

Company Number: 3681716

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FRESENIUS KABI ONCOLOGY PLC

PURSUANT TO SECTION 30, COMPANIES ACT 2006

Passed on 30 May 2018

THURSDAY



A11 *A7910GWI* 28/06/2018 #83
COMPANIES HOUSE

On 30 May 2018, the following ordinary resolution in writing was duly passed by members representing a simple majority¹ of the total voting rights of eligible members of the Company and the following special resolution in writing was duly passed by members representing 75%² of the total voting rights of eligible members of the Company pursuant to sections 288 to 300 Companies Act 2006.

WRITTEN RESOLUTIONS

ORDINARY RESOLUTION

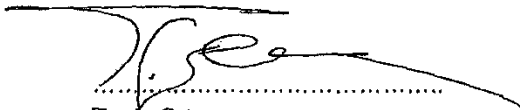
1. That the Directors be and they are hereby generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 551 of the Companies Act 2006 (the "Act")) pursuant to an offer or agreement made by the Company before the date this resolution is passed) to exercise all of the powers of the Company to allot relevant securities pursuant to section 551 of the Act up to an aggregate nominal amount of 45 million GBP provided that this authority shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 30 June 2019 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is without prejudice to the continuing authority of the Directors to allot relevant securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.

¹ A written ordinary resolution may be passed by members representing a simple majority (i.e. more than 50%) of the total voting rights of eligible members, see CA 2006, s.282(2).

² A written special resolution may be passed by members representing not less than 75% of the total voting rights of eligible members, see CA 2006 s.283(2).

SPECIAL RESOLUTION

2. That, subject to and conditional upon the passing of resolution 3 set out in the notice of this meeting, the directors be generally empowered pursuant to sections 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by the said resolution 3 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
- a. the allotment of equity securities in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of ordinary shareholders on the register on a date fixed by the directors in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on that date, but subject to such exclusions and/or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or any legal, regulatory or practical difficulties under the laws of any territory, or the requirements of any regulatory body or stock exchange, or as regards shares in uncertificated form; and
 - b. the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities having an aggregate nominal amount not exceeding 45 MILLION GBP, and this power shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier) 30 June 2019, unless previously revoked, varied or renewed, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



Tanja Greve
Director