

**RESOLUTION
OF
VIIV HEALTHCARE LIMITED ("the Company")**

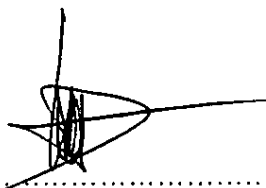
The following ordinary resolution was passed as a written resolution of the Company on 26th November 2009:

ORDINARY RESOLUTION

THAT, where a director is appointed pursuant to a nomination as such by one or more shareholders (a "**Nomination**"):

- (A) any actual or possible conflict with the interests of the Company which that director has or may have as a consequence of such Nomination (or which derives from such nomination or his relationship with the nominating shareholder) and which would otherwise involve that director breaching his duty under the Companies Acts (as defined in the articles of association of the Company) to avoid conflicts of interest; and
- (B) any consideration of, and taking into account by, the director of the interests of the nominating shareholder or shareholders which would otherwise involve that director breaching his duty under the Companies Acts to exercise independent judgement,

shall hereby be authorised by the Company in accordance with section 180(4)(a) of the Companies Act 2006. In such circumstances, where the relevant director obtains (as a consequence of, or deriving from, any position or office he holds with, or his relationship with, the nominating shareholder) information that is confidential to any person (other than the Company or any of its subsidiaries), the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence.



Director

Date: 26 November 2009.

TUESDAY



RM 08/12/2009
COMPANIES HOUSE