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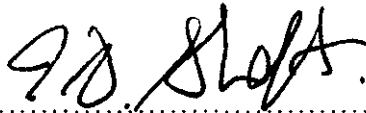
Company Number: 03898306

Name of Company

The Centre of Excellence for Life Sciences Limited

By a Written Resolution of all of the Members of the above named Company passed on the 11th day of March 2006 the following Special Resolutions were duly passed:-

1. THAT the regulations contained in the printed document attached to this resolution and for the purpose of identification marked "A" be approved and adopted as the Memorandum of Association of the Company in substitution for and to the complete exclusion of the existing Memorandum of Association of the Company.
2. THAT the regulations contained in the printed document attached to this resolution and for the purpose of identification marked "B" by approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

Signed: 

.....
for and on behalf of
The Centre of Excellence for Life Sciences Limited



WRITTEN RESOLUTION
OF
THE CENTRE OF EXCELLENCE FOR LIFE SCIENCES LIMITED

Dated the 7th day of March 2006

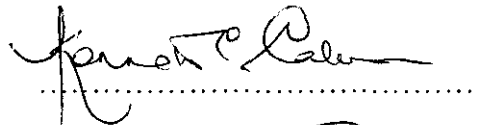
Pursuant to Section 381A and Schedule 15A of the Companies Act 1985 (as amended) we, the undersigned, being all of the members of the Company entitled to receive notice of and attend and vote at a general meeting of the Company for the purposes set out below **HEREBY RESOLVE** the following as Special Resolutions of the Company:-

1. THAT the regulations contained in the printed document attached to this resolution and for the purpose of identification marked "A" be approved and adopted as the Memorandum of Association of the Company in substitution for and to the complete exclusion of the existing Memorandum of Association of the Company.
2. THAT the regulations contained in the printed document attached to this resolution and for the purpose of identification marked "B" by approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of the existing Articles of Association of the Company.


NAME

SIGNATURE

Professor Sir Kenneth Calman
for and on behalf of
University of Durham



Mr Alistair Gordon Balls
for and on behalf of
The International Centre for Life



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF
THE CENTRE OF EXCELLENCE FOR LIFE SCIENCES LIMITED

Adopted by Special Resolution dated *7th March* 2006

1. The Company's name is "The Centre of Excellence for Life Sciences Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company is not established for purposes of profit. The Company's objects for which the Company is established are described as **"the Public Duty Objects"** these are:-
 - 3.1 *To promote, facilitate, foster and advance the development of life sciences of all types; to act as a national centre of excellence for research and development and undertake activities which may advance or develop knowledge skills, expertise, competitiveness and/ or best practice and to develop, promote, administer and co-ordinate strategic policies which have the aim of encouraging the advancement of the life sciences industry; to promote, publicise and encourage compliance with legislation, regulations and/or other government or regional policies relating to the life sciences industry; to promote the establishment and development of new businesses within the life sciences industry, to support their growth and the growth and development of existing businesses which are involved in the life sciences industry; to provide services to facilitate and support co-operative and collaborative projects and joint ventures amongst academic institutions and private sector organisations with a view to both developing and increasing competitive advantage within the life sciences industry and with a view to generating funds to facilitate the same; to encourage and, to the extent necessary or consistent with these objects of the sharing of facilities, resources, knowledge, know-how and intellectual property of whatever kind relating to the life sciences industry; to create, offer and manage research and development facilities; to increase general public awareness of the life sciences industry by providing or assisting in the improvement or arranging of*

library, conference, training and/or other educational services or facilities; to liaise with and draw upon the experience of other organisations and governmental bodies who are interested in the advancement of the life sciences industry and to set up and manage a centre of excellence and to facilitate and encourage the creation and maintenance of infrastructure and facilities for the purposes of advancing the life sciences industry and all of the above objects shall be carried out for the overall purpose of providing a benefit to the North East of England.

4. In furtherance of or in support of the delivery of the Public Duty Objects but not further or otherwise the Company shall have the following powers ("Powers")
 - 4.1 To offer goods and services to any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or of the Company's holding company or otherwise associated with the Company provided always that such goods and services are provided in a manner ancillary to the Public Duty Objects of the Company and that the Company is not authorised to pursue provision of such goods and services as a business or trade;
 - 4.2 To establish a subsidiary to carry on any trade or economic activity the purposes of which are complimentary to, in furtherance or in support of the Company and its Public Duty Objects which the board reasonably considers to be complimentary to the fulfilment or to be in support of Public Duty Objects;
 - 4.3 To assume the obligations of any person arising from the formation of the Company and without prejudice to the generality thereof to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses, and to novate or otherwise assume any contracts or obligations entered into prior to the incorporation of the Company as the directors may think fit;
 - 4.4 To apply for, acquire, subscribe, take options over, take, purchase or otherwise acquire, hold and deal with any property whatsoever including shares, debentures, options or other interests in securities of any other company and any rights or privileges of any kind over or in respect of any property so as to benefit directly or indirectly the Company or enhance the value of its real or personal property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the Company may hold such interest;
 - 4.5 To the extent permitted by the consents granted to or consistent with restrictions imposed on the Company by One NorthEast or any other United Kingdom or European Union Governmental body which takes over the funding obligations of

One NorthEast borrow and remain in funds in any manner to any limit and to secure the repayment of any money borrowed or raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's real or personal 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;

- 4.6 To raise funds and to invite and receive contributions from any person or persons whatsoever including governmental, European Union and international bodies by way of subscription, gift, loan, grant, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disown any gift, legacy or bequest in whole or in part in such circumstances as the Board of Directors may think fit;
- 4.7 To purchase or by any other means acquire and take options over any real or personal property whatever, and any rights or privileges of any kind over or in respect of any such property and without limit to purchase, take on lease, exchange, hire or otherwise acquire any estate or interest in any real or personal property, and to deal with the same or any part thereof;
- 4.8 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 or service marks, designs, copyright, design right, registered design, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 4.9 To acquire the assets of any person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for co-operation, or for otherwise assisting any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or real or personal property acquired, 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;
- 4.10 To improve, manage, construct, repair, manufacture, develop, exchange, let on lease, grant licences of 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 real or personal property and rights of the Company;

- 4.11 To invest and deal with the moneys of the Company in such manner as may from time to time be determined by the Board of Directors and to hold or otherwise without limit deal with any investments so made;
- 4.12 To lend or advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms;
- 4.13 To borrow and raise money or credit without limit from public sector organisations (being central or local government or such other organisations which are funded wholly or in part (whether directly or indirectly) by central, local government or the European Union) whether with or without any security or guarantee therefore, in any manner as may seem expedient 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 real or personal 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;
- 4.14 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;
- 4.15 To assist, inform and/or work with any Non Departmental Public Body or Government Department in relation to the promotion or obtaining of any Act of Parliament or to apply for or obtain any 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 or defend any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 4.16 To enter into any arrangements or negotiations 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;

- 4.17 To subscribe for, take purchase, or otherwise acquire, hold sell, deal with and dispose of, shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted in the United Kingdom, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in the United Kingdom;
- 4.18 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, or 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 arrangement which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- 4.19 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 (real or personal) 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 as aforesaid;
- 4.20 To sell or otherwise dispose of the whole or any part of the business or property (real or personal) 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 company purchasing the same;
- 4.21 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- 4.22 To remunerate any person, firm or company rendering services to the Company (including any Director and/or Chief Executive Officer) by cash payment;
- 4.23 To support, subscribe or give to any charitable benevolent public object or cause and to support and subscribe to any institution, society, or club which may be in the opinion of the Board of Directors for the benefit of the Company (or any holding,

subsidiary or associated company) or its business or activities or its Directors or employees, or may be connected with any town or place where the Company carries on business;

- 4.24 To give or award contributory 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, and who are or have been employed by, or who are serving or have served and who are or have been an employee of 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 or 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 (provided they are 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;
- 4.25 To purchase and maintain, for the benefit of any Director officer or Auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to the provisions of the Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability;
- 4.26 To do all or any of the things or matters aforesaid 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 in any part of the world Always provided that a material benefit is derived in or for the North East Region of England and the activity is otherwise in accordance with the Public Duty Objects ;

- 4.27 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's Public Duty Objects or any of them;
- 4.28 To undertake any of the Public Duty Objects or Powers alone or in partnership or through any other arrangement or agreement with any third party, including (but not limited to) by means of establishing subsidiaries or joint ventures (contractual or corporate) for all or any part of such partnership or other arrangement or agreement.

AND SO that:-

- (A) None of the Public Duty Objects or Powers set forth in this Clause 3 shall be restrictively construed but the widest interpretation shall be given to each such Public Duty Object or Power, and none of such Public Duty Object or Powers shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other Public Duty Object or Power set forth in such clause, or by reference to or inference from the terms of any other sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (B) 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.
- (C) In this Clause 3 the expressions "holding company" and "subsidiary" shall have the meanings given to them respectively by section 736 of the Act and expression "subsidiaries" shall include a subsidiary undertaking as defined by section 258 of the Act.
5. The income and property of the Company shall be applied solely towards the promotion of its Public Duty Objects as set forth in this Memorandum of Association and subject to those Public Duty Objects no portion thereof shall be paid or transferred, directly or indirectly, by way of bonus or otherwise howsoever by way of distribution of surplus or profit, to any members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- 5.1 Of reasonable and proper remuneration, to include (but without limitation) performance related pay, to any Member, officer, employee or servant of the Company in return for any services rendered to the Company;

- 5.2 Of a reasonable rate of interest on money lent to the Company in accordance with its Powers;
- 5.3 Of reasonable and proper rent for premises demised or let by any Member of the Company or of its Board of Directors;
- 5.4 To any Director in respect of reasonable out-of-pocket expenses;
- 5.5 Or the provision by the Company of any goods, service or facilities (including the lease of premises) to any subsidiary on an arm's length commercial basis approved by the Board of Directors provided such service or goods are provided in pursuance of the Public Duty Objects upon terms approved by the Board of Directors.
- 6. The liability of the Members is limited.
- 7. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while he or she is a Member, or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 8. If upon the winding up or the dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some body or other institution or a charitable institution or institutions having objects similar to the Public Duty Objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company then entitled to attend and vote at general meetings at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
- 9. No alteration may be made to this Memorandum of Association unless the Company has obtained the prior written consent of One NorthEast (or any successor organisation) has been obtained to such changes.

We, the subscribers of this Memorandum of Association wish to be formed into a Company in accordance with this Memorandum.

Names and addresses of subscribers

Name : Helena Laboratories UK Limited

Address : Collma Avenue
Sunderland Enterprise Park
Tyne and Wear, SR5 3XG

Signed : Michael Stephenson

Signed for and on
behalf of Helena Laboratories UK Limited

Date 16th December 1999

Witness to the above signature:-

Name : Elizabeth Hannah MacRobert

Address : Sandgate House
102 Quayside
Newcastle upon Tyne
NE1 3DX

Occupation : Solicitor