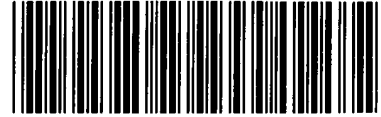


COMPANY NUMBER: 01777819

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COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION  
OF**

**ELI LILLY HOLDINGS LIMITED  
(the "Company")**

Circulated on 4th May 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution"):

**ORDINARY RESOLUTION**

**"THAT**, the directors of the Company be authorised to request that the Registrar of Companies remove the Company from the register of companies pursuant to section 1003 of the Companies Act 2006."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as an ordinary resolution.

*Philip L. Johnson*

for and on behalf of

**Eli Lilly International Corporation**

Dated: 4th May 2022

**NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolution, you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.

**ELI LILLY HOLDINGS LIMITED**

**(Company number 01777819)**

**(the "Company")**

**Resolutions in writing of the directors of the Company in accordance with article 117 of the Company's articles of association**

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**4<sup>th</sup> May 2022**

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**1. BACKGROUND**

The Eli Lilly group of companies, consisting of Eli Lilly and Company and its direct and indirect subsidiaries (the "**Group**"), is undertaking a Group reorganisation (the "**Project**") to realign the Group's legal entity structure and eliminate a number of redundant Group companies. The purpose of these resolutions is for the directors to consider, and if thought fit, approve the strike off of the Company.

**2. DIRECTORS' INTERESTS**

- 2.1. In accordance with section 177 of the Companies Act 2006 (the "**Act**") and the Company's articles of association (the "**Articles**"), it is noted that the directors hold other directorships within the Group and accordingly are to be regarded as interested in the business as outlined in these resolutions (the "**Conflicts**").
- 2.2. It is noted that notwithstanding any such interest, each director was entitled to vote on the below resolutions pursuant to article 108 of the Company's Articles.
- 2.3. It is further proposed to seek approval from Eli Lilly International Corporation (the "**Sole Shareholder**") to approve or ratify any conflicts or potential conflicts of interest or duty that may arise or have arisen from common directorships of the Group in relation to the matters outlined in the below resolutions (the "**Conflicts Resolution**").

**3. STRIKE OFF**

- 3.1. It is proposed that the directors consider, and if thought fit, approve an application pursuant to section 1003 of the Act, to strike the Company off the register of the companies (the "**Strike-off**").
- 3.2. It is noted that the Company has no material assets or liabilities and has not in the previous three months:
  - 3.2.1. changed its name;
  - 3.2.2. traded or otherwise carried on business;
  - 3.2.3. made a disposal for value of property or rights which, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business; or

3.2.4. engaging in any other activity, except one which was:

- a) necessary or expedient for the purpose of making an application under section 1003 of the Act or deciding whether to do so;
- b) necessary or expedient for the purpose of concluding the affairs of the Company;
- c) necessary or expedient for the purpose of complying with any statutory requirement; or
- d) specified by the Secretary of State by order for the purposes of sub-paragraph 1004(1)(d) of the Act.

3.3. It is further noted that none of the circumstances described in section 1005 of the Act existed in relation to the Company, and accordingly the Company is in a position to be struck-off.

#### 4. DOCUMENTS

4.1. The following documents are appended to these resolutions for the consideration of the directors are as follows:

- 4.1.1. a draft copy of the Conflicts Resolution, to be passed by the Sole Shareholder as an ordinary resolution;
- 4.1.2. a draft copy of the resolution to approve the Strike-off, to be passed by the Sole Shareholder as an ordinary resolution (the "**Strike-off Resolution**");
- 4.1.3. a form DS01 being the application to the Registrar of Companies requesting that, pursuant to section 1003 of the Act, the Company be struck-off the register of companies (the "**Strike-off Application**"); and
- 4.1.4. a draft statutory notice to be issued to all interested parties upon submission of the Strike off Application to the Registrar of Companies (the "**Notice**").

#### 5. DIRECTORS' DUTIES

It is noted that, among his or her other duties, a director of a company is required by statute to act in the way he or she considers, in good faith, would be most likely to promote the success of the Company for the benefit of the Sole Shareholder, having regard, among other things, to the matters listed in Section 172 (1) of the Act.

#### 6. RESOLUTIONS

The matters that are the subject of these resolutions are considered by the directors in light of their duties and obligations and after due and careful consideration **IT IS RESOLVED** that:

- 6.1. the form of the Conflicts Resolution be and hereby is approved and that any one director be authorised to circulate the Conflicts Resolution to the Sole Shareholder for consideration, and if thought fit, approval;
- 6.2. subject to the approval of the Conflicts Resolution by the Sole Shareholder the form of the Strike-off Resolution be and hereby is approved and that any one director be and hereby is authorised to circulate the Strike-off Resolution to the Sole Shareholder of the Company for consideration and, if thought fit, approval;
- 6.3. subject to receipt of the signed Strike-off Resolution, all the directors of the Company be authorised to sign the Strike-off Application;

6.4. the form of Notice be and hereby is approved and that any one director, be and hereby is authorised to sign and send a copy of the Notice along with the duly executed Strike-off Application within seven days from the date on which the application is made to each of the following as applicable:

- (a) the Shareholder;
- (b) any creditors of the Company;
- (c) any employee of the Company;
- (d) any managers or trustees of any employee pension fund established for the benefit of employees of the Company; and

~~(e) any directors not party to the application;~~

6.5. any one director of the Company be and is hereby authorised on behalf of the Company to approve, execute, deliver and perform, and to procure to be executed, delivered and performed, on behalf of the Company, all such agreements, certificates, instruments or other documents and to take all such other and further actions as it may be necessary to have approved, executed, delivered, performed and taken on behalf of the Company to give effect to the Strike-off (save that any two directors or a director in the presence of a witness who attests to his or her signature, be and is hereby authorised on behalf of the Company to execute any document to be executed as a deed).



Michael Czapar



Laura Demayo Steele

Company number: 01777819

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTION**  
**OF**  
**ELI LILLY HOLDINGS LIMITED**  
**(the "Company")**

Circulated on 4th May 2022 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution"):

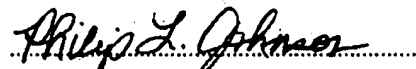
**ORDINARY RESOLUTION**

"**THAT**, Michael Czapar and Laura Demayo Steele being directors of the Company (the "**Directors**"), notwithstanding any actual or potential conflicts of interest (including any breaches of duty under section 175 of the Act) (the "**Conflicts**") which may arise in relation to the business to be entered into by the Company in connection with the intra-group rationalisation project (the "**Project**"), of which the Company is a part, by virtue of the Directors being also directors of other Group subsidiaries involved in the Project, be and are hereby authorised to approve, execute, sign, deliver and perform, and to procure to be executed, delivered, signed and performed on behalf of the Company, all such agreements, deeds, certificates, instruments or other documents and to take all such other and further actions as it may be necessary (if any) to have approved, executed, signed, delivered, performed and taken on behalf of the Company directly or indirectly in connection with the Project.

Having noted the relevant conflicts arising from the Directors as a result of the intra-group directorships, the sole shareholder authorises the Conflicts and the Project."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution. We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolution in accordance with section 291 of the Act and hereby irrevocably agree that the Resolution be passed as a written resolution pursuant to section 288 of the Act and shall take effect as an ordinary resolution.



For and on behalf of

Eli Lilly International Corporation

Dated: 4th May 2022

#### **NOTES**

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