

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
GANDS (U.K.)  
Company No. 02786695**

**December 26, 2019**

The undersigned, being all of the Directors of Gands (U.K.), a private unlimited company organized in the United Kingdom and registered in England and Wales, ("Company") do hereby consent in writing, without a meeting, to the following actions:

**APPROVAL OF THE OSI GROUP, LLC TAX STRATEGY STATEMENT  
and  
APPROVAL TO PUBLISH THE OSI GROUP, LLC TAX STRATEGY STATEMENT  
ON THE COMPANY'S OR OSI GROUP'S WEBSITE**

**WHEREAS**, the Company is an indirect subsidiary of OSI Group, LLC, a Delaware limited liability company, with its corporate offices located at 1225 Corporate Boulevard, Aurora, Illinois 60505 USA ("OSI");

**WHEREAS**, OSI has multinational entities with a UK presence;

**WHEREAS**, as part of the 2016 UK Finance Act, OSI, having multinational entities with a UK presence, must publish its UK Tax Strategy Statement ("Statement") on the website of its entities located in the UK or on OSI's website;

**WHEREAS**, the Statement must include how OSI manages UK tax risks; OSI's attitude to tax planning; the level of risk OSI is prepared to accept for UK tax risks; and, how OSI works with the UK tax authorities; and

**WHEREAS**, OSI and the Company's Board of Directors have been made aware of the Statement and its requirements and deem it advisable and in the best interest of OSI to publish the Statement on the Company's or OSI's website;

**NOW, THEREFORE, BE IT RESOLVED**, that OSI be, and it hereby is, authorized to publish the Statement on the Company's or OSI's website.

**FURTHER RESOLVED**, that, on behalf of OSI, that the proper Officers of the Company; David G. McDonald, Chairman; Sherry A. DeMeulenaere, Joint Secretary; and, Martin Back; Joint Secretary (the "Officers" or "Authorized Signatories"), acting singly, be and they hereby are authorized and empowered to do any and all such acts and things and to execute any and all instruments and documents as may be deemed appropriate in order to: (i) publish OSI's Tax Strategy Statement on the Company's or OSI's website, and (ii) carry out the intent and purposes of these resolutions, and all actions heretofore or hereafter taken by the Officers concerning the matters herein mentioned are hereby ratified, confirmed and approved.

**IN WITNESS WHEREOF**, the undersigned have executed this Written Consent as the Directors of the Company as of the date set forth above.

By:   
Sheldon Lavin  
Director

By:   
David G. McDonald  
Chairman and Director

Being all of the Directors of the Company