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FRIDAY



**THE COMPANIES ACTS 1985 to 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**

**ALLIANCE MEDICAL ACQUISITIONCO LIMITED**

- 1 The name of the company is "Alliance Medical Acquisitionco Limited"<sup>1</sup> (hereinafter called "the Company")
- 2 The registered office of the Company is to be situated in England and Wales
- 3 The objects for which the Company is established are
  - 3.1 to carry on business as a general commercial company,
  - 3.2 to carry on any other trade or business whatsoever which can in opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets,
  - 3.3 to assume the obligation or any of them arising from the formation of the Company and without prejudice to the generally 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 entered into prior to incorporation of the Company as the directors may think fit,
  - 3.4 to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry out on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person or for subsidising or otherwise assisting any such company, partnership or person, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell mortgage, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate or wind up any such business,
  - 3.5 to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, options or other interests in or securities of any other company so as to benefit directly or indirectly the Company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operation of any company in which the Company may hold such interest

<sup>1</sup> By a special resolution dated 12<sup>th</sup> September 2008, the Company's name was changed from DIC Alliance Acquisitionco Limited

- 3.6 to acquire and take options over and deal with any property whatsoever, including but without limit any shares in the capital of the Company, and any rights or privileges of any kind over or in respect of any 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;
- 3.7 to promote any other business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the Company or of any business, property, undertaking or liabilities which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to subscribe for, purchase or otherwise acquire or place or guarantee the placing of or underwrite all or any part of the shares, debentures or securities of any such company as aforesaid;
- 3.8 to sell, let (including, but without limitation, by way of assured, shorthold tenancy), exchange, dispose of, turn to account, grant licences, options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business and property of whatever nature (whether or not as a going concern) of the Company, and to deal in any manner as aforesaid with the same or any part thereof either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit as the members of the directors of the Company may think fit;
- 3.9 to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property;
- 3.10 to invest and deal with any moneys in any manner, and to hold, alter, dispose of or otherwise without limit to deal with any investments so made;
- 3.11 to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee thereof, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;
- 3.12 to issue or grant any mortgage, charge, standard security, lien and other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated company of the Company, or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be, and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital;
- 3.13 to advance or lend money or give any credit to any person, firm or company as the directors or members may think fit, and to give financial assistance as

statutorily permitted for the acquisition or redemption of any shares, debentures, option rights or other security of the Company;

- 3.14 to draw, issue, accept, endorse, discount, negotiate make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments;
- 3.15 to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be,
- 3.16 to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve or experiment on any invention, discovery, copyright, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration protection and concession as may seem expedient or beneficial, and to register, re-register, disclaim, alter, modify, use, and turn to account the same or any of them;
- 3.17 to act as principal, nominee, agent (whether disclosed or undisclosed), broker, trustee, factor, contractor or sub contractor in any part of the world;
- 3.18 to pay, reward to remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company;
- 3.19 to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees thereof, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuation or other allowance or benefit, and generally to provide advantages, facilities and services for any predecessor thereof and to the members of the family, dependants, personal representatives or nominated beneficiaries of any such persons, and to set up, establish, maintain, provide, contribute towards and lend in favour of any incentive profit-sharing, option, or savings related scheme for the benefit of the employees of the Company or any holding, subsidiary or associated company as aforesaid,
- 3.20 to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company without taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under Part V of the Act;

- 3.21 to carry on any of the objects for the time being of the Company in any part of the world as principal or by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company;
- 3.22 to do all things specified for the time being in the articles of association of the Company.

The objects in each preceding sub-clause shall not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause herein except as may be expressly stated, or by the name, place or date of incorporation of the Company. Each sub-clause, object or power herein shall be a main object of the Company and not ancillary or subsidiary to any other sub-clause, object or power herein. The Company shall have as full a power to exercise all or any of the objects and powers in each sub clause herein as is each sub-clause contained the objects of a separate company. Reference to any company herein shall be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered.

- 4 The liability of the members is limited.
- 5 The share capital of the Company is £1.00 divided into One share of £1 00 each.

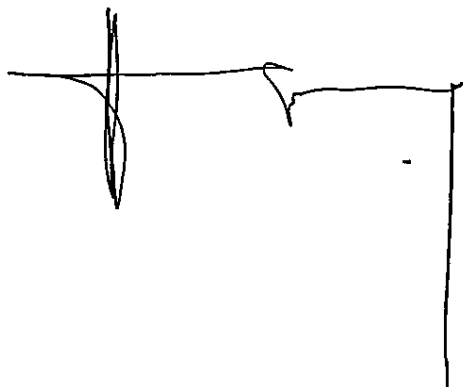
I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum, and I agree to take the number of shares shown below against my name.

Names, and addresses of  
subscribers

Number of shares taken by  
each subscriber

Oliver Bernard Louis Hoyng  
4 Seymour Place, Mile Path  
GU22 0JX Woking  
United Kingdom

1 x £ 1.00

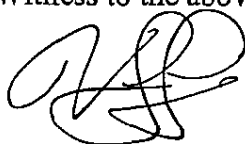


29/10/07

Dated

29 October 2007

Witness to the above signatures:

 29/10/2007

Richard Verhouter  
Flat 5 Gordon House  
37 Welbeck Street  
London W1g 8DW

## **Preliminary**

No 6412789

**The Companies Acts 1985 to 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**  
**ALLIANCE MEDICAL ACQUISITIONCO LIMITED<sup>1</sup>**

Incorporated on 30 October 2007

### **Interpretation**

- 1 (a) Subject as hereinafter provided the Regulations contained in Table A in the Companies (Table A to F) Regulations 1985 ("Table A") as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 and further amended by The Companies (Tables A to F) (No 2) (Amendment) Regulations 2007 shall apply to the Company
- (b) In these Articles the expression "the Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force

### **Table A**

- 2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles
- 3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80 and 94 of Table A do not apply to the Company

### **Share Capital**

- 4 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount
- 5 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting
- 6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act
- 7 The provisions of section 89(1) of the Act do not apply to the Company
- 8 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share The Company shall also have a first and paramount lien on all shares registered in the name of

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<sup>1</sup> By a special resolution dated 12<sup>th</sup> September 2008, the Company's name was changed from DIC Alliance Acquisitionco Limited

any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article The Company's lien on a share shall extend to any amount payable in respect of it

#### **Transfer of shares**

- 9 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by or in favour of any bank or institution to whom such shares have been charged or mortgaged (or by or in favour of any nominee of such bank or institution) nor may the directors suspend registration of any member which is a bank or institution (or nominee thereof) to whom such shares have been charged or mortgaged

#### **Proceedings at general meetings**

- 10 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved In any other case it shall stand adjourned to such day and at such time and place as the directors determine If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum
- 11 A poll may be demanded at any general meeting by any member entitled to vote at it Regulation 46 of Table A shall be modified accordingly
- 12 On a show of hands or on a poll votes may be given either personally or by proxy Number of directors
- 13 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum The minimum number of directors is one

#### **Alternate directors**

- 14 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him
- 15 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two

#### **Delegation of powers**

- 16 The following sentence shall be inserted after the first sentence of regulation 72 of Table A
- A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company

#### **Appointment and retirement of directors**

- 17 The directors are not subject to retirement by rotation The final two sentences of regulation 79 of Table A do not apply to the Company
- 18 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director
- 19 A member or members holding a majority in nominal amount of the issued share capital

which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.

**20** There is no age limit for directors of the Company.

**21** A director is not required to hold any qualification shares in the Company.

#### **Disqualification and removal of directors**

**22** Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e)

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director, or
- (e) he is otherwise duly removed from office

#### **Remuneration of directors**

**23** Regulation 82 of Table A shall be amended by the addition of the following

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

#### **Proceedings of directors**

**24** Regulation 88 of Table A shall be amended by adding to the sentence

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words

unless he has given to the Company an address outside the United Kingdom to which notices should be sent

**25** If and so long as the minimum number of directors specified under these Articles is one

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand, and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect

**26** A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment



whereby all persons participating in the meeting can hear each other Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

- 27** Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company

#### **The seal**

- 28** The seal shall only be used by the authority of the directors or of a committee of directors authorised by 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 by any two directors

#### **Notices**

- 29** 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 A notice communicated by 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 of Table A shall be amended accordingly

#### **Indemnity**

- 30** Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part, or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company