

**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF MANAGERS OF  
[COMPANY]  
IN LIEU OF MEETING**

The undersigned, being all the members of the Board of Managers of [COMPANY], a Delaware limited liability company (the “Company”), hereby consent to and adopt the following resolutions pursuant to the terms and provisions of the Limited Liability Company Agreement, dated [Date], as amended through the date hereof (the “LLC Agreement”), and Sections 18-402 and 404 of the Delaware Limited Liability Company Act, as amended (the “Act”), in lieu of a meeting and hereby waive notice of such meeting pursuant to the LLC Agreement and the Act:

**WHEREAS**, the Company desires to enter into, and consummate the transactions contemplated by, that certain Sale and Purchase Agreement (the “Agreement”) relating to the [Business Segment] business of [Seller] by and among [Company 2] (“Seller”), the Company, [Company 3] and [Company 4], pursuant to which, among other matters, the Company will acquire the [Business Description] business through acquiring the shares of [Company 5] (“[Company 5]”) and [Company 6] (“[Company 6]”) and licensing certain intellectual property rights from the Seller (the “Acquisition”); and

**WHEREAS**, as part of the Acquisition, the Company will enter into or cause affiliates to enter into that certain (i) Intellectual Property Transfer and License and Commercialization Agreement (the “IPTLA”) by and among the Seller, [Company 5] and [Company 6]; (ii) Transitional Services Agreement between the Seller and the Company (the “Transitional Services Agreement”); (iii) Equity Transfer Agreement relating to the transfer of the shares of [Company 6] (the “[Company 6] ETA”); and (iv) the [Country 1] local transfer documents relating to the transfer of the shares of [Company 5] (the “[Company 5] ETA”), substantially in the forms previously provided to the Board of Managers and sole Member of the Company.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Acquisition for a purchase price of approximately US\$[\_\_\_\_\_], subject to adjustment for net cash, working capital and assumed long-term benefits liability as set forth in the Agreement, and the transactions contemplated by such Agreement are hereby approved.

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