

THE COMPANIES ACT 2006
WRITTEN RESOLUTION
OF
FRESENIUS KABI LIMITED
(the "COMPANY")

23 March 2015 (the "Circulation Date")

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

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1:

THAT, with immediate effect, the Articles of Association of the Company be amended by the addition of a new article 70A

"70A Where any agreement, contract or document is to be executed by a director, on behalf of the Company, such agreement, contract or document shall only be validly executed and effective, if executed by two (2) directors of the Company "

SPECIAL RESOLUTION 2:

THAT, with immediate effect, the Articles of Association of the Company be amended so that the second sentence of Article 101 states

"The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors "

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 23 March 2015, hereby irrevocably agrees to the Resolutions



By an authorised signatory of FHC (Holdings) Limited

Date 23 March 2015

THURSDAY



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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 using one of the following methods
 - (a) **By Hand** delivering the signed copy to Matt Canipa, Squire Patton Boggs (UK) LLP, Trinity Court, 16 John Dalton Street, Manchester, M60 8HS
 - (b) **Post** returning the signed copy by post to Matt Canipa, Squire Patton Boggs (UK) LLP, Trinity Court, 16 John Dalton Street, Manchester, M60 8HS
 - (c) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to matt.canipa@squirepb.com Please enter "Written resolution" in the e-mail subject box

If you do not agree to all of the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by a date 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 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