

**FILE COPY**



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

Company No. 6487757

The Registrar of Companies for England and Wales hereby certifies that

AVANNAA DIAMONDS LIMITED

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

Given at Companies House, London, the 29th January 2008



\*N06487757V\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



# 12

Please complete in typescript,  
or in bold black capitals

CHFP025

## Declaration on application for registration

6487757

Company Name in full

AVANNAA DIAMONDS LIMITED

I, JOANNA DUNCAN

of PRITCHARD ENGLEFIELD  
14 NEW STREET, LONDON, EC2M 4HE

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ 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

HAMMONDS, 7 DEVENSURE SQUARE  
WITBOL GARDENS EC2M 4YU

Day Month Year

On

29 01 2008

① Please print name

before me ①

MAKRY SANGHERA

Signed

Date

29/1/2008

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

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.

Pritchard Englefield  
14 New Street  
London  
EC2M 4HE

Tel 020-7972-9720

DX number DX88

DX exchange London

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**  
or **LP - 4 Edinburgh 2**



LD1

29/01/2008

58

COMPANIES HOUSE

TUESDAY



# 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

6487757

### Company Name in full

AVANNAA DIAMONDS LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

14 NEW STREET

Post town LONDON

County / Region

Postcode EC2M 4HE

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

Address

Post town

County / Region

Postcode

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  
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for companies registered in Scotland  
**DX 235 Edinburgh**  
or **LP - 4 Edinburgh 2**

TUESDAY



LD1

29/01/2008

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COMPANIES HOUSE

**Company Secretary** (see notes 1-5)

Company name AVANNAA DIAMONDS LIMITED

NAME

\*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

BRYAN EDWARD

Surname

BLETSO

Previous forename(s)

Previous surname(s)

Address ††

11 BROOMFIELD PARK

Post town

WESTCOTT

County / Region

SURREY

Postcode

RH4 3QQ

Country

ENGLAND

†† 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

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

Consent signature

Date

28/1/08

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

NICHOLAS ALAN

Surname

ROCHE

Previous forename(s)

Previous surname(s)

Address ††

102 RANDOLPH AVENUE

Post town

LONDON

County / Region

Postcode

W9 1PQ

Country

ENGLAND

†† 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

Date of birth

Day Month Year

0

3

0

6

1

9

5

3

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

COMMONWEALTH CONSULTANTS BUREAU LTD, CINPART (NO 1) LTD

BUYINGTEAM RESERVE LTD, PHARMA NOMINEES LTD

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

Consent signature

Date

28/01/2008

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

\* Voluntary details

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

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

## Other Directorships

Nicholas Alan Roche  
Silent FM Limited  
Company Number 03845256

Nicholas Alan Roche  
Enterdaily Limited  
Company Number 03666533

Nicholas Alan Roche  
Friends of Slovenia Limited  
Company Number 03826492

Nicholas Alan Roche  
Reigate Nominees Limited  
Company Number 04818847

Nicholas Alan Roche  
Gerald Duckworth & Company Limited  
Company Number 04744342

12/156/50.

**MEMORANDUM OF ASSOCIATION**

LONDON  
29 JAN 2008

**THE COMPANIES ACT 1985 (AS AMENDED) ("the Act")**

**THE COMPANIES ACT 2006 ("the 2006 Act")**

6487757

**PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**AVANNAA DIAMONDS LIMITED**

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- 1 The Company's name is "AVANNAA DIAMONDS LIMITED"
- 2 The Company's Registered Office is to be situated in England and Wales
- 3 1 The object of the Company is to carry on business as a general commercial company
- 3 2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any the following things -
  - (A) To carry on any other trade or business of any description which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to the objects of the Company or any of them
  - (B) To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property
  - (C) To purchase acquire sell exchange improve mortgage charge rent let on lease hire surrender licence accept surrenders of and otherwise acquire and deal with any land for any estate or interest and to purchase acquire rent build erect construct equip execute carry out repair improve alter work develop pull down administer maintain manage or control works buildings reservoirs rivers waterways roads railways bridges tunnels structures and property and





conveniences of all kinds whether for the purposes of the Company or for sale rent or hire to or in return for any consideration from any other company or persons (including but not limited to any shares stocks debentures debenture stock or other securities of or other interests in any company) and turn to account and otherwise deal with and adapt the same for the purposes of the Company's business

- (D) To purchase or otherwise acquire all or any part of the business goodwill or assets of any person firm or company carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares stocks debentures or debenture stock or other securities of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired
- (E) To apply for register purchase or otherwise acquire and protect prolong and renew whether in the United Kingdom or elsewhere any property assets patents licences patent rights brevets d'invention secret processes designs concessions trade marks or exclusive or non-exclusive rights or information of any kind which may be capable of being dealt with by the Company or of benefiting the Company and to grant rights thereout and to disclaim alter modify develop use exercise grant licences in respect of turn to account manufacture under and otherwise deal with the same and adapt the same for the purposes of the Company's businesses and to carry out all kinds of research work and to expend money in experimenting upon testing and improving any patents inventions or rights which the Company may acquire or propose to acquire
- (F) To sell let on lease or otherwise license construct repair develop improve manage exchange mortgage charge grant options rights and privileges in respect of dispose of or otherwise deal with the undertaking of all or any part of the property rights or assets of the Company upon such terms as the Company may think fit with power to accept shares stocks debentures debenture stock or other securities
- (G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such way or ways and subject to such conditions as the Company may think fit and to hold or otherwise deal with any investments made
- (H) To lend and advance money and give credit to such persons firms bodies or companies on such terms as may seem expedient and either with or without the receipt of any consideration security or advantage direct or indirect and whether by personal covenant or by mortgaging charging or depositing all or any part of the undertaking property and assets of the Company both present and future including its uncalled capital on such terms as may seem expedient to guarantee support secure and give indemnities in respect of the performance of any contracts or obligations of and the payment or repayment of the principal amounts of and premiums interest and dividends on any moneys owed by and mortgages charges bonds debentures debenture stocks shares or other securities of any person firm body or company whatsoever in any part of the world
- (I) To amalgamate with or to enter into partnership or any joint pursuit or union of interests or profit sharing arrangement with any person firm or company having

for its objects similar objects to those of the Company or any of them

- (J) To borrow or raise money in such manner and upon such terms as the Company shall think fit and in particular by the creation of mortgages liens and charges upon and the issue of debentures or debenture stock charged upon all or any of the Company's property or assets both present and future including its uncalled capital and to re-issue any debentures at any time paid off
- (K) To draw make accept endorse discount negotiate execute and issue and to buy sell and deal with cheques promissory notes bills of exchange bills of lading debentures warrants and other negotiable or transferable instruments
- (L) To subscribe for underwrite purchase or otherwise acquire and to hold dispose of and deal with the shares stock securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government authority corporation or body or by any company (including without limitation and to the extent permitted by law the Company itself) or body of persons and any options or rights in respect thereof and to buy and sell foreign exchange
- (M) To remunerate any person firm body or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business
- (N) To apply for promote and obtain any Act of Parliament order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may in the opinion of the Board of Directors directly or indirectly promote the Company's interests and to oppose any proceedings or applications which may in the opinion of the Board of Directors directly or indirectly prejudice the Company's interests
- (O) To enter into any arrangements with any government or authority (supreme municipal local or otherwise) that in the opinion of the Board of Directors may be conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters decrees rights privileges or concessions which the Company may think desirable and to carry out exercise and comply with any such charters decrees rights privileges and concessions
- (P) To subscribe or guarantee money for any charitable benevolent national public general or useful object, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (Q) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion incorporation formation and registration of the Company and the issue of its capital and debentures including brokerage and commission
- (R) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property undertaking rights and liabilities of the Company or for any other purpose which is considered or calculated to advance the interests of the Company directly or indirectly
- (S) To procure the registration or incorporation or recognition of the Company in or

under the laws of any place outside England

- (T) To grant pensions annuities gratuities superannuation or other allowances to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of any such subsidiary holding or fellow subsidiary company or the relatives connections or dependants of any such persons and to make payments towards insurance and to establish maintain or support associations institutions clubs funds schemes and trusts which are considered or calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members
- (U) To establish and contribute to any scheme for the subscription or purchase by employees or Directors of shares in the Company or by trustees of shares in the Company to be held for the benefit of the Company's employees and Directors and to the extent permitted by law to lend money to the Company's employees and Directors to enable them to purchase shares of the Company and to do all or any of the things herein specified in relation to employees or Directors of subsidiaries of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or Directors or any of them
- (V) To distribute in specie among the members any property of the Company but so that no distribution amounting to a reduction of capital be made except with any sanction for the time being required by law.
- (W) To do all or any of the things specified in this Clause 3 in any part of the world and either as principals agents contractors sub-contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others
- (X) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.

None of the objects set forth in this Clause shall be restrictively construed but the widest interpretation shall be given thereto and shall not except where the context expressly so requires be in any way limited or restricted by reference to or inference from any other object or objects set out in any sub-clause of this Clause or from the terms thereof or by the name of the Company. None of such sub-clauses or the objects therein set out or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but each shall be construed independently of the other and the Company shall have full power to exercise the powers conferred by each sub-clause as though each sub-clause defined the objects of a separate and independent company

4 The liability of the members is limited.

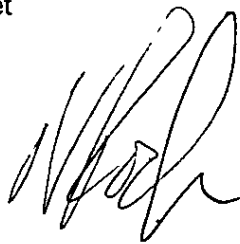
5 The Company's share capital is £ 1,000,000 divided into 1,000,000 shares of £1 each

WE the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum of Association, and we agree to take the number of shares shown opposite our respective names

**NAME AND ADDRESS  
OF SUBSCRIBER**

**Number of Shares  
taken by the Subscriber**

1 Pharma Nominees Limited  
14 New Street  
London  
EC2M 4HE




1

Total shares taken

1

Dated this 28 day of January 2008

Witness to the above Signature

 JOANNA DUNCAN  
Pritchard Englefield  
14 New Street  
London EC2M 4HE

**ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT 1985 (AS AMENDED) ("the Act")**

**THE COMPANIES ACT 2006 ("the 2006 Act")**

**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**OF**

**AVANNAA DIAMONDS LIMITED**

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**PRELIMINARY**

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (Statutory Instrument No 805 of 1985) as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (such Table being hereinafter referred to as "**Table A**") shall except as hereinafter provided and except insofar as the same are inconsistent with these Articles apply to the Company.
- 2 The Company is a private company and accordingly -
  - 2 1 any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company is prohibited, and
  - 2 2 any allotment or agreement for the allotment (whether for cash or otherwise) of any shares in or debentures of the Company with a view to all or any of those shares being offered for sale to the public is prohibited
- 3 The following Regulations of Table A shall not apply to the Company namely -  
23, 24, 37, 64, 76, 77, 79, 81, 87, 94, 95, 96, 97, 112, 116 and 118

## **SHARES**

- 4 The Directors of the Company are for the purposes of section 80 of the Act unconditionally authorised during the period of five years from the date of the adoption of these Articles to allot grant options over or otherwise dispose of such (if any) of the shares of the Company as remain to be issued to such persons (whether or not members of the Company) for such consideration on such terms in such manner and at such times as they consider appropriate up to the amount of the authorised share capital of the Company existing at the date of the adoption of these Articles. Any shares which the Directors of the Company are not entitled to deal with under the foregoing provisions of this Article may with the authority of an Ordinary Resolution passed by the Company in General Meeting and subject to compliance with all legal requirements be dealt with by the said Directors who may allot grant options over or otherwise dispose of the said shares to such persons (whether or not members of the Company) for such consideration on such terms in such manner and at such times as they consider appropriate during a period not exceeding five years from the date of the passing of such Ordinary Resolution. Provided always that save as permitted by law nothing in this Article shall authorise the allotment or issue of shares in the Company at a discount. To the extent permitted by section 91(1) of the Act, sections 89(1) and 90(1) to (6) inclusive of the Act are hereby excluded from applying to the Company.

## **LIEN**

- 5 The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and the Company shall also have a first and paramount lien on all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

## **TRANSFER OF SHARES**

- 6 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company.
- 7 The instrument of transfer of any share may be in any usual form or in any other form which the Directors may approve and need not be signed by or on behalf of the transferee but shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

## **GENERAL MEETINGS**

- 8 The Directors may call General Meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 9 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy and entitled to a vote. Regulation 46 of Table A shall be modified accordingly. Regulation 41 of Table A shall be read and construed as if the words *"and 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"* were added at the end.
- 10 A resolution in writing signed by the holders of not less than such percentage in aggregate of the issued shares in the Company as shall be required for the relevant resolution to be passed or given by an electronic communication or communications by the holders of the same percentage of the issued shares in the Company or in combination so signed and given by the holders of such percentage in the aggregate shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents and/or electronic communications in the like form each signed by one or more persons. In the case of a corporation the resolution may be signed or given by electronic communication on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

## **DIRECTORS**

- 11 The number of Directors need not exceed one. If and so long as there shall be a sole Director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the Directors generally. A sole Director shall form a quorum at meetings of Directors and Regulation 89 of Table A shall be modified accordingly.
- 12 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.
- 13 The Company may exercise the powers conferred upon the Company by section 362 of the Act with regard to the keeping of an overseas branch register and the Directors may (subject to the provisions of that section) make and vary such regulations as they may think fit respecting the keeping of any such register.
- 14 Subject to the provisions of sections 182 (1) and (2), 183 (1) and (2), 185(1) and (2) and 187 of the 2006 Act a Director may contract with and participate in the profits of any contract, transaction or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract, transaction or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof.

and may be counted in the quorum at any meeting at which any such matter is considered Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company

- 15 The Directors may exercise the powers of the Company to grant pensions, gratuities, or allowances to any employees, or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of its subsidiaries or of its predecessors in business or of the predecessors in business of any of its subsidiaries or to the relatives, connections or dependants of any such persons and to establish maintain or support associations, institutions, clubs, funds and trusts which are considered or calculated to benefit any such persons or otherwise advance the interests of the Company or of its members
- 16 Notice of meetings of the Directors shall be given to all Directors whether or not for the time being absent from the United Kingdom and Regulation 88 of Table A shall be modified accordingly
- 17 All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution and no such resolution shall be effective unless carried by a majority of votes A meeting of the Directors may subject to notice thereof having been given in accordance with these Articles be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or other electronic means with another Director or Directors and all of the said Directors agree to treat the meeting as so held provided that the number of the said Directors constitutes a quorum hereunder of the board hereunder and a resolution made by the majority of the said Directors in pursuance of this article shall be as valid as it would be if made by them at an actual meeting duly convened and held and any such meeting held by telephonic or other electronic means shall be deemed to have been held where the largest number of Directors was present and if there is no such place then where the Chairman of the meeting was Regulations 72 and 88 of Table A shall be modified accordingly
- 18 The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to section 80 of the Act to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 19 The Directors may appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of



## Directors

- 20 The office of a Director shall be vacated if -
- 20 1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
- 20 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 20 3 he is or may be suffering from mental disorder and either -
- 20 3 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1984, or
- 20 3 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- 20 4 he resigns his office by notice to the Company, or
- 20 5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated
- 21 An alternate Director shall be entitled to contract and be interested in and benefit from contracts, transactions or arrangements 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 to the Company from time to time direct

## **NOTICES**

- 22 Any notice, consent, agreement or offer (hereinafter called a "**Communication**") may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address (whether in the United Kingdom or not) or to the address (if any) supplied by him to the Company as his address for the service of notices or by delivering it to such address addressed as aforesaid or sent by using electronic communications to an address for the time being notified for that purpose to the Company Any Communication to be given by any member to the Company may be served on it or delivered to it at its registered office for the time being or sent by using electronic communications to an address for the time being notified for that purpose to members or any individual member by the Company for that purpose In relation to electronic communications the word "**address**" includes any number or address used for the purposes of such communications Subject to the provisions of the Act where a notice or other document is served or sent by post service or delivery shall be deemed to be effected on the day following that on which the same is posted unless it is sent by second class post in which

case it shall be deemed to have been effected on the day but one after it is posted and in the case of an electronic communication such notice shall be deemed to have been effected at the expiration of 24 hours after the time it was sent. In the case of electronic communications proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

**23** A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address if any supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

**24** Notice of every General Meeting shall be given in any manner hereinbefore authorised to -

24 1 every member,

24 2 every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting,

24 3 the auditor for the time being of the Company, and

24 4 the Directors of the Company and their alternates

No other person shall be entitled to receive notices of General Meetings. Regulation 38 of Table A shall be modified accordingly.

#### **SECRETARY**

**25** Subject to sections 10 and 13 of the Act the secretary or joint secretaries shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any secretary or joint secretaries so appointed may be removed by them. No person shall be appointed or hold office as secretary who is -

25 1 the sole Director of the Company, or

25 2 a corporation the sole Director of which is the sole Director of the Company, or

25 3 the sole Director of a corporation which is the sole Director of the Company

**26** A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the secretary.

## **DIVIDENDS**

- 27 Dividends may be declared by the Company in General Meeting and may be declared in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share
- 28 The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide
- 29 The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company

## **INDEMNITY**

- 30 Subject to the provisions of the Act (and without prejudice to any protection from liability which may otherwise apply), every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto, including (without limitation) any loss or liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court
- 31 The Directors shall be entitled to effect and maintain in force any such insurances as are referred to in sections 233 of the 2006 Act and section 310(3) of the 1985 Act
- 32 Subject to the provisions of the Act, the Directors shall be entitled to provide any Director with funds to meet expenditure incurred or to be incurred by him (and the Directors shall be entitled to do anything to enable a Director to avoid incurring such expenditure) -
- 32 1 in defending any criminal or civil proceedings, or
- 32 2 in connection with any application under any of the provisions mentioned in section 205(5) of the 2006 Act

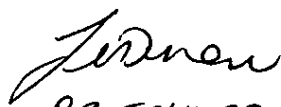
NAME AND ADDRESS OF SUBSCRIBER

1 Pharma Nominees Limited  
14 New Street  
London  
EC2M 4HE



DATED this 28 day of January 2008

WITNESS to the above signature

 JOANNA DUNCAN  
PRITCHARD ENGLEFIELD  
14 NEW STREET  
LONDON EC2M 4HE