

THURSDAY



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Lorraine Young Company Secretaries Limited

**Company No 01319856**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF Regenersis (Glenrothes) Ltd**

## **PRELIMINARY**

1 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

1 2 In these Articles the expressions

"the Act"

means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

"subsidiary company"

means a company which is a subsidiary of another within the meaning of section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that other is a member of it and has the right to appoint or remove a majority of its board of directors and the definition of "holding company" in the said section shall be construed accordingly

## **SHARE CAPITAL**

2 The share capital of the Company is £600,000 divided into 600,000 ordinary shares of £1 each having the following rights

2 1 Income

The profits of the Company available for distribution shall be distributed to the holders of the ordinary shares pro rata according to the amounts of the nominal value paid up or credited as paid up on the shares held by them respectively and shall accrue on a daily basis

## **2.2 Capital**

On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be distributed amongst the holders of the ordinary shares in proportion to the amounts of the nominal value paid up on the shares held by them respectively

## **CLASS RIGHTS**

3. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, only with the consent in writing of the holders of at least 75% of the issued shares of that class.

## **ALLOTMENT OF SHARES**

- 4.1 Notwithstanding any other provisions contained in this Article, for so long as the Company is a subsidiary company, the Directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this Article without the prior consent of the Company's holding company.
- 4.2 Shares which are comprised in the authorised but unissued share capital shall be under the control of the Directors who may (subject to Section 80 of the Act and paragraphs 4.1 and 4.4 hereof) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 4.3 In accordance with Section 91(1) of the Act Section 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 4.4 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

## **SHARES**

- 5A Notwithstanding the provisions of Article 5, the Company shall not have a lien on any share that is charged or mortgaged by a member in favour of a bank, financial institution or other entity or person on arm's length terms
5. Subject to Article 5A, the lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company Clause 8 in Table A shall be modified accordingly.
- 6 The liability of any Member in default of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## **GENERAL MEETINGS AND RESOLUTIONS**

- 7 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company
- 8.1 If a quorum is not present within half an hour from time appointed for the General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned General Meeting a quorum is not present such adjourned General Meeting shall be dissolved.
- 8.2 Clause 41 in Table A shall not apply to the Company.

## **APPOINTMENT OF DIRECTORS**

- 9.1 Clause 64 in Table A shall not apply to the Company
- 9.2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- 9.3 The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 9.4 No person shall be appointed a Director at any General Meeting unless either.

- 9 4 1 he is recommended by the Directors, or
- 9 4 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed
- 9 5 Subject to paragraph 9 4 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- 9 6 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph 9 2 above as the maximum number of Directors and for the time being in force
- 9 7 Notwithstanding any other provisions of this Article, for so long as the Company is a subsidiary company, its holding company may appoint a person to be a Director or remove any Director from office howsoever appointed
- 10 1 Every consent or any appointment or removal of a Director under the powers conferred upon a holding company by these articles shall be made by instrument in writing and signed by a Director or the Secretary of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company Every such instrument shall be annexed to the Directors' minute book as soon as practicable after such service
- 10 2 No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and shall not be affected in any way or prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers
- 10 3 If the Company has more than one holding company then for the purposes of these Articles references to its holding company shall be read and construed as references to its immediate holding company

#### **BORROWING POWERS**

- 11 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and

subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **ALTERNATE DIRECTORS**

- 12.1 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly
- 12.2 A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled to any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### **GRATUITIES AND PENSIONS**

- 13.1 The Directors may exercise the power of the Company conferred by Clause 3(o) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- 13.2 Clause 87 in Table A shall not apply to the Company

#### **PROCEEDINGS OF DIRECTORS**

- 14.1 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum at the meeting
- 14.1A Any Director who participates in the proceedings of a meeting by means of a communication device (including, without limitation, a telephone) that allows all the other Directors present at the meeting (whether in person, alternate or using a communication device) to hear that director at all times, and that Director to hear all other Directors present at the meeting (by whatever means) at all times, shall be deemed to be present at the meeting and counted in the quorum. A meeting held by these means shall be deemed to take place where the largest number of participants is assembled. In the absence of a majority, the Chairman's location shall be deemed to be the place of the meeting.
- 14.2 Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### **THE SEAL**

- 15.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any

instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

- 15 2 The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

#### **INDEMNITY**

- 16 1 Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Act, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 16 2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- 16 3 Clause 118 in Table A shall not apply to the Company.

#### **TRANSFER OF SHARES**

- 17 1 Notwithstanding any contrary provisions in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
- 17 1 1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"), or
- 17 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

17 1 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of such shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise