

Company number
2548412

THE COMPANIES ACT 2006
PRIVATE UNLIMITED COMPANY
WRITTEN SPECIAL RESOLUTION
OF
WBA HOLDINGS 2 (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolution be passed as a special resolution:

SPECIAL RESOLUTION

That the share capital of the Company be reduced by cancelling and extinguishing 29,991 ordinary shares of £1 each registered in the name of Alliance UniChem Investments 4 Limited, and the amount by which the share capital is so reduced be credited to a distributable reserve.

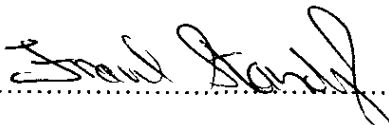


DOCUMENTS ATTACHED TO THIS RESOLUTION

A copy of the directors' solvency statement dated 31 August 2017 is attached to this resolution.

AGREEMENT OF SOLE ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 31 August 2017 (the **circulation date**), irrevocably agrees to the resolution set out above:

Signed by 

Name: FRANK STANDISH

for and on behalf of Alliance UniChem Investments 4 Limited

Date: 31 August 2017

The sole eligible member must signify its agreement to the proposed resolution by 13 September 2017.

The sole eligible member must signify its agreement to the proposed resolution as follows: (i) **by hand**, by delivering a signed copy to Charlotte Priestley and Elizabeth McReddie at 4th Floor, Sedley Place, 361 Oxford Street, London, W1C 2JL; or (ii) **by e-mail**, by sending a scanned signed copy of the resolution to Charlotte.Priestley@wba.com and Elizabeth.McReddie@wba.com. The sole eligible member must signify its agreement to the proposed resolution by the date referred to above. However, the sole eligible member who does not agree with the proposed resolution does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolution will lapse if it is not passed by 13 September 2017.

***Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which the resolution is sent or submitted to the member).