

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

VIIV HEALTHCARE UK LIMITED
Company Number: 06990358

(the "Company")

THURSDAY



A07 *A55D0NK0* 21/04/2016 #401
COMPANIES HOUSE

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

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the undersigned, being the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings of the Company, does hereby declare that the following resolution (the "**Resolution**") shall have effect as if passed at a general meeting of the Company duly convened and held. The Resolution shall be passed as a special resolution.

WHEREAS

- (A) It is proposed that the Company declare a cash dividend of £375,000,000.00 in respect of each ordinary share of the Company (the "**Dividend**"). A set of interim accounts (the "**Interim Accounts**") which reflect the financial position of the Company, have been circulated with this written resolution.
- (B) It is further proposed, subject to such approval and the declaration of the Dividend, that the Dividend remain unpaid and instead be left outstanding as a debt payable by the Company to its sole member.

SPECIAL RESOLUTION

WE RESOLVE

- (A) that, having considered the Interim Accounts, it is in the best interests of the Company and its sole member to declare the Dividend, and accordingly the Dividend is hereby declared by the sole member of the Company,
- (B) that, subject to the passing of Resolution (A) above, it is in the best interests of the Company and its sole member that the Dividend remain unpaid, and instead be left outstanding as a debt payable by the Company to its sole member, and
- (C) that the directors of the Company be and are hereby authorised to take any action or enter into any other documents in connection with the Dividend, including any additions or amendments thereto, to which the Company is a party as they shall deem necessary or appropriate, and to execute, deliver and perform any and all obligations under those documents.

This Resolution shall have immediate effect.

By order of the board


Director/Secretary

29/2/16
Date

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 29 February 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 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

AGREEMENT BY ELIGIBLE MEMBER(S) TO WRITTEN RESOLUTIONS

We, being the sole eligible member 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, and
- 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

Signed by
for and on behalf of **ViiV Healthcare Limited**



Date 29/2/16