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**THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**MOLECULAR LIGHT TECHNOLOGY LIMITED**

**(the "Company")**

**Adopted by Special Resolution passed on 7 August 2003**

**Amended by Special Resolution passed on 24 November 2003**

**Further amended by Special Resolution passed on 26 June 2015**

**PRELIMINARY**

**1. DEFINITIONS AND INTERPRETATION**

**1.1 In these Articles.**

**"Acquirer"** means any person, including any shareholder, of any interest in Shares pursuant to Article 6 (Permitted Transfers and Drag-Along);

**"Act"** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

**"Articles"** means these Articles of Association of the Company as amended from time to time;

**"Auditors"** means the auditors appointed by the Company under the Act from time to time as the auditors of the Company,

**"Board"** means the board of Directors of the Company from time to time;

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**"Business Day"** means a day (except for Saturday or Sunday) when the clearing banks are open for business in London,

**"Director"** means a director of the Company appointed from time to time by the Shareholders or the Directors in accordance with the terms of these Articles;

**"Gen-Probe"** means Gen-Probe UK Limited a company incorporated in England and Wales under number 4842711 whose registered office is at 90 Fetter Lane, London, EC4A 1JP,

**"Gen-Probe Approval"** means the consent in writing of Gen-Probe,

**"Group"** means a body corporate and any holding company of which it is a wholly-owned subsidiary and any other wholly-owned subsidiaries of that holding company (including any wholly-owned subsidiary of the body corporate) and references to a **"member of the Group"** or a **"Group member"** shall be construed accordingly **"subsidiary"** and **"holding company"** shall have the meanings set out in section 736 of the Act,

**"Minority Shareholders"** means the Shareholders in the Company other than Gen-Probe;

**"Share Price"** means US\$8,950 3662 per Share,

**"Shareholders"** means the holders of Shares and **"Shareholder"** means any of them;

**"Shares"** means the Ordinary Shares and any other shares in the capital of the Company from time to time in issue;

1 2 In these Articles unless the context otherwise requires

1.2.1 words in the singular include the plural and vice versa,

1 2 2 words importing any gender include all genders,

1 2 3 a reference to a person includes a reference to a body corporate and to an unincorporated body of persons, and

1 2 4 save to the extent modified by this Article 1, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force on the date of the adoption of these Articles

1.3 A reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force

1 4 The Company is a private company within the meaning of section 1 of the Companies Act 1985 Accordingly the Company shall not offer to the public (whether for cash or otherwise) any Shares in or debentures of the Company or allot or agree to allot

(whether for cash or otherwise) any Shares or debentures being offered for sale to the public.

1 5 Subject as hereinafter provided the Regulations set out in Table A of the Schedules 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 this Company, save to the extent the Articles set out below disapply, modify or are inconsistent with them. References to "Regulations" are to Regulations in Table A.

1 6 The following Regulations of Table A shall not apply to this Company: Regulations 40-42 inclusive, 46 to 48 inclusive, Regulation 50, Regulations 73 to 80 inclusive, Regulations 88 to 91 inclusive and 112. The last sentence of Regulation 66 shall not apply. The last word of Regulation 64 shall be deleted and replaced with the word "one".

## **2. CAPITAL**

2 1 The authorised share capital of the Company at the date of adoption of these Articles is £1,229 divided into 1,229 Ordinary Shares of £1 each.

2 2 Each Share shall carry the right to one vote at general meetings of the Company and all the Shares shall rank *pari passu* for all purposes save as set out in these Articles regardless of the nominal value thereof or the price at which they were issued.

2 3 Subject to Chapter VII of the Act, and to Regulation 35 of Table A, the Company may purchase its own Shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of Shares or otherwise.

2 4 Subject to Chapter VII of the Act, any Shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, at the option of the Company or the Shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may by special resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of Shares or otherwise.

2 5 Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of Shares made or to be made in the Company or its holding company.

## **3. LIEN**

The lien conferred by Regulation 8 of Table A shall attach to all Shares whether fully paid or not and to all Shares registered in the name of any person indebted or under liability to the Company whether it be the sole holder thereof or one of two or more joint holders.

## **4. PRE-EMPTION ON SHARE ISSUES**

4 1 All unissued equity securities which the Directors propose to allot shall, before they are issued, first be offered to all Shareholders in proportion as nearly as may be to the aggregate nominal value of the Shares held by them respectively.

4 2 An offer made in accordance with the above provisions shall be made by written notice specifying the number of Shares offered, the price and terms of the offer (which shall be the same for all offerees) and limiting a period (not being less than 30 days) within which the offer, if not accepted, will be deemed to be declined

4 3 Any Share not accepted pursuant to the above offer shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the Shares to any persons, on any terms they think fit. In the case of Shares not accepted by the Shareholders to whom they were offered under the preceding provisions of this Article, such Shares shall not be disposed of on terms which are more favourable than the terms on which they were offered to the Shareholders

## **5. TRANSFER OF SHARES**

5 1 No Shareholder shall purport to dispose of or otherwise transfer an interest in any of the Shares held by it other than by a disposal in accordance with these Articles or as may be permitted by a Gen-Probe Approval

5.2 The instrument of transfer of a Share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor and, unless the Share is fully paid, by or on behalf of the transferee

5.3 The Directors shall register any transfer of Shares which is effected with the consent in writing of all the other Shareholders or pursuant to any agreement in writing between all the Shareholders.

## **6. PERMITTED TRANSFERS AND DRAG ALONG**

6 1 Except as may be permitted by these Articles, no Minority Shareholder shall assign, transfer, mortgage, charge, pledge, grant any option over or otherwise dispose of or encumber in any manner whatsoever and whether in whole or in part its legal or beneficial interest in its holding of Shares or any right or obligation under these Articles or any other right or obligation as a Shareholder, without a Gen-Probe Approval

### **6.2 Drag Along**

6 2 1 If any one or more Shareholders holding between them not less than 75% of the Shares (together the "Selling Shareholders") wish to accept a bona fide arm's length offer for their Shares the Selling Shareholders or, after the transfer by them to the Acquirer of the Shares in question, the Acquirer shall have the option (the "Drag Along Option") to require all the other holders of Shares to transfer all their Shares to the Acquirer or as the Acquirer shall direct in accordance with this Article 6 2,

6 2 2 The Selling Shareholders or the Acquirer may exercise the Drag Along Option by giving notice to that effect (a "Drag Along Notice") to all such other Shareholders (the "Called Shareholders") at any time after the Selling Shareholders have agreed to transfer the Shares in question to the

Acquirer. A Drag Along Notice shall specify the fact that the Called Shareholders are required to transfer all their Shares (the "Called Shares") pursuant to Article 6 2 1, the price at which the Called Shares are to be transferred (calculated in accordance with Article 6 2 4) and the proposed date of transfer

6 2 3 A Drag Along Notice is revocable but a Drag Along Notice and all obligations thereunder will lapse if for any reason the transfer of the Shares in question from the Selling Shareholders to the Acquirer is not effected within 6 months of the date of the Drag Along Notice

6 2 4 The Called Shareholders shall be obliged to sell the Called Shares at the price per Share at which the relevant transfer of Shares referred to in Article 6 2 1 takes place or took place, but such price per share shall not be less than the Share Price

6 2 5 Completion of the sale of the Called Shares shall take place on the date specified for that purpose by the Selling Shareholders or the Acquirer except that

(i) such person may not specify a date that is less than 14 days after the date of the Drag Along Notice, and

(ii) if the Drag Along Notice is given by the Selling Shareholders, the date so specified by the Selling Shareholders shall be the same date as the date proposed for completion of the sale of the Shares to the Acquirer,

unless all of the Called Shareholders, the Selling Shareholders and the Acquirer agree otherwise

6.2 6 If any of the Called Shareholders shall make default in selling its Shares in accordance with this Article 6 2, the Acquirer or (where the Acquirer is a company) any director of the Acquirer or other person duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of such Called Shareholders with power to execute, complete and deliver in the name and on behalf of such Called Shareholders a transfer of the relevant Called Shares and any such director may receive and give a good receipt of the purchase money on behalf of such Called Shareholders and (subject to the transfer being duly stamped) the Company may enter the name of the third party in the register of members as the holder or holders by transfer of the Called Shares so purchased by him or them. The Board shall forthwith pay the purchase money into a separate bank account in the Company's name and shall hold such money on trust (but without interest) for such Called Shareholders until they shall deliver up a certificate or certificates for the relevant Shares to the Company and they shall thereupon be paid by the purchase money

## **7. NOTICE OF GENERAL MEETING**

7.1 Regulation 38 of Table A shall be amended so that all annual general meetings and extraordinary general meetings of the Company shall be called by at least twenty-one clear days' notice. The provisions contained in that Regulation for calling a general meeting by shorter notice shall continue to apply.

7.2 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act 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 Shareholder is entitled to receive shall also be sent to the Directors for the time being of the Company.

## **8. PROCEEDINGS AT GENERAL MEETINGS**

8.1 No business shall be transacted at any general meeting of the Company unless a quorum is present. The quorum for all general meetings of Shareholders of the Company shall be two members one of whom must be Gen-Probe present in person or by proxy. If a quorum is not present within half an hour of the time fixed for any such meeting, that meeting shall be adjourned for five Business Days to be reconvened (if possible) at the same time and place and notice thereof shall be given to the Shareholders.

8.2 The Chairman, if any, of the Board or in his absence some other Director nominated by the Directors shall preside as chairman of the general meeting, but if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

## **9. PROXIES**

9.1 A proxy to vote on behalf of a Shareholder at any Shareholders' meeting of the Company may be appointed either in writing or electronic form and Regulation 60 shall be varied accordingly.

9.2 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some way approved by the Directors may be sent to the Company in an electronic communication, where an address has been specified for the purpose of receiving electronic communications.

9.2.1 in the notice convening the meeting, or

9.2.2 in any other information issued by the Company in relation to the meeting

and must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Regulation 62 shall be varied accordingly.

9.3 The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information

required to be received above has not been received in accordance with the requirements of Regulation 62

- 9 4 When two or more valid but differing instruments of proxy are deposited or received in respect of the same Share for use at the same meeting, the one which is last deposited or received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that Share. If the Company is unable to determine which was last deposited or received, none of them shall be treated as valid in respect of that Share.

#### **10. VOTING AT GENERAL MEETINGS**

- 10 1 At any general meeting a resolution put to the vote of the meeting shall be decided by a poll and the number or proportion of the votes recorded in favour of or against such resolution shall be recorded in the Company's minute book. Regulation 54 of Table A shall be amended accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote.
- 10 2 On a poll taken at a general meeting each Shareholder shall have one vote for each Share of which he is the holder.
- 10 3 For the purposes of a resolution in writing pursuant to Regulation 53 of Table A the execution, in the case of a corporation, by a director or the secretary thereof and, in the case of joint holders of a Share, by or on behalf of any one of such joint holders, shall be sufficient.
- 10 4 Where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective. Where for any purpose an extraordinary resolution is required, a special resolution shall also be effective.

#### **11. DIRECTORS**

- 11 1 For all meetings of the Board (or of any committee of Directors appointed by the Board) the quorum shall be three, at least one of whom must be a Director appointed by Gen-Probe. If a quorum is not present within half an hour of the time fixed for any such meeting, or within such longer time as those Directors present within half an hour of the time fixed for the meeting shall agree, that meeting shall be adjourned for five Business Days to be reconvened if possible at the same time and place and notice thereof shall be given to the Directors. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
- 11 2 Any Director may participate in a meeting of the Board by means of conference telephone or similar communications facilities whereby all the Directors participating in the meeting can hear each other and all the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.
- 11 3 The Directors may appoint one of their number to be Chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which

he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.

- 11.4 A director or the secretary of a corporation shall be deemed to be a duly authorised representative of that corporation and shall be entitled to exercise the same powers on behalf of that corporation as that corporation could exercise if it were an individual shareholder, creditor or debenture holder of the Company
- 11.5 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Board. It shall be necessary to give at least 7 clear days' notice of such meeting to all Directors (even if not in the United Kingdom), unless all Directors accept shorter notice. Resolutions of a meeting of the Board shall be approved if and only if a majority of votes of the Directors are cast in favour thereof. In the case of an equality of votes, the chairman shall not have any second or casting votes. A Director who is also an alternate director shall be entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote.
- 11.6 A Director need not hold Shares in the Company, and no Director shall be subject to retirement by rotation
- 11.7 The Company shall not be subject to section 293 of the Act and accordingly any person may be appointed as a Director, whatever his age, provided that such appointment is in accordance with any agreement between the Shareholders, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age
- 11.8 Subject to the provision of section 317 of the Act a Director may contract with the Company and participate in the profits of any contracts or arrangements involving the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, provided he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered
- 11.9 Directors shall not retire by rotation. Regulations 73 to 80 inclusive and all references elsewhere in Table A to Directors retiring by rotation shall not apply to the Company.
- 11.10 The Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 11.11 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
- 11.12 Whilst there is only one Director of the Company the quorum for meetings of the Board shall be one and notwithstanding any provisions of these Articles or of Table A to the contrary such Director shall be empowered to exercise all of the powers of the Company



## **12. BORROWING POWERS OF THE DIRECTORS**

The Directors of the Company may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property or uncalled capital, or any part thereof, and subject to section 80 of the Act 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.

## **13. NOTICES**

- 13 1 Subject to the provisions of the Act and the Electronic Communications Act 2000, a notice, document or other communication may be given by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a web site and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published
- 13 2 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company
- 13.3 Any notice in writing, document or other communication not sent by post but left at a registered address or address at which a notice, document or other communication may be given shall be deemed to have been given on the day it was so left
- 13 4 Any notice, document or other communication, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the Business Day following that on which the electronic communication was sent by, or on behalf of, the Company and proof that a notice contained in an electronic communication was sent in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given.
- 13 5 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom or any part of it the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the same date in at least two leading national daily newspapers with appropriate circulation and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom or such part of it again becomes practicable

## **14. INDEMNITY**

- 14 1 Subject to the provisions of the Act, but without prejudice to any other indemnity to which the person concerned may otherwise be entitled, every Director, alternate

Director, secretary or other officer of the Company (not including the Company's auditors) shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties. Regulation 118 of Table A shall be extended accordingly

- 14 2 The Directors may exercise all the powers of the Company to purchase at reasonable cost and maintain for every Director or other officer insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may be lawfully insured against.

## **15. THE COMPANY SEAL**

Pursuant to section 36A of the Act, as introduced by section 130 of the Companies Act 1989, the Company can execute documents and deeds without the use of a seal, and any Share certificate signed by a Director and Secretary or by two Directors shall be as valid as a certificate sealed with the seal of the Company, and Regulations 6 and 101 of Table A shall be amended accordingly. The Company may in accordance with section 39 of the Act have an official seal for use in any territory, district or place elsewhere than in the United Kingdom, but the official seal shall only be used by a Director and Secretary or by two Directors or by such person or persons on such occasions and in such circumstances as are specifically authorised by a resolution of the Board, who shall have the authority to amend, suspend or withdraw such authority as they think fit.