

**Company No. 00329102**

**Abbott Healthcare Products Ltd**

**(the "Company")**

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

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<sup>June</sup>  
**18 May 2012** (the "Circulation Date")


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1, 2 and 3 below are passed as ordinary resolutions (together the "Resolutions").

**ORDINARY RESOLUTIONS**

1. THAT authorisation of any conflict of interest may be given by the directors of the Company in accordance with section 175(5)(a) of the Companies Act 2006
2. THAT any actual or potential conflict of interest that may arise by reason of any existing or future director of the Company being or becoming a director or other officer of, or employed by or otherwise interested in, any body corporate which is a parent undertaking or subsidiary undertaking (as those terms are defined in section 1162 of the Companies Act 2006) of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which such parent undertaking or subsidiary undertaking is interested, be and is hereby authorised and ratified
3. THAT in accordance with Regulation 11 of the Company's Articles of Association, each of the directors of the Company be and is hereby authorised to vote at any meeting of the directors called to approve the passing of a resolution or resolutions of any subsidiary of the Company in terms similar (mutatis mutandis) to all or any of the Resolutions.

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

**BY ORDER OF THE BOARD**

  
.....  
Director

WEDNESDAY



\*A1BXP52P\*

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27/06/2012

#287

COMPANIES HOUSE

## AGREEMENT

I THE UNDERSIGNED, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date HEREBY IRREVOCABLY AGREE to the Resolution



Name M M Vrancken  
duly authorised signatory  
for and on behalf of  
**Abbott Healthcare B.V.**

Dated: June 12, 2012

## 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 to or by returning the signed copy by post to the company's registered office
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement
3. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse.
4. 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.