

No. 04794962

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

-of-

IBA MOLECULAR UK LIMITED
(the "Company")

The following resolutions were duly agreed to by the member(s) of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as a Special Resolution and an Ordinary Resolution (as appropriate), with effect from **30** March 2012

ORDINARY RESOLUTION

Approving Banking Documents

IT IS RESOLVED:

1. THAT the terms of, and the transactions contemplated by, the following documents to which it is proposed the Company be a party are in the best interests of the Company, will promote the success of the Company for the benefit of its members as a whole and are hereby approved

- (a) an Accession Deed pursuant to which the Company would accede as (i) an Additional Guarantor to a facilities agreement to be entered into by, amongst others, Rose Holdings S À R L and GRD US Pet Operations, Inc as Original Borrowers and ING Belgium NV as Agent (the "**Facilities Agreement**") pursuant to which the Lenders would make available senior term and revolving credit facilities available on terms more particularly set out therein, and (ii) an Acceding Debtor to an intercreditor agreement to be entered into between, amongst others, Rose Holdings S À R L and GRD US Pet Operations, Inc as Original Debtors and ING Bank N V as Senior Agent (the "**Intercreditor Agreement**") pursuant to which the Company would acknowledge the priorities of security and ranking of payments and other contractual arrangements made between the parties to the Intercreditor Agreement and be bound by the terms of the Intercreditor Agreement as an Additional Debtor,



- (b) a security agreement to be entered into between the Company as original chargor and ING Belgium NV/SA as Security Agent pursuant to which the Company, amongst other things, would agree to grant fixed and floating charges over substantially all its assets and undertaking,
- (c) a director's certificate to be signed by one of the directors of the Company, certifying and confirming certain matters more particularly set out therein,

together the "**Banking Documents**", and

- (d) any other documents relating to, or connected with, the Banking Documents

2. **THAT** the terms of and the transactions contemplated by the Facilities Agreement, the Intercreditor Agreement and the Banking Documents are in the best interests of the Company, will promote the success of the Company for the benefit of its members as a whole and are hereby approved
3. Terms defined in the Facilities Agreement shall have the same meaning when used herein, unless otherwise defined

SPECIAL RESOLUTION

Amendment of Articles of Association

IT IS RESOLVED:

1. That the Articles of Association of the Company shall be amended by inserting the following new article 7A

"7A Any lien which the company may have on shares which have been charged by way of security to any mortgagee or chargee described in article 9A shall not apply to such shares."

2. That the Articles of Association of the Company be amended by inserting the following new article 9A

"CHARGEES AND MORGAGEES

9A Notwithstanding anything otherwise provided in these articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise and including, but not limited to article 9 hereof), the directors will register any transfer of shares and will not suspend the registration of any transfer of shares, where such transfer is in favour of

- (a) a chargee or mortgagee of any shares,

- (b) any nominee of a chargee or mortgagee of any shares;
- (c) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares, or
- (d) a purchaser of any shares from any receiver, manager, administrative receiver or administrator appointed by a chargee or mortgagee of any shares

Regulation 24 of Table A shall be modified accordingly ”

These Resolutions shall have effect notwithstanding any provisions of the Company's Articles of Association

The undersigned, being the person(s) entitled to vote on the above resolution on 30 March 2012, hereby irrevocably agrees to that resolution indicated above


IBA Pharma SPRL