

UCB IRELAND
 ("the Company")

Company Number: 02929127
Previous Name(s): Celltech U.S. (until 12 December 2005)
 Celltech U.S. Limited (until 28 October 2005)
 Alnery No. 1364 Limited (until 20 September 1994)
Registered Office: 208 Bath Road, Slough, Berkshire, SL1 3WE
Principal Trading Address: n/a (as above)

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL AND ORDINARY RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

Circulation Date: 27 July 2016

Effective Date: 27 July 2016

I, the undersigned, being a director of the Company hereby certify that the following written resolutions were circulated to the sole member of the Company on the Circulation Date and that the written resolutions were passed on the Effective Date

Special Resolution

THAT the Company be wound up voluntarily

Ordinary Resolution

THAT Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ (together "the Joint Liquidators") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or by each of them alone

Ordinary Resolution

THAT the basis of the remuneration of the Joint Liquidators be fixed [by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up together with VAT thereon

Special Resolution

THAT the Joint Liquidators be and are hereby authorised to divide and distribute to the members in specie or in kind the whole or any part of the assets of the Company

Special Resolution

THAT the books, accounts and documents of the Company may be disposed of one year from dissolution of the Company

Signed

Date

Kenn MacCauley
 Kenneth MacCauley, a director of UCB Ireland

27 July 2016

Stephen Roland Browne (IP Number 009281) and Christopher Richard Frederick Day (IP Number 008072) can be contacted at Deloitte LLP on 020 7303 5813

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