In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

CB01

Notice of a cross border merger involving a UK registered company

iris LASERFORM

✓ **What this form is for**
You may use this form to give notice of a cross border merger between two or more limited companies (including a UK registered company)

✗ **What this form is NOT fc**
You cannot use this form t notices of a cross border r between companies outsic European Economic Area

TUESDAY

L24ICBC2
LD6 19/03/2013 #29
COMPANIES HOUSE

Part 1 Company details

Company number of UK merging company	2 0 8 6 5 3 0
Company name in full of UK merging company	MEDEVA LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

Part 2 Merging companies

Please use **Section A1** and **Section B1** to fill in the details for each merging company (including UK companies) Please use a CB01 continuation page to enter the details of additional merging companies

A1 **Merging company details** ❶

Full company name	CELLTECH GROUP LIMITED
Registered number ❷	0 2 1 5 9 2 8 2
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging Company details**
Please use Section B1 to enter the details of the second merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

B1 Merging company details ❶

Full company name	CHIROSCIENCE R&D LIMITED
Registered number ❷	3 5 0 3 7 5 6
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging Company details**
Please use a CB01 continuation page to enter the details of additional merging companies

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

Part 3 Details of meetings ❺

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors)

Details of meeting

Date	d2 d1 m0 m5 y2 y0 y1 y3
Time	11 00
Place	208 Bath Road, Slough, Berkshire, SL1 3WE

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

❺ **Details of meetings**
For additional meetings held under regulation 11, please use a CB01 continuation page

Part 4 Terms of merger and court orders

C1 Terms of merger

You must either
- enclose a copy of the draft terms of merger,
  or,
- give details (below) of a website on which the draft terms are available ❶

Website address

❶ **Draft terms of merger on a website**
In order to be able to give notice of draft terms of merger on a website, the following conditions must be met
- the website is maintained by or on behalf of the UK merging company,
- The website identifies the UK merging company,
- no fee is required to access the draft terms of merger,
- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members

C2 Court orders

If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors

Part 5 Signature

D1 Signature

I am signing this form on behalf of the UK merging company

Signature

Signature
X X

This form may be signed by a director of the UK merging company on behalf of the Board

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Notice of a cross border merger involving a UK registered company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name ASM/BLB

Company name OLSWANG LLP

Address 90 HIGH HOLBORN

Post town

County/Region

Postcode W C 1 V 6 X X

Country

DX 37972 Kingsway

Telephone 020 7067 3000

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number of the UK merging company match the information held on the public Register
- ☐ You have completed the details of each merging company in Part 2
- ☐ You have completed Part 3
- ☐ You have completed Part 4 and (if applicable) enclosed the relevant documents
- ☐ You have signed the form in Part 5

Important information

Please note that all information on this form will appear on the public record

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk
or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www companieshouse gov.uk

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	CELLTECH PHARMA IRELAND LIMITED
Registered number ❷	2 7 4 4 2 6
	Please enter the registered office address
Building name/number	UNITED DRUG HOUSE
Street	MAGNA DRIVE
	MAGNA BUSINESS PARK, CITY ROAD WEST
Post town	DUBLIN 24
County/Region	
Postcode	
Country	IRELAND
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER
	THE LAWS OF IRELAND
Member state and registry ❹	THE COMPANIES REGISTRATION OFFICE, PARNELL HOUSE
	14 PARNELL SQUARE, DUBLIN 1

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	VIKING TRADING CO LIMITED
Registered number ❷	0 2 1 9 7 3 5
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	UCB WATFORD LIMITED
Registered number ❷	1 9 2 8 4 9 8
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry *where documents are kept*

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	CELLTECH PHARMA EUROPE LIMITED
Registered number ❷	2 6 4 9 4 1 9
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member *state registry*

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	EVANS HEALTHCARE LIMITED
Registered number ❷	2 0 2 3 2 1 5
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	MEDEVA INTERNATIONAL LIMITED
Registered number ❷	2 6 1 8 3 3 8
Please enter the registered office address	
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 *continuation page for details of each* additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member *state and* the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	CONFIRMANT LIMITED
Registered number ❷	4 1 7 7 2 8 6
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	OXFORD GLYCOSCIENCES (UK) LIMITED
Registered number ❷	2 2 7 1 9 3 5
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	CHIROSCIENCE GROUP LIMITED
Registered number ❷	2 8 3 7 8 1 6
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	CELLTECH JAPAN LIMITED
Registered number ❷	3 7 3 1 1 2 2
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	MEDEVA LIMITED
Registered number ❷	2 0 8 6 5 3 0
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 *continuation page* for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

Please fill in the following details for **each** merging company (including UK companies)

Full company name	FIPAR
Registered number ❷	5 3 6 9 5 2 2
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE UNLIMITED COMPANY EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

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Notice of a cross border merger involving a UK registered company

Part 2 Merging company details ❶

	Please fill in the following details for **each** merging company (including UK companies)
Full company name	OXFORD GLYCOSCIENCES
Registered number ❷	2 7 2 3 5 2 7
	Please enter the registered office address
Building name/number	208
Street	BATH ROAD
Post town	SLOUGH
County/Region	BERKSHIRE
Postcode	S L 1 3 W E
Country	UNITED KINGDOM
Legal form and law ❸	PRIVATE UNLIMITED COMPANY EXISTING UNDER THE LAWS OF ENGLAND AND WALES
Member state and registry ❹	UNITED KINGDOM

❶ **Merging company details**
Please use a separate CB01 continuation page for details of each additional merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

IN THE HIGH COURT OF JUSTICE **No. 1457 of 2013**

CHANCERY DIVISION

COMPANIES COURT

REGISTRAR BARBER

14 March 2013

IN THE MATTER OF MEDEVA LIMITED

AND

IN THE MATTER OF THE COMPANIES (CROSS BORDER MERGERS) REGULATIONS 2007

ORDER

UPON THE APPLICATION by Part 8 Claim Form (the "**Claim Form**") of the above-named MEDEVA LIMITED (the "**Company**")

AND UPON HEARING Counsel for the Company

AND UPON READING the said Claim Form and the evidence

IT IS ORDERED pursuant to Regulation 13 of the Companies (Cross-Border Mergers) Regulations 2007 (the "**UK Regulations**") that the Company has permission to convene a meeting of its members such meeting to be held in accordance with its constitution or in such other manner as the Company and its sole shareholder may agree

AND, IT IS ORDERED that the Claim Form be adjourned to a date to be fixed

No. 1457 of 2013

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

IN THE MATTER OF MEDEVA LIMITED

AND IN THE MATTER OF THE COMPANIES
(CROSS-BORDER MERGERS)
REGULATIONS 2007

ORDER

OLSWANG

90 High Holborn
London
WC1V 6XX

Solicitors to the Claimant

THIS DOCUMENT COMPRISES THE DRAFT TERMS OF A PROPOSED CROSS-BORDER MERGER BETWEEN CELLTECH GROUP LIMITED AND EACH OF THE COMPANIES LISTED IN SCHEDULE 2 FOR THE PURPOSES OF REGULATION 7 OF THE COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007 AND IN ACCORDANCE WITH REGULATION 5 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008

OLSWANG

DRAFT TERMS

OF A PROPOSED CROSS-BORDER MERGER OF

CELLTECH GROUP LIMITED

AND

EACH OF THE COMPANIES LISTED IN SCHEDULE 2

Olswang LLP
90 High Holborn
London WC1V 6XX

T +44 (0) 20 7067 3000
F +44 (0) 20 7067 3999
DX 37972 Kingsway

Olswang LLP is regulated by the Solicitors Regulation Authority
www olswang com

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1 DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise

"Celltech" means Celltech Group Limited, a UK private limited company (the Transferee Company),

"Conditions" means the conditions which must be satisfied before the Merger can become effective as more fully described in paragraph 3 7 below,

"Directive" means the Directive of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies (2005/56/EC),

"Draft Terms of Merger" means this document,

"Effective Date" means the date specified in the Final Order on which the consequences of the Merger as set out in regulation 17(1) of the UK Regulations are to have effect,

"English Court" means the High Court of Justice of England and Wales,

"Final Order" means the order made by the English Court under regulation 16 of the UK Regulations pursuant to which the English Court approves completion of the Merger and fixes the Effective Date,

"IreCo" means Celltech Pharma Ireland Limited, an Irish private limited company and one of the Transferor Companies,

"Ireland" means the Republic of Ireland,

"Irish Court" means the High Court of Ireland,

"Irish Regulations" means the European Communities (Cross-Border Mergers) Regulations 2008,

"Merger" means the proposed cross-border merger between Celltech and each of the Transferor Companies under the relevant provisions of the UK Regulations and the Irish Regulations, pursuant to which the Transferor Companies, will transfer all of their assets and liabilities to Celltech, as the Transferee Company, and the Transferor Companies are dissolved without going into liquidation,

"Remaining Transferor Companies" means all the Transferor Companies save for the Unlimited Companies and a reference to **"Remaining Transferor Company"** is a reference to any one of them,

"Transferee Company" means the company to which assets and liabilities of each Transferor Company are to be transferred by way of a cross-border merger (Celltech),

"**Transferor Companies**" means the companies listed in schedule 2 whose assets and liabilities are to be transferred by way of a cross-border merger and a reference to "**Transferor Company**" is a reference to any one of them,

"**UCB(I)**" means UCB (Investments) Limited, a UK private limited company with registered number 1106309,

"**UK**" means the United Kingdom of Great Britain and Northern Ireland,

"**UK Regulations**" means the Companies (Cross-Border Mergers) Regulations 2007,

"**UK Transferor Companies**" means all the Transferor Companies save for IreCo,

"**Unlimited Companies**" means Fipar and Oxford Glycosciences (listed in part 2 of schedule 2),

"**£**" means pounds sterling, the lawful currency of the UK, and

"**€**" means the euro, the lawful currency of Ireland

2 INTRODUCTION

2 1 It has been proposed by the board of directors of Celltech and each of the Transferor Companies that a cross-border merger of Celltech and the Transferor Companies be effected pursuant to the UK Regulations and Irish Regulations which implement the Directive in the UK and Ireland respectively Further details of the terms of the Merger are set out in paragraph 3 below Further details regarding Celltech and the Transferor Companies are set out in paragraphs 4 and 5 below and schedule 2 to the Draft Terms of Merger

2 2 This document comprises the draft terms of the Merger for the purposes of regulation 7 of the UK Regulations and regulation 5 of the Irish Regulations

3 THE MERGER

Details of the Merger

3 1 The Merger is intended to be

3 1 1 for the purposes of the UK Regulations, a merger by absorption, and

3 1 2 for the purposes of the Irish Regulations, a merger by acquisition,

such that, subject to the satisfaction of the Conditions, each of the Transferor Companies will transfer all of its assets and liabilities to Celltech, as the Transferee Company and the Transferor Companies will be dissolved without going into liquidation

Share exchange ratio

3 2 At the date of this document, each of the Transferor Companies and the Transferee Company is a wholly owned subsidiary of UCB(I) It is intended that Celltech will allot

shares to UCB(I) as consideration for the assets and liabilities of each Transferor Company There will be no cash payment made in connection with the Merger

3 3 Celltech will allot ordinary shares to UCB(I) for the assets and liabilities of the Transferor Companies The share exchange ratio for each Transferor Company is set out in schedule 2

3 4 UCB(I) will be entitled, with respect to its holding of the shares to be allotted pursuant to paragraph 3 3, to participate in the profits of Celltech from the Effective Date

3 5 In accordance with regulation 7(4)(a) of the UK Regulations and regulation 5(4) of the Irish Regulations, no shares in the Transferee Company will be allotted to any of the Transferor Companies or the Transferee Company

3 6 Neither Celltech nor any of the Transferor Companies have any shareholders who have any special rights or restrictions attached to their shares, and there are no holders of securities other than shares representing the share capital of Celltech or the Transferor Companies nor are any measures proposed and provided for concerning any such special rights or restrictions (within the meaning of regulation 7(2)(g) of the UK Regulations and regulation 5(2)(f) of the Irish Regulations)

Conditions

3 7 Completion of the Merger is conditional upon satisfaction of a number of requirements specified in the UK Regulations, including

3 7 1 pursuant to regulation 13 of the UK Regulations, approval of these Draft Terms of Merger by a majority in number, representing 75% in value of the members present and voting either in person or by proxy at shareholder meetings for each of the UK Transferor Companies and the Transferee Company summoned under regulation 11 of the UK Regulations,

3 7 2 pursuant to regulation 6 of the UK Regulations, an order having been made by the English Court that each of the UK Transferor Companies and the Transferee Company have completed properly the pre-merger acts and formalities, and

3 7 3 pursuant to regulation 16 of the UK Regulations, an order having been made by the English Court approving the Merger and fixing the date on which the Merger is to become effective

Effective Date

3 8 The Merger will become effective on the Effective Date when the consequences of the Merger as set out in regulation 17(1) of the UK Regulations and regulation 19(1) of the Irish Regulations, which will comprise the following, will take effect

3 8 1 the assets and liabilities of the Transferor Companies will be transferred to Celltech, and

3 8 2 the Transferor Companies will be dissolved without going into liquidation

Assets and liabilities of the Transferor Companies to be transferred

3 9 The annual accounts for the year ended 31 December 2011 and the management accounts for the month ending 31 December 2012 have been used for preparing and determining the Draft Term of Merger for both Celltech and each of the Transferor Companies (in accordance with regulation 7(2)(l) of the UK Regulations and regulation 5(2)(k) of the Irish Regulations)

3 10 The date from which the transactions of each Transferor Companies are to be treated for accounting purposes as being those as Celltech is 1 January 2013 and this date is therefore to be considered the "Merger Record Date" (in accordance with regulation 7(2)(f) of the UK Regulations and regulation 5(2)(e) of the Irish Regulations)

3 11 The assets and liabilities have been valued at and will be transferred at their book value as at 31 December 2012 (for the purposes of regulation 7(2)(k) of the UK Regulations and regulation 5(2)(j) of the Irish Regulations)

Likely effects of the Merger on employment and employees

3 12 As at the date of this document, neither Celltech nor any of the Transferor Companies has any employees and there are no employee representative bodies or works councils established within either Celltech or any of the Transferor Companies Accordingly, the Merger will have no repercussions or effects on employees or employment On the foregoing basis, there are no procedures by which any employee participation rights are to be determined and accordingly no statements are required to be made in the Draft Terms of Merger (in accordance with and for the purposes of regulation 7(2)(j)) of the UK Regulations and regulation 5(2)(i) of the Irish Regulations))

Independent expert's report

3 13 The Transferor Companies and the Transferee Company are wholly owned subsidiaries of UCB(I) and UCB(I) has expressed a willingness to waive the independent expert's report on the reasonableness of the share exchange ratio referred to in regulation 9(1) of the UK Regulations and regulation 7(1) of the Irish Regulations UCB(I) will confirm, by way of letter of waiver, that it does not require an independent expert's report

Directors' benefits

3 14 No amount or benefit (in cash or otherwise) or other special advantages have been or are intended to be paid, made or granted to any director of Celltech or any of the Transferor Companies or to any member of the administrative, management, supervisory or controlling organ of Celltech, any of the Transferor Companies or any independent expert, in either case, as a consequence of the Merger

4 INFORMATION ON CELLTECH

Legal form, company name and registered office

4 1 Celltech is a private company limited by shares incorporated and existing under the laws of England and Wales under the company name Celltech Group Limited, which has its registered office at 208 Bath Road, Slough, Berkshire, SL1 3WE and is registered with the Registrar of Companies for England and Wales under the number 2159282

Share capital

4 2 As at the date of this document Celltech's issued share capital comprises 287,343,586 ordinary shares of £0 50 each, all of which are registered in the name of UCB(I)

Constitutional documents of Celltech

4 3 The articles of association of Celltech as at the date of this document, and which will apply on the Effective Date, are set out in and attached at schedule 1

5 INFORMATION ON THE TRANSFEROR COMPANIES

Legal form, company name and registered office

5 1 Details on the legal form, company name and registered office for each of the Transferor Companies are set out and attached at schedule 2

Share capital

5 2 Details on the share capital of each of the Transferor Companies are set out and attached at schedule 2

Share exchange ratio

5 3 Details on the share exchange ratio for each of the Transferor Companies are set out and attached at schedule 2

The Unlimited Companies

5 4 It is intended that the Merger will be a merger of each of the Transferor Companies and the Transferee Company If the English Court or the Irish Court determines that the Unlimited Companies cannot be parties to the Merger, the Merger shall take effect and these Draft Terms of Merger shall be deemed amended as follows

5 4 1 references to "Transferor Companies" or "Transferor Company" shall be deemed to refer to "Remaining Transferor Companies" or "Remaining Transferor Company", respectively, and

5 4 2 references to "schedule 2" shall be deemed to refer to "schedule 2, part 1" save for the reference to "schedule 2" in the definition of "Unlimited Companies" will shall remain unchanged

SCHEDULE 2

The Transferor Companies

Part 1

Chiroscience R&D Limited

Name	Chiroscience R&D Limited
Registered number.	3503756
Legal form and law by which it is governed	Private company limited by shares existing under the laws of England and Wales
Registered office.	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital.	2 ordinary shares of £1 each
Share exchange ratio·	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Chiroscience R&D Limited

Medeva Limited

Name	Medeva Limited
Registered number:	2086530
Legal form and law by which it is governed:	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	359,018,045 ordinary shares of £0 10 each
Share exchange ratio·	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Medeva Limited

Celltech Japan Limited

Name	Celltech Japan Limited
Registered number:	3731122
Legal form and law by which it is governed.	Private company limited by shares existing under the laws of England and Wales
Registered office	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital.	2 ordinary shares of £1 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Celltech Japan Limited

Chiroscience Group Limited

Name	Chiroscience Group Limited
Registered number·	2837816
Legal form and law by which it is governed:	Private company limited by shares existing under the laws of England and Wales
Registered office.	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	115,537,657 preferred ordinary shares of £0 10 each
Share exchange ratio	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Chiroscience Group Limited

Oxford Glycosciences (UK) Limited

Name	Oxford Glycosciences (UK) Limited
Registered number.	2271935
Legal form and law by which it is governed.	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	4,252,854 ordinary shares of £0 01 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Oxford Glycosciences (UK) Limited

Confirmant Limited

Name	Confirmant Limited
Registered number·	4177286
Legal form and law by which it is governed.	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital.	30,000,000 ordinary shares of £1 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Confirmant Limited

Medeva International Limited

Name	Medeva International Limited
Registered number:	2618338
Legal form and law by which it is governed·	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital.	16,860,696 ordinary shares of £0 10 each
Share exchange ratio	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Medeva International Limited

Evans Healthcare Limited

Name	Evans Healthcare Limited
Registered number·	2023215
Legal form and law by which it is governed.	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	13, 041,640 ordinary shares of £0 10 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Evans Healthcare Limited

Celltech Pharma Europe Limited

Name	Celltech Pharma Europe Limited
Registered number:	2649419
Legal form and law by which it is governed:	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital.	33,655,892 ordinary shares of £1 each
Share exchange ratio·	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Celltech Pharma Europe Limited

UCB Watford Limited

Name	UCB Watford Limited
Registered number:	1928498
Legal form and law by which it is governed·	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	300,100 ordinary shares of £1 each and 1,200,000 redeemable cumulative preference shares of £1 each
Share exchange ratio.	100 ordinary shares in the capital of Celltech for all of the shares held by the members of UCB Watford Limited

Viking Trading Co. Limited

Name	Viking Trading Co Limited
Registered number.	219735
Legal form and law by which it is governed:	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	7,723,175 ordinary shares of £1 each and 11,976,524 cumulative preference shares of £1 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Viking Trading Co Limited

Celltech Pharma Ireland Limited

Name	Celltech Pharma Ireland Limited
Registered number·	274426
Legal form and law by which it is governed.	Private company limited by shares existing under the laws of Ireland
Registered office.	United Drug House, Magna Drive, Magna Business Park, City RoadWest, Dublin 24, Ireland
Register in which it is entered (including details of the relevant State).	The Companies Registration Office (Ireland)
Issued share capital:	260,363,103 ordinary shares of US$ 1 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Celltech Pharma Ireland Limited

Part 2

Oxford Glycosciences

Name	Oxford Glycosciences
Registered number:	2723527
Legal form and law by which it is governed.	Private unlimited company existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	56,862,894 ordinary shares of £0 05 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Oxford Glycosciences

Fipar

Name	Fipar
Registered number:	5369522
Legal form and law by which it is governed:	Private unlimited company existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	1,000,000 ordinary shares of US$1 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Fipar