

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

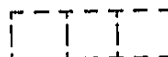
Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use



2199542

\* Insert full  
name of Company

Name of company

\* OXFORD UNIVERSITY RESEARCH AND DEVELOPMENT  
LIMITEDI, PHILIP BRADLEY  
of 1 ST. GILES', OXFORD OX1 3JR† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 12 St. Giles' in  
the City of Oxford.

Declarant to sign below

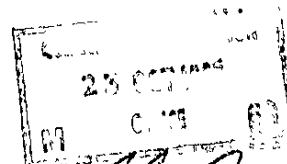
the 22<sup>nd</sup> day of OctoberOne thousand nine hundred and eighty seven  
before meA Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

P. Bradley

PRINTED AND SUPPLIED BY

**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010Presenter's name address and  
reference (if any):MORRELL, PEEL & GANLEN  
1 ST. GILES'  
OXFORD  
OX1 3JR  
Ref. PG/U.2For official Use  
New Companies Section

Post room



000554 230



## COMPANIES FORM No. 10

**Statement of first directors  
and secretary and intended  
situation of registered office****10**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

\* insert full name  
of company

Name of company

**\* OXFORD UNIVERSITY RESEARCH AND DEVELOPMENT  
LIMITED**

The intended situation of the registered office of the company on incorporation is as stated below

**UNIVERSITY OFFICES****WELLINGTON SQUARE****OXFORD**Postcode **OX1 2JD**If the memorandum is delivered by an agent for the subscribers of the  
memorandum please mark 'X' in the box opposite and insert  
the agent's name and address below

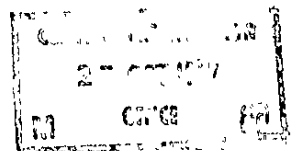
Postcode

Number of continuation sheets attached (see note 1)

PRINTED AND SUPPLIED BY

**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 8EE  
TELEPHONE 01 253 3030  
TELEX 291010Presenter's name address and  
reference (if any):**MORRELL, PEEL & GAMLEN****1 ST. GILES'****OXFORD****OX1 3JR****Ref. PB/U.2**For official Use  
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please d  
write in  
this mar

Name (note 3) <b>IAN GRANVILLE THOMPSON</b>		Business occupation <b>SECRETARY OF THE UNIVERSITY OF OXFORD CHEST</b>	
Previous name(s) (note 3) <b>NONE</b>		Nationality <b>BRITISH</b>	
Address (note 4) <b>3 LONG CLOSE</b>		Date of birth (where applicable) (note 6) <b>N/A</b>	
<b>OXFORD</b>	Postcode <b>OX2 9SG</b>		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature <i>I Thompson</i>		Date <b>14 October 1987</b>	

† enter  
of othe  
directo  
held o  
held (s  
if this  
insuffi  
contin

Name (note 3) <b>PETER BERNHARD HIRSCH</b>		Business occupation <b>PROFESSOR OF METALLURGY</b>	
Previous name(s) (note 3) <b>NONE</b>		Nationality <b>British</b>	
Address (note 4) <b>104A LONSDALE ROAD</b>		Date of birth (where applicable) (note 6) <b>N/A</b>	
<b>OXFORD</b>	Postcode <b>OX2 7ET</b>		
Other directorships †			
Part-time Member of the Board of the United Kingdom Atomic Energy Authority.			
Part-time Director of Cogent Limited, 46 Bishopsgate, London.			
I consent to act as director of the company named on page 1			
Signature <i>P. B. Hirsch</i>		Date <b>15 Oct 87</b>	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) <b>JUNE CLARK</b>	
Previous name(s) (note 3)	
Address (notes 4 & 7) <b>6 THE SLADE</b>	
<b>CHARLBURY</b>	Postcode <b>OX7 3ST</b>
<b>OXFORD</b>	
I consent to act as secretary of the company named on page 1	
Signature <i>June Clark</i>	Date <b>14 October 1987</b>

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is  
signed by the  
subscribers

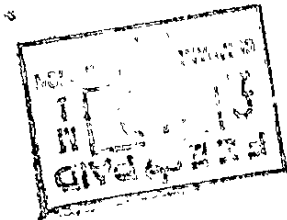
Signature of agent on behalf of subscribers	Date
---	------

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed <i>[Signature]</i>	Date <b>14. 10. 87</b>
Signed <i>J Thompson</i>	Date <b>14. 10. 87</b>
Signed	Date
Signed	Date
Signed	Date
Signed	Date

No. of Company \_\_\_\_\_



-2199542

THE COMPANIES ACT 1985

§

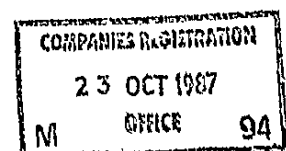
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

OXFORD UNIVERSITY RESEARCH AND DEVELOPMENT LIMITED

1. The Company's name is "Oxford University Research and Development Limited".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
  - (a) To carry on the business of:
    - (i) arranging for the development of ideas, inventions or discoveries arising out of research carried out within or in association with the University of Oxford to a stage at which they can be externally licensed or otherwise commercially exploited;
    - (ii) undertaking such licensing or other commercial exploitation, either directly or by contract or arrangement with other parties.
  - (b) To carry on any other trade or business which, in the opinion of the Board of Directors, can be carried on advantageously in connection with or ancillary to any of the businesses of the Company.
  - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.



BAR  
000357  
tso

- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions; and to disclaim, alter, modify, use, turn to account, manufacture under, or grant licences or privileges in respect of them; and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on; and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company; or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company; and to give or accept, by way of consideration for any of the above, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined; and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others; to enter into guarantees, contracts of indemnity and suretyships of all kinds; to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (i) To borrow and raise money in any manner; and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital; and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests; and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them; and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable; and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest; to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company; and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any purchaser company.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company, by cash payment, by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.

- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay them; and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company; and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise, and either alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set out in each sub-clause of this clause shall not be restrictively construed but given the widest interpretation. Except where the context expressly so requires, they shall not be in any way limited or restricted by reference to or inference from any other object or objects set out in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects specified in them or the powers conferred by them shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the sub-clauses as if each sub-clause contained the objects of a separate



company. The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

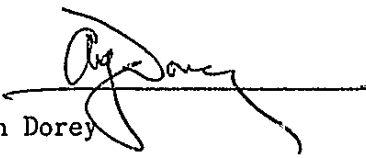
Names and Addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	---

THE CHANCELLOR MASTERS AND SCHOLARS OF THE  
UNIVERSITY OF OXFORD

99

University Offices  
Wellington Square  
Oxford OX1 2JD

By its duly-authorized representative:

  
Alan Jackson Dorey  
Registrar

  
IAN GRANVILLE THOMPSON

1

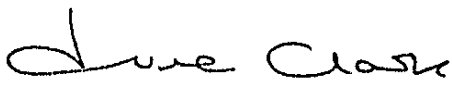
3 Long Close  
Oxford OX2 9SG

Secretary of the  
Oxford University Chest

=====  
Total shares taken 100  
=====

Dated the 14th day of October 1987

Witness to the above Signatures:

  
June Clark  
6 The Slade  
Charlbury  
Oxford OX7 3SJ

Assistant Registrar

No. of Company \_\_\_\_\_

THE COMPANIES ACT 1985

---

PRIVATE COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

- of -

OXFORD UNIVERSITY RESEARCH AND DEVELOPMENT LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the Company except in so far as they are excluded or varied by these Articles; and those Regulations (except as so excluded or varied) and these Articles shall be the Regulations of the Company.
- (b) In these Articles the following expressions have the following meanings:
  - (i) "the University" means The Chancellor, Masters and Scholars of the University of Oxford;
  - (ii) "the Sponsors" means Advent Limited whose Registered Office is at 33 Charlotte Square, Edinburgh EH2 4HF and Cogent Limited whose Registered Office is at 11 Queen Victoria Street, London EC4N 4TD.

GENERAL MEETINGS AND RESOLUTIONS

2. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall be dissolved. Clause 41 in Table A shall not apply to the Company.
- (b) No Chairman of a General Meeting shall have any casting vote. Clause 50 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

3. (a) The Board of Directors of the Company shall consist of the Managing Director and six other persons.
- (b) The Managing Director shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as the Board may think fit. He shall be a member of the Board ex officio, with the result that his membership shall cease on the effective date of termination of his employment as Managing Director.
- (c) Of the remaining Directors, four shall be appointed by the University, one by the Sponsors jointly, and one jointly by the Sponsors and the University. Their appointment shall be evidenced in such manner as the Board shall from time to time recognise as sufficient. Each of them shall hold office for such period as the body appointing him shall select, up to a maximum of three years (being for this purpose the interval between any three consecutive Annual General Meetings), unless his appointment shall be terminated sooner by the appointing body. He may be re-appointed by such body for further periods (each of which shall be no longer than the maximum prescribed in the preceding sentence). If any of the appointing bodies shall omit or decline to appoint, then the Members of the Company may appoint Directors or a Director in the place of the body that shall so decline or omit. Any casual vacancy occurring among these Directors shall be filled up by the relevant appointing body. Any person so chosen shall be subject to retirement at the same time as if he had become a Director on the same day as the Director in whose place he is appointed was last appointed.
- (d) Clauses 64 to 69 (inclusive) and 73 to 80 (inclusive) in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

4. (a) 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; and if he shall vote on any such resolution his vote shall be counted. Furthermore, in relation to any such resolution he shall be taken into account (whether or not he votes) in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

---

Names and Addresses of Subscribers

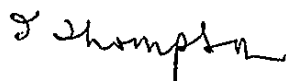
---

THE CHANCELLOR MASTERS AND SCHOLARS OF THE UNIVERSITY OF OXFORD

University Offices  
Wellington Square  
Oxford OX1 2JD

By its duly-authorized representative:

Alan Jackson Dorey  
Registrar



IAN GRANVILLE THOMPSON

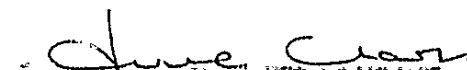
3 Long Close  
Oxford OX2 9SG

Secretary of the Oxford University Chest

---

Dated the 14th day of October 1987

Witness to the above Signatures:



June Clark  
6 The Slade  
Charlbury  
Oxford OX7 3SJ

Assistant Registrar

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2199542

I hereby certify that

OXFORD UNIVERSITY RESEARCH AND DEVELOPMENT  
LIMITED

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 27 NOVEMBER 1987

*Mrs. M. Moss.*  
MRS. M. MOSS

an authorised officer