

**COMPANY NUMBER: 03049267**

**COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**AMICUS HEALTHCARE GROUP LIMITED**

(the *Company*)

Circulation Date: 28 March 2019

**WRITTEN RESOLUTION**

The directors of the Company propose that the following special and ordinary resolutions (the *Resolutions*) be passed by way of a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTION**

**THAT** the share capital of the Company be reduced in accordance with the Companies Act 2006 from £250,000 divided into 2,250,000 A Ordinary shares of £0.10 each, 250,000 R Ordinary shares of £0.01 each and 250,000 T Ordinary shares of £0.09 each to £1.00 divided into 2,250,000 A Ordinary shares of £0.000000363636363636364 each, 250,000 R Ordinary Shares of £0.000000363636363636364 each and 250,000 T Ordinary shares of £0.000000363636363636364 each, all of which have been issued and fully paid, the amount by which the share capital of the Company is so reduced to be credited as a distributable reserve; **THAT** the share premium account of the Company be and is hereby reduced in accordance with the Companies Act 2006 from £26,452,738.29 to £0.00 the amount by which the share premium account is so reduced to be credited as a distributable reserve; and **THAT** the retained earnings account of the Company be and is hereby reduced in accordance with the Companies Act 2006 from £138,816,079.43 to £0.00 the amount by which the retained earnings account is so reduced to be credited as a distributable reserve.

**ORDINARY RESOLUTION**

**THAT** a dividend in specie in the aggregate amount of £165,518,816.72 be declared in favour of the Company's sole member, General Healthcare Holdings (3) Limited, to be satisfied in full by the distribution of the benefit of all the Company's right, title, benefit and interest to, in and over a receivable in the amount of £165,518,816.72 due to the Company from BMI Healthcare Limited pursuant to the terms of an intragroup loan agreement entered into between the Company and BMI Healthcare Limited on or around the date of this Resolution.

LON52319926 171714-0001

THURSDAY



\*L826UTW0\*

LD1

28/03/2019

#46


COMPANIES HOUSE

## **AGREEMENT**

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

We, the undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolutions and confirm that we have each received a copy of the Solvency Statement at or before the time we received the copy of these Resolutions as required by 642(2) of the Companies Act 2006.

**SIGNED** )  
for and on behalf of )  
**General Healthcare Holdings (3) Limited** )

SIGNATURE: 

NAME: Henry Davies

**NOTES:**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it using one of the following methods:

**By Hand:** delivering the signed copy Richard Thexton, Sherina Teckchand and Alex Littlefield at:

Freshfields Bruckhaus Deringer LLP  
65 Fleet Street  
London EC4Y 1HS

**By E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Richard.Thexton@freshfields.com](mailto:Richard.Thexton@freshfields.com), [Sherina.Teckchand@freshfields.com](mailto:Sherina.Teckchand@freshfields.com) and [Alex.Littlefield@freshfields.com](mailto:Alex.Littlefield@freshfields.com).

2. If you do not agree to the Resolutions, 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, by the date that is 28 days from the Circulation Date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.