

Company Number 04491888

Baxalta UK Investments Ltd.

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

30 September 2019 (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 1 and 2 be passed as ordinary resolutions and resolution 3 is passed as a special resolution (the "Resolutions"):

ORDINARY RESOLUTIONS

1. THAT the articles of association of the Company be amended by deleting any provision of the kind referred to in paragraph 42(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008.
2. THAT in accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the directors be and are hereby authorised to exercise any power of the Company under section 550 of the Companies Act 2006.

SPECIAL RESOLUTION

3. THAT the directors be and are empowered pursuant to section 569 of the Companies Act 2006 to allot equity securities (within the meaning of section 560(1) of the Companies Act 2006) as if section 561 of the Companies Act 2006 did not apply to the allotment.

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

BY ORDER OF THE BOARD


.....
Director

4486996



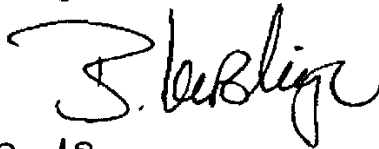
AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolutions.

Barbara lenzlinger

Name:

Authorized signatory
for and on behalf of
Baxalta GmbH



Dated: Sep 30, 2019

NOTES

1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by delivering the signed copy by hand or by email to Sarah Charsley at 1 Kingdom Street, London, United Kingdom, W2 6BD.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. A copy of this document was sent to the Company's auditors on the Circulation Date.

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