

FILE COPY



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

Company No. 4798049

The Registrar of Companies for England and Wales hereby certifies that

LIVERPOOL SCIENCE PARK LIMITED

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

Given at Manchester, the 13th June 2003



N04798049S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

LIVERPOOL SCIENCE PARK LIMITED

I, KEITH GRAEME MELLING

of ADDLESHAW GODDARD SOLICITORS, 100 BARBIROLI SQUARE,
MANCHESTER M2 3AB

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the
formation of the company] ~~XXXXXX~~ and that all the requirements of the Companies Act
1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

MANS, 100 BARBIROLI SQUARE, MANCHESTER

Day Month Year

On

12 06 2003

① Please print name.

before me ①

JOANNE WASH

Signed

J. Wash

Date

12/6/03

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

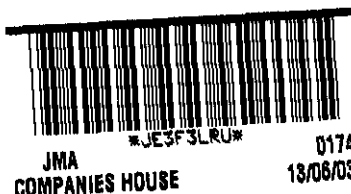
Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Addleshaw Goddard
100 Barbirolli Square
Manchester
M2 3AB

Tel 0161 934 6000

DX number DX 14301

DX exchange Manchester



When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Liverpool Science Park Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Egerton Court

2 Rodney Street

Post town Liverpool

County / Region

Postcode L3 5UX

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

Agent's Name

Addleshaw Goddard

Address

100 Barbirolli Square

Post town Manchester

County / Region

Postcode M2 3AB

Number of continuation sheets attached

1

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

Addleshaw Goddard
100 Barbirolli Square
Manchester
M2 3AB

Tel 0161 934 6000

DX number DX 14301 DX exchange Manchester

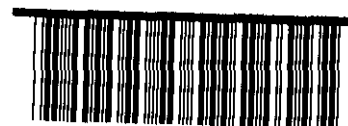
When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



JMA
COMPANIES HOUSE

JE3F4LRU

0173
13/06/03

Company Secretary (see notes 1-5)Company name **Liverpool Science Park Limited**NAME *Style / Title **Ms** *Honours etc

* Voluntary details

Forename(s) **Denise**Surname **McCelland**Previous forename(s) **n/a**Previous surname(s) **n/a**

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐**1 The Elms****Ledward Lane**Post town **Bowdon**

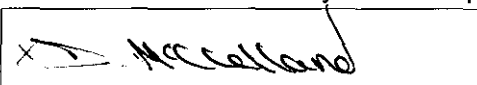
County / Region

Postcode

Country **England**

I consent to act as secretary of the company named on page 1

Consent signature

Date **22/5/03****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **Professor** *Honours etcForename(s) **Michael Alan**Surname **Brown**Previous forename(s) **n/a**Previous surname(s) **n/a**

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐**Dawstone Croft****14 Dawstone Road**Post town **Heswall**

County / Region

Wirral

Postcode

CH60 0BUCountry **England**

Date of birth

Day Month Year

1 9 0 5**1 9 4 6**

Nationality

British

Business occupation

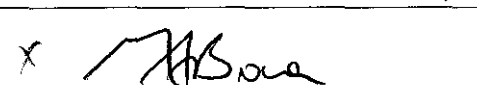
Vice Chancellor & Chief Executive

Other directorships

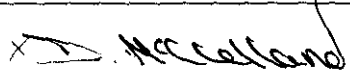
The Mersey Partnership Board, JMU Property Development**Co Ltd, Universities & Colleges Admissions System**

I consent to act as director of the company named on page 1

Consent signature


Date **27/5/03**

Company Secretary (see notes 1-5)

| | | | |
|--|----------------|---|--------------|
| Company name | | Liverpool Science Park Limited | |
| NAME | *Style / Title | Ms | *Honours etc |
| Forename(s) | | Denise | |
| Surname | | McCelland | |
| Previous forename(s) | | n/a | |
| Previous surname(s) | | n/a | |
| Address <input type="checkbox"/> | | 1 The Elms | |
| | | Ledward Lane | |
| Post town | | Bowdon | |
| County / Region | | | Postcode |
| Country | | England | |
| I consent to act as secretary of the company named on page 1 | | | |
| Consent signature | |  | Date 22/5/03 |

Directors (see notes 1-5)

Please list directors in alphabetical order

| | | | |
|---|----------------|---|---------------------|
| NAME | *Style / Title | Professor | *Honours etc |
| Forename(s) | | Michael Alan | |
| Surname | | Brown | |
| Previous forename(s) | | n/a | |
| Previous surname(s) | | n/a | |
| Address <input type="checkbox"/> | | Dawstone Croft | |
| | | 14 Dawstone Road | |
| Post town | | Heswall | |
| County / Region | | Wirral | Postcode CH60 0BU |
| Country | | England | |
| Date of birth | | Day 1 9 0 5 1 9 4 6 | Nationality British |
| Business occupation | | Vice Chancellor & Chief Executive | |
| Other directorships | | The Mersey Partnership Board, JMU Property Development | |
| | | Co Ltd, Universities & Colleges Admissions System | |
| I consent to act as director of the company named on page 1 | | | |
| Consent signature | |  | Date 22/5/03 |

CHFP025

Company name Liverpool Science Park Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Dr

*Honours etc

Forename(s)

David Leonard

Surname

Prior

Previous forename(s)

n/a

Previous surname(s)

n/a

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

6 Cumbers Drive

Ness

Post town

South Wirral

County / Region

Postcode

CH64 4AU

Country

England

Day Month Year

Date of birth

1

9

0

7

1

9

4

5

Nationality

British

Business occupation

University Administrator

Other directorships

NIMTECH, Stylacats, ULEC, Muridica, Liverpool Council

for Education, Innovation Partnerships, Moody Marine

I consent to act as director of the company named on page 1

Consent signature

Date

29.5.05

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature**Date****Directors** (see notes 1-5)*Please list directors in alphabetical order***NAME** *Style / Title

Professor

*Honours etc

Forename(s)

Julian Moray

Surname

Crampton

Previous forename(s)

n/a

Previous surname(s)

n/a

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

Turfcoate, 102 Meols Drive

West Kirby

Wirral

CH48 5DB

England

Day Month Year

Date of birth

0 1 1 1 1 9 5 2

Nationality British**Business occupation**

University Professor and Pro Vice Chancellor

Other directorships

Insecta Limited, Westlakes Research Institute

I consent to act as director of the company named on page 1

Consent signature

X Julian M. Crampton

Date

2/6/03

| | | | |
|--|----------------------|--------------------------------|--------------|
| CHFP025 | Company name | Liverpool Science Park Limited | |
| Voluntary details | NAME | *Style / Title | *Honours etc |
| | Forename(s) | | |
| | Surname | | |
| | Previous forename(s) | | |
| | Previous surname(s) | | |
| † Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 23B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address | Address †† | | |
| | | | |
| | Post town | | |
| | County / Region | Postcode | |
| | Country | | |

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

| | | | |
|--|-----------------|-----------------|--------------|
| NAME | *Style / Title | Dr | *Honours etc |
| Forename(s) | David Leonard | | |
| Surname | Prior | | |
| Previous forename(s) | n/a | | |
| Previous surname(s) | n/a | | |
| † Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 23B of the Companies Act 1985. Otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address | Address †† | 6 Cumbers Drive | |
| | | Ness | |
| | Post town | South Wirral | |
| | County / Region | Postcode | CH64 4AU |
| | Country | England | |

Date of birth

Day Month Year

1 9 0 7

1 9 4 5

Nationality

British

Business occupation

University Administrator

Other directorships

NIMTECH, Stylacats, ULEC, Muridica, Liverpool Council

for Education, Innovation Partnerships, Moody Marine

I consent to act as director of the company named on page 1

Consent signature

Date

29.5.03

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME***Style / Title**

Professor

***Honours etc**

* Voluntary details

Forename(s)

Gerald

Surname

Kelleher

Previous forename(s)

n/a

Previous surname(s)

n/a

Address ††

32 Alexandra Road

Stockton Heath

Post town

Warrington

County / Region**Postcode**

WA4 2UT

Country

England

Day Month Year

Date of birth

1 4 0 2 1 9 5 8

Nationality

British

Business occupation

Pro Vice Chancellor

Other directorships

JMUS Ltd, Mersey Maritime Partners Ltd

I consent to act as director of the company named on page 1

Consent signature

G. Kelleher

Date

22/5/03

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed**

Addleshaw Goddard

Date

12/6/05

Or the subscribers**Signed**

M. S. Jones

Date

27/5/03

**(i.e those who signed
as members on the
memorandum of
association).****Signed**

J. D. Jones

Date

2 June '04

Signed

M. S. Jones

Date

12 June '07

Signed**Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was** :
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

No.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
LIVERPOOL SCIENCE PARK LIMITED

- 1 The name of the Company is "Liverpool Science Park Limited".
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:
 - (a)
 - (i) to promote, deliver, sponsor, co-ordinate and, where appropriate, fund the establishment and continued operation and management of science parks incorporating, without limit, incubator companies developed from or in connection with local higher education institutions including Liverpool John Moores University and/or The University of Liverpool (HEIs) in all or any part of Merseyside (as defined in Local Government Act 1972 (as the same may be amended from time to time))(such area being **Relevant Area**);.
 - (ii) to encourage and support the development of new and growing businesses in the fields of science and knowledge based technologies (including, without limit, biosciences, micro-engineering, IT and digital technologies) (**Field**) located in the Relevant Area;
 - (iii) to generally promote the generation of new and increased business and employment activity in the Relevant Area;
 - (iv) to market and otherwise promote the Relevant Area as a business location to overseas and UK persons operating in whole or in part within the Field;

SR00226995/80.



- (v) to assist persons whose activities in whole or in part encompass or are related to or connected with the Field to locate their activities in the Relevant Area and to advise them on sites, premises, financial assistance, incubation and other support services, statutory requirements and other decisions necessary to facilitate the location;
- (vi) to encourage the transfer of skills and technology in the Field from the HEIs into the private sector;
- (vii) to develop land and buildings within the Relevant Area as available space for occupiers whose activities in whole or in part encompass or are related to or connected with the Field;
- (viii) to establish the name of the Company as a national and international brand;
- (ix) to produce, approve and implement an annual business plan for the Company that shall form the basis for the attainment of its objects;
- (x) to enter into property development ventures with construction and property professions in order to further the attainment of the Company's objects;
- (xi) to apply for, raise, receive, handle the transfer of, defray and account for money from public and private sector sources to further the attainment of the Company's objects;
- (xii) to purchase or otherwise acquire the business or assets of any person, firm, company or estate if the purchase is necessary as part of the attainment of the Company's objects; and
- (xiii) to carry on all or any business of estate agents, valuers, auctioneers, assessors, appraisers, surveyors, estate developers, property sales and business transfer agents, property managers, consultants and advisers, industrial development consultants, architects, rating and valuation consultants, rent and debt collectors, general and commission agents, capitalists, financiers and company promoters, builders and building contractors, civil engineers, contractors, contractors for the construction, maintenance, repair, decoration and alteration of buildings of all kinds and contractors undertaking other property and economic development activities; and to negotiate for purchase, rent, hire, take on lease or in exchange, or otherwise acquire for development, invest or resale; and to deal in and acquire or grant options over, mortgage, charge, let on lease, dispose of or otherwise deal with any lands, houses, shops or other buildings or real or personal property of any tenure or any interest therein; and generally to deal in by way of sale, lease, exchange or otherwise with property (whether real or personal); and to develop and turn the same to account in such a manner as may seem expedient and to let on buildings lease or building agreement or otherwise dispose of lands, buildings, hereditaments or other property; and to advance money whether by loan, subscription, gift, grant or otherwise and to enter into contracts and arrangements of all kinds with construction and property professions.

- (b) To issue appeals, hold public meetings, lectures, exhibitions and entertainments and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the Company or procuring contributions to its funds in the form of donations, subscriptions covenants and otherwise.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage, any land, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, and any heritable and moveable real and personal property of any kind.
- (d) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks, and service marks (whether registered or not), copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, computer programs, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof, which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same, for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to effectuate these objects.
- (e) To form, take an interest in, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to provide consultancy services and to enter into partnerships or into any arrangements for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to advance the Company's interests.
- (g) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which this Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company.
- (h) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell or deal with the property, assets, business, rights or undertaking of the Company, or any part thereof, and on such terms and for such consideration as the Company may think fit, and including for cash or shares, debentures or securities of any other company.
- (i) To build, construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plants, machinery, tools, equipment or otherwise as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell, lease or otherwise acquire and generally deal in

any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.

- (j) To manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of a kind which is similar to, associated to or connected with the business of the Company.
- (k) To enter into, carry on and participate in financial transactions and dealings and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (l) To borrow or raise money in such manner as the Company shall think fit and in particular by applying for grant funding and by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges or loan notes or loan stock and, if the Company thinks fit, charged on all or any of the Company's property (both present and future) and undertaking, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (m) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage, and whether by personal covenant or by mortgage or charging all or part of the undertaking, property, assets and rights present and future of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations or the payment of any moneys whatsoever by any person, firm or company whatsoever, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- (n) To grant indemnities of every description and to undertake obligations of every description.
- (o) To make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.
- (p) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company.
- (q) To pay for any property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (r) To dispose of the business, undertaking and assets of the Company and accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any

company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (s) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or otherwise.
- (t) To make loans or donations, either of cash or of other assets whatsoever to or enter into any arrangement whatsoever for the benefit of such persons and in such cases as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (u) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government or other authority or issuer (including any subsidiary of the Company) and to invest, deal with or lend any of the moneys of the Company in such manner, with or without security and on such terms as the Company may think fit.
- (v) To amalgamate with any other company either whose objects are or include objects similar to those of the Company or which is possessed of property, assets or rights suitable for any of the purposes of the Company, and on any terms whatsoever.
- (w) To procure the Company or any branch or representative of it to be registered or recognised in any country or place abroad or with any applicable regulatory authority.
- (x) To employ or retain or take on secondment on a full time or part time basis, and on such terms as to pay and other conditions of employment as may be thought fit, or on a voluntary basis, any persons qualified to assist or experienced or skilled in assisting in the provision of any of the activities of the Company.
- (y) To make charges, including nominal or no charges, in respect of any of the activities of the Company.
- (z) To obtain or support any provisional or other regulation, bye-law, order or Act of Parliament of the United Kingdom or in any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests or the interests of any other person or company.
- (aa) To appoint any person or persons, firm or firms, company or companies to be the agent(s) or sub-contractor(s) of the Company in respect of the performance of its function (including, without limit, to act as property or estate manager, science park operator or incubator service provider) and to outsource the performance of its functions on terms as it shall think fit and to act as agent, manager, secretary, contractor or sub-contractor or in a similar capacity.
- (bb) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests,

goodwill or influence or other assets and to pay the premiums on such insurance.

- (cc) To establish and maintain or pursue the establishment or maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant pensions, emoluments, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, trust, other establishment or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business or otherwise connected in any way with any of the activities of the Company; to institute and maintain any institution, association, club, society, trust or other establishment calculated to advance the interests of the Company or to benefit such persons, and to join, participate in and to subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any of its businesses or of any company which was or is for the time being a subsidiary (as defined by section 736 Companies Act 1985) or a subsidiary undertaking (as defined by section 258 Companies Act 1985) of the Company or are or were otherwise associated with the Company or any of its businesses or who are or were at any time directors or officers of the Company or of such other company as aforesaid, or who hold or who held any salaried employment or office in the Company or such other company, and the families (including former spouses) of them or any person who is or was dependant on them.
- (dd) To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest, whether direct or indirect, indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.
- (ee) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (ff) To do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (gg) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

4 It is hereby declared that the word "company" or "person" 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 not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed therein, be in nowise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxiliary to the objects mentioned in the first sub-clause.

5 The income and capital of the Company must be applied solely towards the promotion of the objects of the Company. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Company whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:

- (a) reasonable and proper remuneration to any officer, employee or member of the Company in return for any services provided to the Company;
- (b) amounts to a member in consideration for supplies of goods to the Company;
- (c) amounts to a member from the Company as settlement of a liability incurred in the course of the Company carrying on its business and which is properly due and owing, including in respect of any clawback of grant funding required to be repaid by a member as accountable body where the Company is or was the ultimate recipient of such grant funding;
- (d) a reasonable rate of interest on money lent to the Company;
- (e) reasonable rent for property let to the Company;
- (f) expenses to any officer, employee or member of the Company; or
- (g) premiums on any indemnity insurance referred to above.

6 The liability of the members is limited.

7 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding one pound.

8 This clause applies on the winding up or dissolution of the Company. If there is any property of the Company remaining after all the Company's debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the members of the Company. Instead it must be paid or transferred to one or more persons that exist for purposes similar to the objects of the Company, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are at least as restrictive as those in this Memorandum of Association. The persons will be nominated by the directors of the Company and approved by the members of the Company at or before the winding up or dissolution. If the directors are unable to identify any similar companies, organisations or institutions then they may pay or transfer the surplus to any charity or charities.

We, the person whose name, address and description is subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

Inhoco Formations Limited
100 Barbirolli Square
Manchester
M2 3AB

Signed for and on behalf of Inhoco Formations Limited



Authorised signatory of Inhoco Formations Limited

DATED this 12 June 2003

WITNESS to the above signature:

Joanne McNeill
Administrative Assistant
100 Barbirolli Square
Manchester
M2 3AB



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
LIVERPOOL SCIENCE PARK LIMITED

1 Preliminary

1.1 In these Articles:

"the Act" means the Companies Act 1985 (as amended).

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

"the Statutes" means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

- 1.2 Regulations 2 to 35 inclusive, 38, 39, 54, 55, 57, 59, 65 to 69, 73 to 78 inclusive, 87, 102 to 108 inclusive, 110, 114, 116, 117 and 118 inclusive, shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

2 Interpretation

- 2.1 In regulation 1 the definition of "the holder" shall be omitted.

3 Members

- 3.1 The number of members with which the Company proposes to be registered is 1, but the Directors may register an increase of members.
- 3.2 The subscriber to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles shall be the members of the Company.
- 3.3 Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require executed by him.
- 3.4 No person shall be admitted to membership of the Company unless he is employed by, or by a subsidiary of, the Company.
- 3.5 Any application for membership of the Company shall be referred to the general meeting of the Company next held after the receipt of such application. That meeting

shall determine by a simple majority of those present and voting whether the applicant is to be admitted or rejected. The Directors shall notify in writing any applicant who is rejected but shall not be bound to give any reason therefor.

3.6 A member shall cease to be a member of the Company:

- (a) on his giving at least 7 clear days' notice in writing to the Company;
- (b) on an ordinary resolution of which at least 14 clear days' notice has been duly given being passed at a general meeting of the Company by not less than two-thirds of the members present and voting in person or by proxy that the membership of the member be terminated;
- (c) in the case of an individual, on his dying, suffering from mental disorder in circumstances envisaged by regulation 81(c) (but so that the reference therein to the Mental Health (Scotland) Act 1960 shall be deemed to be a reference to the Mental Health (Scotland) Act 1984) or becoming bankrupt or entering into a composition with his creditors generally;
- (d) in the case of a corporation, on a petition being presented or a meeting convened for the purpose of winding it up or on its entering into a composition with its creditors or having a receiver appointed over all or a substantial part of its assets.

3.7 Membership shall not be transferable.

4 Notice of general meetings

4.1 The words "seven weeks" shall be substituted for the words "eight weeks" in regulation 37.

4.2 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in numbers of the members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members or such lesser percentage, not being less than 90 per cent, as may be specified in or pursuant to any elective resolution passed by the Company.

4.3 The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

4.4 The notice shall be given to all the members and to the Directors and the auditors.

5 Proceedings at general meetings

- 5.1 Regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso: ", provided that if the company has only a single member, the quorum shall be one such person."
- 5.2 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."
- 5.3 The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44.
- 5.4 Paragraph (d) of regulation 46 shall be omitted.
- 5.5 A resolution in writing executed in accordance with regulation 53 shall be deemed to be duly executed (in the case of a corporation) by a director or the secretary thereof. In the case of joint members, the signature of any one of such joint member shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing and of the signatures to it, to be entered in a book in the same way as minutes of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 5.6 At or before the time a proposed written resolution is supplied to a member for signature, the Directors and the secretary of the Company shall, if the Company has auditors, secure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents.

6 Votes of members

- 6.1 On a show of hands or a poll every member present in person or by proxy shall have one vote.
- 6.2 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.

7 Directors

- 7.1 Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than 1.
- 7.2 The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act.
- 7.3 A Director shall not be required to be a member of the Company.

8 Directors' expenses

- 8.1 The words "or any class of shares or" shall be omitted from regulation 83.

9 Powers of Directors

- 9.1 The Directors may exercise all the powers of the Company contained in clause 3 of the Memorandum of Association of the Company.

10 Alternate Directors

- 10.1 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company.
- 10.2 If his appointor is for the time being absent from the United Kingdom or is otherwise not available, the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed; and regulation 101 shall be modified accordingly.
- 10.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company direct.

11 Appointment, removal and disqualification of Directors

- 11.1 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the total voting rights at a meeting of the members shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors, either as additional Directors or to fill any vacancy, and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a company signed on its behalf by one of its directors and shall take effect on lodgment at the registered office of the Company.
- 11.2 The office of Director shall be vacated if he is removed from office under Article 11 or ceases to be a member of the Company. Regulation 81 shall be modified accordingly.
- 11.3 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

12 Proceedings of Directors

- 12.1 Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 12.2 The following sentence shall be inserted after the first sentence of regulation 72: "Any Committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."

12.3 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

12.4 In paragraph (c) of regulation 94 the word "debentures" shall be substituted for the words "shares, debentures or other securities" where they twice occur.

13 Minutes

13.1 The words "of the holders of any class of shares in the company" shall be omitted from regulation 100.

14 The seal

14.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director.

15 Notices

15.1 The second sentence of regulation 112 shall be omitted.

15.2 The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113.

15.3 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.

15.4 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be amended accordingly.

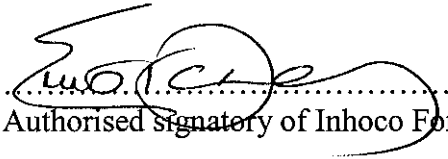
16 Indemnity

16.1 Subject to the provisions of and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

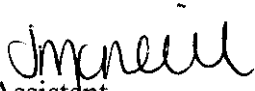
Inhoco Formations Limited
100 Barbirolli Square
Manchester
M2 3AB

Signed for and on behalf of Inhoco Formations Limited


.....
Authorised signatory of Inhoco Formations Limited

Dated: 12th June 2003

WITNESS to the above signature:

Joanne McNeill 
Administrative Assistant
100 Barbirolli Square
Manchester
M2 3AB