

Company Number: 6338025

FRIDAY



PRIVATE COMPANY LIMITED BY SHARE
WRITTEN RESOLUTIONS
OF
TRIPLE WEST MEDICAL LIMITED
(passed on 26 July 2011)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolutions were duly passed as special resolutions of the Company

SPECIAL RESOLUTIONS

1 THAT:

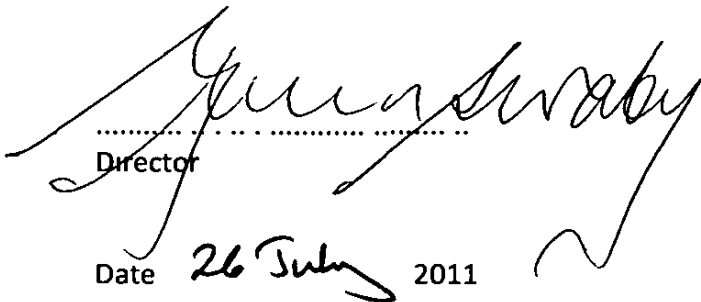
- (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006 ("the 2006 Act"), are to be treated as provisions of the Company's articles of association, and
- (b) the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

2 THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities up to an aggregate nominal amount of £500,000 at any time or times up to and including five years from the date of this resolution when this authority shall expire, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

3 THAT the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 2 above **PROVIDED THAT** such power shall be limited to:-

- (a) the allotment of equity securities in connection with any invitation made to the holders of ordinary shares to subscribe by way of rights where the equity securities attributable to the interests of all holders of ordinary shares are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to any exceptions, exclusions or other arrangements which in the opinion of the directors are necessary or expedient for the purpose of dealing with fractional entitlements

otherwise arising or legal or practical problems under the laws of any territory or any requirements of any recognised stock exchange or regulatory body in any territory;
(b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £250,000


.....
Director
Date 26 July 2011

Company Number: 06338025

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TRIPLE WEST MEDICAL LIMITED

INTERPRETATION, MODEL ARTICLES AND LIMITATION OF LIABILITY

1. INTERPRETATION

1.1 In these Articles, the following words have the following meanings:

Act the Companies Act 2006;

appointor: has the meaning given in article 14.1;

Articles the Company's articles of association for the time being in force;

Board the board of directors of the Company from time to time,

Business Day any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

conflict: has the meaning given in article 9 1;

eligible director: a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);

Incentive Plan: the Servoca Management Equity Incentive Plan established by an ordinary resolution of Servoca plc on 3 November 2010;

Interested Director: has the meaning given in article 9 1,

Model Articles: the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Remuneration Committee: such committee for the time being appointed by the board of directors of Servoca plc for the purpose of overseeing the remuneration of officers and employees of Servoca plc and of companies in its group; and

Servoca plc: Servoca plc, a company registered in England and Wales under number 2641313, and whose registered office is at 41 Whitcomb Street, London WC2H 7DT.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles but excluding any statutory modification of them not in force on the date when these Articles become binding on the Company
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "**article**" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Any phrase introduced by the terms "**including**", "**include**" "**in Particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

- 1 6 Save as expressly provided otherwise in these Articles, any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force.

2. THE MODEL ARTICLES

- 2 1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Articles 6(2), 7(1), 8, 9(1), 11(1) and (2), 14, 17(2), 22 and 38 of the Model Articles shall not apply to the Company

3. LIABILITY OF MEMBERS

The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

DIRECTORS

4. DIRECTORS' MEETINGS

- 4 1 Any decision of the directors must be taken at a meeting of directors in accordance with these Articles or must be a decision taken in accordance with article 5.
- 4.2 Subject as provided in these Articles, the directors may participate in directors' meetings and meetings of any committee of the directors for the dispatch of business, adjourn and otherwise regulate such meetings as they think fit.
- 4 3 All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution and resolutions at any meeting of the directors or committee of the directors shall be decided by a majority of votes
- 4.4 If at any time at or before any meeting of the directors or of any committee of the directors the majority of directors participating should request that the meeting be adjourned or reconvened to another time or date (whether to enable further consideration to be given to any matter or for other directors to participate or for any other reason, which need not be stated) then such meeting shall be adjourned or reconvened accordingly, and no business shall be conducted at that meeting after such a request has been made. No meeting of directors may be adjourned pursuant to this article 4.4 more than once.
- 4 5 The provisions of article 8 shall apply equally to meetings of any committee of the directors as to meetings of the directors.
- 4.6 In article 7(2) of the Model Articles:
- 4.6.1 the words "for the time being" shall be added at the end of article 7(2)(a),
- 4 6.2 the words "the general rule does not apply and" shall be deleted; and
- 4 6 3 the words "(for so long as he remains the sole director)" shall be added after the words "the director may".

5. UNANIMOUS DECISIONS OF DIRECTORS

- 5.1 A decision of the directors is taken in accordance with this article 5 when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 5.2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing.
- 5.3 A decision may not be taken in accordance with this article 5 if the eligible directors would not have formed a quorum at a directors' meeting to vote on the matter in accordance with article 8

6. NUMBER OF DIRECTORS

The number of directors shall be not less than one but there shall be no maximum number of directors.

7. CALLING A DIRECTORS' MEETING

Any director may call a directors' meeting by giving not less than 2 Business Days' notice of the meeting (or such shorter period of notice as agreed by all the directors) to each director or by authorising the company secretary (if any) to give such notice.

8. QUORUM FOR DIRECTORS' MEETINGS

- 8 1 Subject to article 8 3, the quorum for directors' meetings (including adjourned meetings) shall be two eligible directors.
- 8.2 No business shall be conducted at any meeting of the directors unless a quorum is participating at the beginning of the meeting and also when that business is voted on.
- 8 3 For the purposes of any meeting (or part of a meeting) held pursuant to article 9 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

9. CONFLICTS OF INTEREST AND DIRECTORS' INTERESTS

- 9.1 The directors may, in accordance with the requirements set out in this article 9, authorise any matter or situation proposed to them by any director which would or could, if not authorised, involve a director (the **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest (**Conflict**).
- 9 2 Any authorisation under article 9.1 will be effective only if.
 - 9.2.1 any requirement as to the quorum at the meeting at which the matter is considered is met without counting the Interested Director or any other interested director; and
 - 9.2.2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- 9.3 Any authorization of a Conflict under article 9.1 may (whether at the time of giving the authorisation or subsequently):
 - 9 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 9.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

- 9 3 3 provide that the Interested Director may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution related to the Conflict;
- 9 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
- 9.3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third Party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- 9.3 6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters
- 9.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
- 9.5 The directors may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 9.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms and conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 9.7 Subject to sections 177(5) and 177(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement in accordance with the Act.
- 9.8 Subject to sections 182(5) and 182(6) of the Act, a director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under article 9.7.
- 9 9 Subject, where applicable, to any terms and conditions imposed by the directors in accordance with article 9 3, and provided a director has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
 - 9.9 1 may be a party to, or otherwise interested in, any such transaction or arrangement with the Company, or in which the Company is otherwise(directly or indirectly) interested;
 - 9.9.2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;
 - 9.9.3 shall be entitled to vote at a meeting of directors (or of a committee of directors) or participate in any unanimous decision ,in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested;

- 9.9.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
- 9.9.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- 9.9.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

10. DELEGATION OR POWERS IN RELATION TO THE INCENTIVE PLAN

- 10.1 Notwithstanding the provisions of article 5(1) of the Model Articles, all of the powers of the directors in relation to shares issued under the Incentive Plan shall be delegated to the Remuneration Committee.
- 10.2 The provisions of article 5(2) and 5(3) of the Model Articles shall not apply to the powers delegated to the Remuneration Committee under article 10.1

11. RECORDS OF DECISIONS TO BE KEPT

- 11.1 In article 15 of the Model Articles the words "and any decision of any sole director." shall be added to the end of the sentence.
- 11.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

12. APPOINTMENT OF DIRECTORS

In any case where as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have had a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person who is willing and able to act, to be a director.

13. EXPENSES

Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate directors) and the secretary (if any)" before the words "properly incur".

14. ALTERNATE DIRECTORS

- 14.1 Any director (other than an alternate director) (in this article 14, **the appointor**) may appoint any person (whether or not a director) to be an alternate director to exercise that director's powers, and carry out that director's responsibilities, in relation to the taking of decisions by the directors, in the absence of the alternate's appointor. A person may be appointed an alternate director by more than one director.
- 14.2 Any appointment or removal of an alternate director must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.

- 14.3 The notice must:
- a) identify the proposed alternate; and
 - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of the director giving the notice.
- 14.4 An alternate director has the same rights, in relation to any directors' meeting or directors' written resolution, as the alternate's appointor.
- 14.5 Except as these Articles specify otherwise, alternate directors:
- 14.5.1 are deemed for all purposes to be directors;
 - 14.5.2 are liable for their own acts and omissions;
 - 14.5.3 are subject to the same restrictions as their appointors; and
 - 14.5.4 are not deemed to be agents of or for their appointors,
- and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member
- 14.6 A person who is an alternate director but not a director:
- 14.6.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating), and
 - 14.6.2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, and does not himself participate).
- 14.7 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision).
- 14.8 An alternate director may be paid expenses and may be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any remuneration in his capacity as an alternate director except such part (if any) of the remuneration otherwise payable to the alternate's appointor as the appointor may by notice in writing to the Company from time to time direct.
- 14.9 An alternate director's appointment as an alternate terminates:
- 14.9.1 when the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
 - 14.9.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director; or
 - 14.9.3 when the alternate director's appointor ceases to be a director for whatsoever reason

SHARES

15. ISSUE OF SHARES

- 15.1 Subject to these Articles, and without prejudice to the rights attaching to any existing share, the directors may issue shares (including shares which are to be redeemed or are liable to be redeemed) with such rights or restrictions (and in the case of redeemable shares subject to such terms and conditions and manner of redemption) as they may determine
- 15.2 In accordance with section 567(1) of the Act, sections 561 and 562 of the Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the

Act) where that allotment otherwise conforms to the requirements of these Articles and the directors shall have the power to make such allotment as if those sections did not apply

- 15.3 Subject to article 15.4 shares which the Board propose to issue shall first be offered to the shareholders in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by a special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in such proportion to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer or not capable of being so offered except by way of fractions and any shares released from the provisions of this article 15.3 by any such special resolution shall be under the control of the Board, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not so accepted, such shares shall not be disposed of on terms which are more favourable to the subscribers for them than the terms on which they were offered to the shareholders.
- 15.4 Shares issued under the Incentive Plan shall not be subject to the provisions of article 15.3 but shall be issued in accordance with the rules of the Incentive Plan for the time being and subject to such terms and conditions as the Remuneration Committee, at its absolute discretion, shall think fit

16. ISSUE OF SHARES: AUTHORITY

- 16 1 Subject to article 15 and the remaining provisions of this article 16, the directors are hereby generally and unconditionally authorised, for the purpose of section 551 of the Act, to exercise any power of the Company to:
- 16 1.1 allot,
 - 16.1 2 grant rights to subscribe for or to convert any security into; or
 - 16.1.3 otherwise deal in, or dispose of,
- any shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper.
- 16 2 Subject to article 16.3 the authority referred to in article 16.1:
- 16.2.1 shall be limited to a maximum amount of 1000 shares of £1 each;
 - 16 2 2 shall only apply insofar as the Company has not, subject to these Articles, renewed, waived or revoked it by ordinary resolution; and
 - 16.2.3 will expire on the date of fifth anniversary of the date of incorporation of the Company, save that the directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the directors may allot shares in pursuance of an offer or agreement as if such authority had not expired).
- 16.3 The provisions of article 16.2 shall not apply in relation to shares issued under the terms of the Incentive Plan but the provisions of article 16.4 shall apply to such shares.
- 16 4 In relation to shares issued under the Incentive Plan the authority referred to in article 16.1:
- 16.4.1 shall be limited to the maximum number of shares having a nominal value equal to the highest amount of shareholder funds (comprising the total assets remaining after deducting the sum of current and other liabilities) for any accounting period ending before the fifth anniversary

of the adoption of these Articles, after taking into account shares allotted otherwise than under the terms of the Incentive Plan;

16.4.2 shall only apply insofar as the Company has not, subject to these Articles, renewed, waived or revoked it by ordinary resolution;

16.4.3 will expire on the date of the anniversary specified in article 16.4.1, except after that the Remuneration Committee may exercise the power of allotment in pursuance of an offer or agreement made in accordance with the terms of the Incentive Plan before that date, or in pursuance of any authority given in accordance with the Act, and a resolution of the Company to give, vary or renew authorisation, insofar as it relates to shares referred to in article 16.4.1 may be an ordinary resolution, even though it amends these Articles.

DECISION MAKING BY SHAREHOLDERS

17. QUORUM FOR GENERAL MEETINGS

- 17.1 The quorum at any general meeting of the Company, or adjourned general meeting, shall be two qualifying persons (as defined in section 318(3) of the Act).
- 17.2 No business other than the appointment of the chairman of the meeting shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.

18. VOTING

In accordance with section 284 of the Act.

- 18.1.1 at a general meeting, on a vote on a resolution on a show of hands every shareholder who is present in person shall have one vote and every proxy who is present who has been duly appointed by a shareholder entitled to vote on the resolution has one vote;
- 18.1.2 at a general meeting, on a vote on a resolution on a poll every shareholder shall have one vote in respect of each share held by him, and
- 18.1.3 on a written resolution every shareholder has one vote in respect of each share held by him.

19. POLL VOTES

- 19.1 A poll may be demanded at any general meeting by a qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.
- 19.2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made." as a new paragraph at the end of that article.

20. PROXIES

- 20.1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with these Articles not less than 48 hours before the time appointed for holding the meeting of adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of general meeting (or adjourned meeting) to which they relate".
- 20.2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "A proxy notice which does not comply with the requirements stated above shall be invalid " as a new paragraph at the end of that article.

ADMINISTRATIVE ARRANGEMENTS

21. MEANS OF COMMUNICATION

21 1 Subject to article 21.2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:

21.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider;

21 1 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

21.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

21.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website

For the purposes of this article 21 1, no account shall be taken of any part of a day that is not a working day.

21 2 In proving that any notice, document or information was properly addressed, it shall be sufficient to show that the notice, document or information was delivered to an address permitted for the purpose by the Act.

22. SECRETARY

The directors may appoint any person who is willing to act as the secretary of the Company for such term, at such remuneration and upon such conditions as they may think fit and may from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.