

Company Number: 08114919

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTIONS
of
Aegerion Pharmaceuticals Limited
(the "Company")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company proposed the following resolutions be passed as written resolutions. Terms defined in the board minutes of a meeting of the board of Directors of the Company dated 24 September 2019 shall have the same meaning in these written resolutions, unless otherwise defined:

SPECIAL RESOLUTIONS

1. **THAT**, article 34 (Share Transfers) of the articles of association of the Company be altered by inserting the following as new paragraphs 34.6, 34.7 and 34.8:

"34.6 Notwithstanding anything contained in these Articles, any pre-emption rights conferred on existing members do not apply to, and the directors will not decline to register, nor suspend registration of, any transfer of shares to:

- (i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a Financial Institution) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a Security) that benefits a Financial Institution, and/or*
- (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution or an agent or trustee of any Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a Receiver) pursuant to powers granted to it under the Security,*

34.7 A certificate of the holder of security over the shares being so transferred will be conclusive evidence of any facts stated in that certificate in relation to the matters contemplated in this Article 34.

34.8 Notwithstanding any other provision of these Articles, the Company's first and paramount lien on every share (whether or not such shares are fully paid) and the extension of that lien to all dividends payable by the Company in respect of that share shall not apply where such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security "

2. **THAT**, these resolutions have effect notwithstanding any provision of the Company's articles of association

THURSDAY



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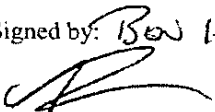
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COMPANIES HOUSE

Agreement of eligible members

The undersigned being eligible members on 24 September 2019 (the "Circulation Date") irrevocably agree to the resolutions set out above:

Signed by:  BEN HARSANYI,
Director

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For and on behalf of Aegerion Pharmaceuticals Ltd.

Date: 24 September 2019

NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery marked for the attention of Amy Kennedy at Gibson, Dunn & Crutcher LLP, Telephone House, 2-4 Temple Avenue, London, EC4Y 0HB acting on behalf of the Company.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless within twenty-eight (28) days from and including the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.