

THE COMPANIES ACTS 1948 to 1981
A PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF

***MDY HEALTHCARE PLC**

**(as amended by resolutions passed on 12th July 1984, 30th October 1987,
5th January 1989, 27th March 1997, 25th July 1997, 24th September 1998,
31st March 2000, 24th August 2004 and 15th August 2006)**

1 *The name of the Company is MDY Healthcare PLC.

2 The Company is to be a public company.

3 The registered office of the Company will be situate in Scotland.

4 **The objects for which the Company is established are:-

- (a) (i) to carry on the business of an investing company and to acquire, hold (either in the name of the Company or in that of any nominee) sell, endorse, discount or otherwise deal with or dispose of all kinds of shares, stocks, debentures and debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted in any part of the world, and all kinds of bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, public body or authority (supreme, municipal, local or otherwise,) in any part of the world, and any right or interest therein (and whether or not producing income) and to vary or transpose any such shares, stocks, debentures, debenture stock, bonds, obligations or securities;
- (ii) to acquire any such stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise; to underwrite or

* Name changed from Biocure Holdings PLC to Medysis PLC pursuant to Special Resolution passed on 25th July 1997 and from Medysis PLC to MDY Healthcare PLC pursuant to Special Resolution passed on 15th August 2006.
** Objects clause (4) changed pursuant to Special Resolution passed on 15th August 2006.

- guarantee the subscription thereof; and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof;
- (iii) to undertake and to perform all the functions of a holding company;
 - (iv) to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; and to undertake or execute any other trusts;
 - (v) to establish or maintain or join in any scheme or plan for encouraging or facilitating the regular (or other) investment in, the holding of, or the investment of any dividends declared by the Company, or any other company within such scheme or plan by, or for the benefit of, the shareholders of the Company or other persons within such scheme or plan and to discharge, or contribute towards the discharge of, the expenses of establishing or maintaining any such scheme or plan;
- (b) to carry on any other trade or business whatsoever which can be advantageously carried on by the Company in connection with or as ancillary to any of the businesses or objects of the company;
 - (c) to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, bonds and other instruments and securities, whether negotiable or otherwise;
 - (d) to subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with, shares, bonds, obligations, or any other securities or units whatsoever of any company, fund, trust, business, undertaking or other entity and any options or other rights in respect of them, and to buy and sell foreign exchange;
 - (e) to acquire and assume for any estate or interest and to take options over, construct, develop, turn to account, exploit and deal with any property, real or personal, and rights of any kind;
 - (f) to purchase, acquire, undertake or assume the whole or any part of the business, undertaking, goodwill, assets and liabilities of any

person, firm or company carrying on or proposing to carry on any of the businesses which the Company carries on or is authorised to carry on or which is possessed of or entitled to any property or rights of whatsoever nature which may be thought advantageous to, or suitable for the purposes of, the Company;

- (g) to sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of all or any part of the undertaking, property and assets both present and future of the Company, or any part of them, for such consideration as may be thought fit, and in particular for shares or any other securities whatsoever, whether fully or partly paid up;
- (h) to amalgamate or enter into partnership or any profit sharing or joint venture arrangement or association with, and to co-operate or participate in any way with, and assist or subsidise any person, company, firm or other entity whatsoever;
- (i) to co-ordinate, manage, finance, subsidise or otherwise assist any company or companies or other organisations or entities in which the Company is a member or participant or in which the Company otherwise has any direct or indirect interest and to provide for them administrative, executive, managerial, secretarial and other services and generally otherwise to carry on business as a holding company;
- (j) to apply for and take out, purchase or otherwise acquire any trade or service marks or names, designs, patents, patent rights, copyright, inventions, secret processes or formulae and any other intellectual property rights of any kind and to carry out experiments and research work in connection with them and to protect, maintain, develop, exploit, turn to account and deal with them;
- (k) to borrow and raise money and to secure or discharge any debt or obligation in any manner whatsoever and, in particular, by mortgages of or charges upon all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company or by the creation and issue of securities of any description;

- (l) to lend, advance or deposit money or give or provide credit or any other form of financial accommodation to any person, firm, company or other entity whatsoever and whether with or without security and otherwise on such terms as may be thought fit;
- (m) to invest all moneys of the Company not immediately required in such manner as may be thought fit and to hold, dispose of and otherwise deal with any investments so made;
- (n) to enter into any guarantee, contract of indemnity or suretyship or to provide security, with or without consideration, whether by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any other method or in any other manner, for the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, firm, company or other entity including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or which is otherwise associated with the Company;
- (o) to promote or join in the promotion of any company, firm or other entity whatsoever whether or not carrying on a business or having objects similar to those of the Company;
- (p) to promote and apply for any Act of Parliament, statutory instrument, order, licence or other authority for the purposes of effecting any modification to the Company's constitution or for any other purpose whatsoever which may be intended or calculated, directly or indirectly, to promote the Company's interests or to enable it to carry into effect any of its objects;
- (q) to enter into any agreement or arrangement with any government or governmental or other regulatory authority or person which may seem conducive to the attainment or implementation of the Company's objects or any of them and to obtain any orders, rights,

privileges, franchises, and concessions and to carry out, enjoy, exercise and comply with them;

- (r) to pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company or to enter into any agreement for them, and including the payment of commission or other remuneration or reward to any person for underwriting, placing, selling, subscribing or otherwise assisting in the issue of any securities of the Company or in or about its formation;
- (s) to procure the registration or incorporation of the Company in or under the laws of any territory outside England;
- (t) to the extent permitted by law, to give any form of financial assistance (as defined in Section 152, Companies Act 1985), directly or indirectly, for the purpose of, or in connection with, any acquisition or proposed acquisition of shares in the Company and/or any reduction or discharge of a liability incurred by any person for the purpose of such an acquisition;
- (u) to support and to subscribe or guarantee the payment of any money or transfer of any property whatsoever, to any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely, directly or indirectly, to further the interests of the Company or of its members;
- (v) to establish, maintain and/or contribute to any person superannuation, death benefits, funds or schemes for the benefit of, and to give, award, or procure the giving or awarding, of donations, pensions, gratuities, allowances, annuities, emoluments or other benefits whatsoever to any persons who are or have at any time been in the employment or service of the Company or of any company which is its holding company or which is a subsidiary of either the Company or any such holding company or of any company which is otherwise allied to or associated with the Company, or who are or have at any time been Directors or officers (or held comparable or equivalent offices) of the Company or of any such other company, and also to the wives, widows, families and dependants of any such persons; to establish, subsidise or subscribe

to any institutions, associations, clubs or funds which may be considered likely to benefit all or any such persons; to make payments for or towards the insurance of any such persons; to establish, support and maintain any form of profit-sharing, share purchase, share incentive, share option or employees' share scheme for any such persons and to lend money to any persons eligible to participate in them or benefit from them (or to trustees on their behalf) for the purposes of or in connection with the operation and enjoyment of any such scheme;

- (w) to distribute amongst the members of the Company, in specie or otherwise, all or any part of the property, undertaking or assets of the Company;
- (x) to do all or any of the things and matters aforesaid in any part of the world, either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, intermediaries, subsidiary companies or otherwise and either alone or in conjunction with others; and
- (y) to do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

And it is declared that:

- (a) none of the objects set out above in this clause shall be restrictively construed but the widest interpretation shall be given to each such object which shall not, except where the context expressly so requires, be in any limited or restricted by reference to or inference from the terms of any other object set out above;
- (b) none of the sub-clauses of this clause shall be construed as being subsidiary or ancillary to any of the objects specified in any other sub-clause and the same shall each be construed as if they constituted the objects of a separate, distinct and independent company; and
- (c) the word "**company**" in this clause, except where used in reference to the Company shall include any partnership or other body of persons, whether incorporated or not, and whether formed,

incorporated, domiciled or resident in the United Kingdom or elsewhere. The word "person" shall include any company as well as any legal or natural person and the words "and" and "or" shall also mean "and/or" whether the context so permits.

5 The liability of the Members is limited.

6 The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take our number of shares in the capital of the Company set opposite our respective names.

Names, addresses and description of Subscribers	Number of shares taken by each Subscriber
Stephen Mabbott 24 Castle Street Edinburgh Company Registration Agent	One
Andrew Cockburn Castle Street Edinburgh Company Registration Agent	One

Dated this 14th day of June, 1984.

Witness to the above signatures:- Karen Davidson
24 Castle Street
Edinburgh
Company Registration Agent

* By Special Resolution passed on 12th July 1984 the authorised share capital was increased to £150,000 by the creation of a further 149,900 Ordinary Shares of £1 each. By Ordinary Resolution passed on 30th October 1987 the authorised share capital was increased to £500,000 by the creation of a further 350,000 Ordinary Shares of £1 each. By Special Resolution passed on 5th January 1989 each of the existing Ordinary Shares of £1 each was sub-divided into 100 Ordinary Shares of 1p each. The authorised share capital was increased to £800,000 by resolution passed on 27th March 1997, was further increased to £2,313,940 by resolution passed on 25th July 1997, was further increased to £5,568,500 by resolution passed on 24th September 1998, was further increased to £6,000,000 by resolution passed on 31st March 2000, was further increased to £8,500,000 by resolution passed on 24th August 2004 and was further increased to £10,000,000 by resolution passed on 15th August 2006.