

MONDAY



LD1 *L7X48RY9* 14/01/2019 #1
COMPANIES HOUSE

TAKEDA CAMBRIDGE LIMITED

Company Number 03585995

(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTION

14 JANUARY 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**");

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced by:

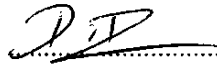
- (a) cancelling and extinguishing:
 - (i) 1,322,499 Ordinary Shares of GBP 0.10 each;
 - (ii) 12,231,133 Ordinary B Shares of GBP 0.10 each;
 - (iii) 3,133,472 Ordinary C Shares of GBP 0.10 each;
 - (iv) 2,702,702 Ordinary D Shares of GBP 0.10 each; and
 - (v) 10,000,000 Ordinary E Shares of GBP 0.10 each;
- (b) cancelling the share premium account of the Company; and
- (c) cancelling the capital redemption reserve of the Company

AND THAT the amount by which the share capital is reduced shall be credited to a distributable reserve of the Company.

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

(signature pages follow)

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'D. J.', followed by a dotted line for a signature line.

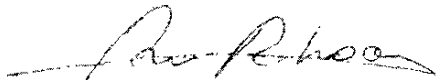
By:

Title: Director

Takeda Cambridge Limited

AGREEMENT

WE THE UNDERSIGNED, being the sole member of the Company on the Circulation Date,
HEREBY IRREVOCABLY AGREE to the Resolution.

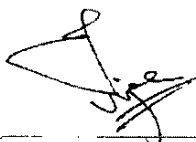


By: Remco Clement van Rhoon

Title: Director

Takeda Europe Holdings B.V.

Dated: 14 JANUARY 2019



By: Manoj Bhojwani

Title: Director

Takeda Europe Holdings B.V.

Dated: 14 JANUARY 2019

NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company.
2. Once you have signified your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by the date that is 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
4. A copy of the solvency statement made by the directors of the Company in accordance with section 643 Companies Act 2006 for the purposes of the reduction of share capital to be effected by the passing of the Resolution has been sent or submitted to you prior to the Circulation Date
5. A copy of this document was sent to the Company's auditors on the Circulation Date.