

CONFIRMATORY STATEMENT UNDER S.644(5) CA 2006

Company No. 03326109

Pharmacia Searle Limited (the "Company")

CONFIRMATORY STATEMENT UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 RELATING TO THE SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006 ON 1 August 2013

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement made on 1 August 2013 pursuant to sections 643 and 642 of the Companies Act 2006

- (a) was made not more than 15 days before the date on which the special resolution for reducing the Company's share capital was passed, and
- (b) has been provided to the sole shareholder in accordance with section 642(2) of the Companies Act 2006

Signed by:

A. Verrinder

Anne Lucille Verrinder

Date *1st August 2013*

J.A. Mount

Jacqueline Ann Mount

Date *1 August 2013*

