

Company Number: 00946942

Intervet UK Limited
(the "Company")

SOLE MEMBER'S WRITTEN RESOLUTIONS

9 January 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions (together the **Resolutions**).

ORDINARY RESOLUTIONS

1. THAT, in accordance with paragraph 43 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the directors be and are hereby authorised to exercise any power of the Company under section 550 of the Companies Act 2006.
2. THAT, upon the recommendation of the directors:
 - (a) the sum of £10,000,000 (being the amount standing to the credit of the capital contribution reserve in the books of the Company) be capitalised;
 - (b) the directors be and are hereby authorised and directed to appropriate the said sum to the sole member of the Company as the holders of ordinary shares of £10,000,000 each in the capital of the Company;
 - (c) that sum be applied on its behalf in paying up in full at par 10,000,000 ordinary shares of £1 each to rank *pari passu* in all respects with the ordinary shares now in issue; and
 - (d) to allot and distribute those shares credited as fully paid at par to the sole member.

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



BY ORDER OF THE BOARD

.....
Director

AGREEMENT

I, being the sole member of the Company, HEREBY IRREVOCABLY AGREE to each of the Resolutions.

duly authorised signatory
for and on behalf of Intervet Holding B.V.

Dated:

NOTES


1. To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by returning the signed copy by courier to Walton Manor, Walton, Milton Keynes, Buckinghamshire, MK7 7AJ marked "For the attention of " the directors of Intervet UK Limited.
2. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the Resolutions to pass, they will lapse within 28 days after circulation.

BY ORDER OF THE BOARD

.....
Director

AGREEMENT

I, being the sole member of the Company, HEREBY IRREVOCABLY AGREE to each of the Resolutions.


M.H.J. Melssen/Director

duly authorised signatory
for and on behalf of Intervet Holding B.V.

9 January 2019
Dated:

NOTES

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