circulation date Unless sufficient agreement has been received for these resolutions to pass before the end of this period they will lapse