

A PRIVATE COMPANY LIMITED BY SHARE

WRITTEN RESOLUTION

OF

VIIV HEALTHCARE LIMITED

Company Number: 06876960

(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT the amount standing to the credit of the share premium account of the Company as at 8 March 2016, being £4,591,000,000, be cancelled and extinguished

By order of the board



Director/Secretary

8th March 2016
Date

TUESDAY



LD1

"L539076Q"
22/03/2016
COMPANIES HOUSE

#29

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The circulation date of the written resolution is 8 March 2016 (the "**Circulation Date**")
- 3 The procedure for signifying agreement by eligible members to a written resolution is as follows
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution,
 - (B) the document must be sent to the Company in hard copy form or in electronic form,
 - (C) a member's agreement to a written resolution, once signified, may not be revoked, and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it
- 4 Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006) However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date This is because additional stricter rules apply to a written resolution for reducing share capital Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

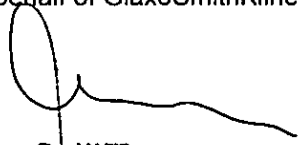
We, being the eligible members of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006,
- 2 hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution, and

- 3 hereby consent, pursuant to section 630 of the Companies Act 2006, to any variation, modification or abrogation of the rights, privileges and restrictions attaching to any or all of our shares in the Company as will or may be involved in or effected by or pursuant to the passing and implementation of the special resolution

For and on behalf of GlaxoSmithKline Mercury Limited

Director


Paul Williamson
Authorised Signatory
For and on behalf of
Edinburgh Pharmaceutical Industries Limited
Company Secretary

8th March 2016

Date

For and on behalf of PHIVCO Luxembourg SARL

Director

Date

For and on behalf of PHIVCO Corp

Director

Date

For and on behalf of Shionogi Limited

Director


DR JOHN KEELER

8th March 2016

Date

3 hereby consent, pursuant to section 630 of the Companies Act 2006, to any variation, modification or abrogation of the rights, privileges and restrictions attaching to any or all of our shares in the Company as will or may be involved in or effected by or pursuant to the passing and implementation of the special resolution

For and on behalf of GlaxoSmithKline Mercury Limited

Director

Date

For and on behalf of PHIVCO Luxembourg SARL



Manager

Date

For and on behalf of PHIVCO Corp

Director

Date

For and on behalf of Shionogi Limited

Director

Date

