

Company Number. 03188178

THE COMPANIES ACT 2006

PRIVATE LIMITED COMPANY

WRITTEN RESOLUTION

of

ORVET UK

(the "Company")

Circulation Date: **1st December 2010**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible member of the Company, irrevocably agree that the following Resolutions numbered 1 to 5 are passed as Special Resolutions.

SPECIAL RESOLUTIONS

- 1 **THAT Dipankar Bhattacharjee's breach of duty under section 175 Companies Act 2006, (to avoid a situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company) by acting as a director of the Company and as a director of Teva UK Holdings Limited and/or Ratiopharm (UK) Limited and any action that he may have taken as a director of the Company is hereby ratified and approved.**
- 2 **THAT Robert Williams' breach of duty under section 175 Companies Act 2006, (to avoid a situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company) by acting as a director of the Company and as a director of Teva UK Holdings Limited and/or Ratiopharm (UK) Limited and any action that he may have taken as a director of the Company is hereby ratified and approved**
- 3 **THAT Theo Andriessen's breach of duty under section 175 Companies Act 2006, (to avoid a situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company) by acting as a director of the Company and as a director of Teva UK Holdings Limited and/or Ratiopharm (UK) Limited and any action that he may have taken as a director of the Company is hereby ratified and approved**
- 4 **THAT Dipankar Bhattacharjee, Robert Williams and Theo Andriessen (the "Directors") are authorised to be and remain or (as the case may be) to become and remain as directors of Teva UK Holdings Limited and/or Ratiopharm (UK) Limited notwithstanding that, by doing so, but for this authorisation, the Directors would be in breach of their duty under section 175 Companies Act 2006, to avoid a**

WEDNESDAY



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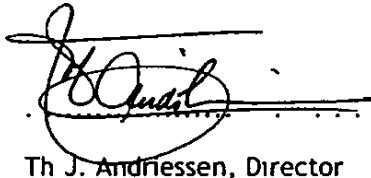
situation in which they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

Provided that:

- 4.1 where the Directors obtain information that is confidential to any of Teva UK Holdings Limited and/or Ratiopharm (UK) Limited they will not be obliged to disclose that information to the Company or use it in relation to the Company's affairs in circumstances where to do so would amount to breach of that confidence, and
- 4.2 (without prejudice to the general obligation of confidentiality) the Directors shall be bound by a strict duty of confidentiality to the Company for any confidential information of the Company in relation to any actual conflict situation.
- 5 THAT for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No.5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the Company may be given in accordance with section 175(5)(a) Companies Act 2006.

For and on behalf of Teva Pharmaceuticals Europe BV

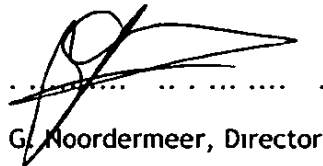
Signature:



Name:

Th J. Andriessen, Director

Signature:



Name:

G. Noordermeer, Director

Date: 1st DECEMBER 2010

- 1 You may either:
 - 1.1 agree to the above resolutions, or
 - 1.2 decline to agree to the above resolutions
- 1 3 If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by 2010 using one of the following methods:
 - 1 4 delivering it by hand to Francesca Ewing, Teva UK Limited, 167 Fleet Street, London; or
 - 1 5 sending it by post to Francesca Ewing, Teva UK Limited, 167 Fleet Street, London EC4A 2EA
- 2 If the Company has not received sufficient agreement by that date the resolutions will lapse
- 3 Once you have indicated your agreement to the resolutions you may not revoke that agreement
- 4 If you do not agree to the above resolutions, you do not need to do anything. If no response is received from you as indicated above, you will be counted as withdrawing your agreement to the above resolutions

WRITTEN RESOLUTIONS OF THE DIRECTORS

ORVET UK
(the "Company")

Registered Number: 3188178
Incorporated on 19 April 1996

WEDNESDAY

COMPANIES HOUSE

Made under, and in accordance with, Regulation 93 of Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) as adopted by the Company's Articles of Association

IT IS NOTED that:

- 1 section 175 Companies Act 2006 ("CA 2006") provides that every director of a company has a statutory duty to avoid a situation in which he has or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the company of which he is a director unless the matter is authorised by an independent quorum of his fellow directors or by the members of the company;
- 2 Teva UK Holdings Limited ("Teva") was proposing to purchase the entire issued share capital of Ratiopharm (UK) Limited ("Ratiopharm") (the "Acquisition"), however, prior to the Acquisition taking place the directors of Teva, Dipankar Bhattacharjee, Robert Williams and Theo Andriessen's (the "Directors") required their conflicts arising from them holding directorships in both companies to be approved and ratified by an independent member (the "Conflicts");
- 3 on or by reason of the Directors' appointments as directors of the Company and their directorships of Teva and Ratiopharm (Teva and Ratiopharm together being referred to as the "Other Companies") and in light of the Acquisition, the Directors had put themselves in a situation in which they would have, or could have, by reason of being directors of the Other Companies, direct or indirect interests that conflicted or possibly might conflict with the interests of the Other Companies and/or the Company;
- 4 those situations could not be authorised now under section 175 CA 2006 since it is not possible for the Directors to approve such situations after they had been appointed as directors of the Company and/or the Other Companies;
- 5 furthermore, those situations could not be authorised by an independent quorum of Teva's directors as authorisation for the Conflicts could only be obtained from a member within Teva's group corporate structure with a board which did not have the same composition of directors as that of Teva,
- 6 the Company, had been notified by Teva that its member, Teva Pharmaceuticals Europe BV ("Teva BV"), was an independent member and that only once Teva BV had ratified the breach by the directors of section 175

CA 2006 and approved the Conflicts could the Acquisition go ahead;

IT IS THEREFORE PROPOSED that:

- 7 the sole member of the Company, Teva BV, is requested to ratify and approve the breach of duty by the Directors under section 175 CA and to ratify and approve any action (including for the avoidance of doubt, the Conflicts) which they may have taken as Directors since their appointment and to authorise the Directors to be and remain as directors of the Company and the Other Companies;

IT IS RESOLVED as follows:

- 8 that the written resolution of the sole member of the Company (the "Written Resolution") attached to these resolutions resolving to:
 - 8.1 ratify and approve the breach of duty of the Directors under s.175 CA 2006 and any action that they may have taken since their appointment as Directors;
 - 8.2 authorise the Directors to be and remain as directors of the Company and to be and remain as directors of the Other Companies (and hence to authorise the situations in which they would have, or could have, direct or indirect interests that conflicted or possibly might conflict with the interests of the Company); and
 - 8.3 authorise the directors of the Company to be able to address situational conflicts without seeking member approval;
- is approved and circulated to the member for signature,
- 9 that a copy of the signed Written Resolution (once signed by the sole member of the Company) shall be filed with the Registrar of Companies.

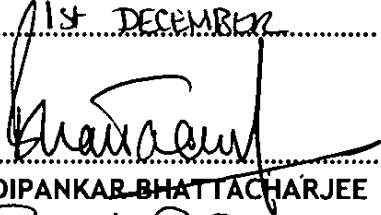
IT WAS FURTHER NOTED as follows:

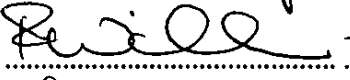
- 10 That, for the purposes of sections 177 and 182 CA 2006, it is permissible for a director of any company to give a general notice at a meeting of his fellow directors (or by way of written notice) to the effect that he:
 - 10.1 has an interest (as a member, officer, employee or otherwise) in a specified body corporate or firm and is to be regarded as interested in any transaction or arrangement that may presently exist or, from the date of the notice, be made with that body corporate or firm, or
 - 10.2 is connected with a specified person (other than a body corporate or firm) and is to be regarded as interested in any transaction or arrangement that may presently exist or, after the date of the notice, be made with that person, stating the nature and extent of the director's interest in the body corporate or firm or, as the case may be, the nature of his connection with the person.
- 11 By virtue of their position in the Other Companies, the Directors were to be

regarded as interested in all existing and any proposed transactions or arrangements between the Company and the Other Companies

- 12 The Directors were required to disclose any change in circumstances with regard to the nature or extent of interests already disclosed and of any potential situations that conflict or may possibly conflict with the interests of the Company and seek authorisation in advance of any such conflict arising.
- 13 That a copy of the signed Written Resolution approving and authorising any conflicts of interest that the Directors may have be filed with the Registrar of Companies once signed by the sole member.

Dated 1st DECEMBER 2010

Signed 
DIPANKAR BHATTACHARJEE

Signed 
ROBERT WILLIAMS

Signed 
THEO ANDRIESSEN