



**FILE COPY**

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

Company No. 7027385

The Registrar of Companies for England and Wales hereby certifies that

**VIIV HEALTHCARE OVERSEAS LIMITED**

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

Given at Companies House on **23rd September 2009**



**\*N07027385J\***



Companies House  
— 6032611127 —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



***Please complete in typescript,  
or in bold black capitals.***

**CHFP025**

# 12

## Declaration on application for registration

**Company Name in full**

VHIV HEALTHCARE OVERSEAS LIMITED

I, **Simon Staveley-Smith**

of One Bunhill Row, London, EC1Y 8YY

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~XXXXXXXXXXXXXXXXXXXX~~  
~~XXXXXXXXXXXXXXXXXXXX~~ 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**

Sam R. Smith

Declared at

ONE SILK STREET, LONDON, EC2Y 8HQ

Day      Month      Year

On

2	2	0	9	2	0	0	9
---	---	---	---	---	---	---	---

**① Please print name.**

before me ❶

CAMILLA TETLOW

**Signed**

Atenast

**Date** 22 September 2009

[illegible]

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.

Slaughter and May (DRJ/SRZS)  
One Bunhill Row  
London  
EC1Y 8YY

Tel 020 7090 3985

**DX number**

**DX exchange**

Companies House receipt date barcode

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, 139 Fountainbridge, Edinburgh, EH3 9FF**

for companies registered in Scotland

**DX 235 Edinburgh**  
**or LP - 4 Edinburgh 2**



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

10

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

VIIV HEALTHCARE OVERSEAS LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

980 GREAT WEST ROAD

Post town

BRENTFORD

County / Region

MIDDLESEX

Postcode

TW8 9GS

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

SLAUGHTER AND MAY

Address

ONE BUNHILL ROW

Post town

LONDON

County / Region

Postcode

EC1Y 8YY

Number of continuation sheets attached

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.

SLAUGHTER AND MAY, ONE BUNHILL ROW

LONDON

EC1Y 8YY

Tel 020 7600 1200

DX number

DX exchange

Companies House receipt date barcode

**This form has been provided free of charge  
by Companies House**

v 10/03

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, 139 Fountainbridge, Edinburgh, EH3 9FF

for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

## Company Secretary (see notes 1-5)

Company name VIIV HEALTHCARE OVERSEAS LIMITED

NAME \*Style / Title MRS \*Honours etc

\* Voluntary details

Forename(s) VICTORIA ANNE

Surname WHYTE

Previous forename(s) LLEWELLYN

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 ††



980 GREAT WEST ROAD

Post town BRENTFORD

County / Region MIDDLESEX

Postcode TW8 9GS

Country UK

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

Consent signature

Date 18/09/2009

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title MR \*Honours etc

Forename(s) DOMINIQUE JEAN MARC

Surname LIMET

Previous forename(s)

Previous surname(s)

Address ††



980 GREAT WEST ROAD

Post town BRENTFORD

County / Region MIDDLESEX

Postcode TW8 9GS

Country UK

†† 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  
2 1 1 2 1 9 5 4

Nationality FRENCH

Business occupation

PHYSICIAN

Other directorships

VIIV HEALTHCARE UK (NO.2) LIMITED

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

Consent signature

Date 18/09/2009

**Please list directors in alphabetical order**

**\*Honours etc**

\* Voluntary details

Forename(s)

**Sumame**

Previous forename(s)

Previous surname(s)

**Address** ††

**11** 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

**Date of birth**

Day      Month      Year

### 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**

—V. A. WHITE  
Company Secretary

**Date**

22/09/2009

**Signed**

**Date**

**Signed**

Date \_\_\_\_\_

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

### Dominique Jean Marc Limet – Other Directorships

Company Name	Appointed	Resigned	Company Number	Country
ViiV Healthcare Trading Services UK Limited	11/09/2009		06982415	England & Wales
ViiV Healthcare UK Limited	11/09/2009		6990358	England & Wales
ViiV Healthcare UK (No.2) Limited	03/09/2009		103943	Jersey
GlaxoSmithKline A.E.B.E	19/09/2003	26/05/2008	1580/01AT/B/86/65/96	Greece
GlaxoSmithKline Pharma GmbH	24/07/2003	21/05/2008	FN115955Y	Austria

**Subesh Ronald Williams – Other Directorships**

<b>Company Name</b>	<b>Appointed</b>	<b>Resigned</b>	<b>Company Number</b>	<b>Country</b>
ViiV Healthcare Trading Services UK Limited	11/09/2009		06982415	England & Wales
ViiV Healthcare UK Limited	11/09/2009		6990358	England & Wales
ViiV Healthcare UK (No.2) Limited	03/09/2009		103943	Jersey

Registered No. [                      ]

**The Companies Act 1985 (as Amended)**  
**A PRIVATE COMPANY LIMITED BY SHARES**



**MEMORANDUM OF ASSOCIATION**

of

**Viiv Healthcare Overseas Limited**

1. The company's name is "VIIV HEALTHCARE OVERSEAS LIMITED".
2. The company's registered office 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 and to carry on any trade or business whatsoever.
  - 3.2. To acquire any estate or interest in and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act as a holding company.
  - 3.3. To provide services of all descriptions.
  - 3.4. To lend money, and grant or provide credit and financial accommodation to any person and to deposit money with any person.
  - 3.5. To invest money of the company in any investments and to hold, sell or otherwise deal with investments or currencies or other financial assets.
  - 3.6. To enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions.
  - 3.7. To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by the creation and issue of securities.

WEDNESDAY



\*L0NWRDIQ\*

LD1

23/09/2009

55

COMPANIES HOUSE



- 3.8. To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is at the relevant time a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company.
- 3.9. To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.
- 3.10. To sell, exchange, mortgage, charge, let, grant licences, easements, options and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the company for any or for no consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- 3.11. To issue and allot securities of the company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the company or any services rendered to the company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose, and to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the company or in or about the formation of the company or the conduct or course of its business.
- 3.12. To establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).
- 3.13. To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the company, and to procure the registration or incorporation of the company in or under the laws of any place outside England.
- 3.14. To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the company or any company which is at the relevant time the company's holding company or subsidiary or another subsidiary of any such holding company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition.

- 3.15. To grant or procure the grant of donations, gratuities, pensions, annuities, allowances or other benefits, including benefits on death, to, or purchase and maintain any type of insurance for or for the benefit of, any directors, officers or employees or former directors, officers or employees of the company or any company which at any time is or was a subsidiary or a holding company of the company or another subsidiary of a holding company of the company or otherwise associated with the company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the company or whom the board of directors of the company considers have any moral claim on the company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the company or its members or for any national, charitable, benevolent, educational, social, public, political, general or useful object.
- 3.16. To cease carrying on or to wind up any business or activity of the company, and to cancel any registration of and to wind up or procure the dissolution of the company in any state or territory.
- 3.17. To distribute any of the property of the company among its creditors and members or any class of either in cash, specie or kind.
- 3.18. To do all or any of the above things or matters in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 3.19. To carry on any other activity and do anything of any nature which in the opinion of the board of directors of the company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the company's undertaking property or assets or otherwise to advance the interests of the company or of its members.
- 3.20. To do any other thing which in the opinion of the board of directors of the company is or may be incidental or conducive to the attainment of the above objects or any of them.
- 3.21. In this clause "company", except where used in reference to this company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the company or the

nature of any trade or business carried on by the company, or by the fact that at any time the company is not carrying on any trade or business but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate distinct and independent company.

4. The liability of the members is limited.
5. The company's share capital is £100, divided into 100 shares of £1 each, and the company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

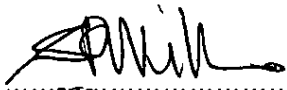
---

Name and address of subscriber

Number of shares taken  
by the subscriber

VIIV HEALTHCARE UK (NO. 2) LIMITED  
22 GRENVILLE STREET  
ST. HELIER  
JERSEY JE4 8PX  
CHANNEL ISLANDS

ONE



.....  
SUBESH WILLIAMS  
DIRECTOR

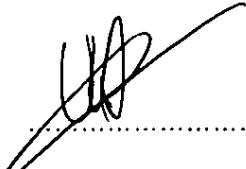
For and on behalf of Viiv Healthcare UK (No.2) Limited

Total number of shares  
taken: ONE

---

Dated: 18<sup>th</sup> September 2009

Witness to signature above:



.....

Name: VAUGHAN WALTON

Address: 980 GREAT WEST ROAD  
BRENTFORD  
MIDDLESEX  
TW8 9GS

Occupation: CHARTERED SECRETARY

ARTICLES OF ASSOCIATION

of

VIIV HEALTHCARE OVERSEAS LIMITED

**1. Adoption of Table A**

In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985, insofar as it relates to private companies limited by shares, as amended prior to the date of incorporation of the company. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

**2. Interpretation**

2.1 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles.

2.2 In these articles:

- (A) "address" includes any number or address used for the purpose of sending or receiving documents or information by electronic means;
- (B) "conflicts of interest" include a conflict of interest and duty and a conflict of duties;
- (C) "contract" includes any transaction or arrangement (whether or not constituting a contract);
- (D) "group company" means the company's ultimate holding company (if any) and any body corporate which is directly or indirectly a wholly-owned subsidiary of the company or such ultimate holding company, in each case from time to time;
- (E) "parent company" means a group company of which the company is from time to time directly or indirectly a wholly-owned subsidiary;
- (F) "ultimate holding company" means any holding company of the company from time to time that does not itself have a holding company ("holding company" having the meaning set out in section 1159 of the Companies Act 2006);

(G) references to writing include references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise; and

(H) headings are for convenience only and shall not affect construction.

2.3 If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

### **3. Rights Attached to Shares**

Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

### **4. Unissued Shares**

Subject to the provisions of the Act and to these articles and to any resolution passed by the company and without prejudice to any rights attached to the existing shares, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

### **5. Share Certificates**

Share certificates must be sealed or otherwise executed in accordance with the Act. The penultimate sentence of regulation 6 of Table A shall be amended accordingly.

### **6. Initial Authority to Issue Relevant Securities**

Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the company or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of incorporation of the company but may be revoked, varied or renewed from time to time by the company in general meeting in accordance with the Act.

**7. Exclusion of Rights to Offers on a Pre-emptive Basis**

Section 89(1) of the Companies Act 1985 shall not apply to the allotment by the company of any equity security.

**8. Transfer and Transmission of Shares**

- 8.1 The instrument of transfer of the subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.
- 8.2 The directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.
- 8.3 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy. Regulations 30 and 31 of Table A shall be modified accordingly.

**9. Notice of General Meetings**

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company. Regulation 38 shall not apply.

**10. Proceedings at General Meetings**

- 10.1 For all purposes of these articles, a quorum shall be present at a general meeting of the company or of the holders of any class of its shares (a) as provided in the Companies Act 2006; or (b) if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. The last sentence of regulation 40 of Table A shall not apply.
- 10.2 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by:
- (A) the chairman of the meeting;
  - (B) the directors;
  - (C) two or more members having the right to vote on the resolution;
  - (D) a member or members representing in the aggregate not less than one tenth of the total voting rights of all the members having the right to vote on the resolution; or

- (E) a member or members holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll by a proxy counts, for the purposes of paragraph (C) above, as a demand by a member, for the purposes of paragraph (D) above, as a demand by a member representing the voting rights that the proxy is authorised to exercise, and, for the purposes of paragraph (E) above, as a demand by a member holding the shares to which those rights are attached.

10.3 Regulations 46 and 47 of Table A shall not apply.

## **11. Votes of Members**

Regulations 54, 55, 57 and 59 of Table A shall not apply.

## **12. Receipt of Proxies**

12.1 The appointment of a proxy must:

- (A) in the case of an appointment which is in hard copy form, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the directors) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors;
- (B) in the case of an appointment made by electronic means, be received at the address specified by the company for the receipt of appointments of proxy by electronic means before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment made by electronic means is made or a copy of the authority, certified notarially or in some other manner approved by the directors, must, if required by the directors, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (C) in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid before the time appointed for the taking of the poll,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid.



12.2 Regulation 62 of Table A shall not apply.

**13. Alternate Directors**

Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director. Regulations 65 and 67 of Table A shall not apply.

**14. Power to Provide for Employees**

The directors may resolve to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

**15. Power to Receive Uncalled Moneys**

The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

**16. Delegation of Directors' Powers**

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

**17. Appointment and Removal of Directors by Majority Shareholders**

Any member holding, or any members holding in aggregate, at the relevant time a majority in nominal value of such of the issued share capital of the company as carries the right of attending and voting at general meetings of the company may by notice in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

**18. Appointment of Directors by Board**

Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

**19. Exclusion of Certain Provisions regarding Appointment of Directors**

Regulations 76 to 79 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

**20. Disqualification and Removal of Directors**

The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

**21. Directors' Gratuities and Pensions**

The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

**22. Notice of Board Meetings**

Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent or supplied in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. Notice shall be given in this manner to all directors including any director who is absent from the United Kingdom at the relevant time. A director may waive notice of any meeting either prospectively or retrospectively and any retrospective waiver shall not affect the validity of the meeting or of any business conducted at the meeting. Regulation 88 of Table A shall be modified accordingly.

**23. Participation in Board Meetings by Telephone**

All or any of the members of the board of directors may participate in a meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

## **24. Resolution in Writing**

A resolution in writing signed by all the directors who are at the relevant time entitled to receive notice of a meeting of the directors (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the directors properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors concerned. A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.

## **25. Permitted Situations and Conflicts of Interest Requiring Board Authorisation**

- 25.1 A director need not avoid conflicts of interest arising by virtue of his directorship in one or more other group companies ("Permitted Situations") but any such directorship, if not already disclosed to the board in accordance with a requirement of the Act, shall be disclosed as soon as practicable by the director to the board either in writing or at a board meeting.
- 25.2 The board may, subject to the quorum and voting requirements set out in these Articles, authorise any matter which would otherwise involve a director breaching his duty under the Act to avoid conflicts of interest ("Conflict").
- 25.3 Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the board shall be effected in the same way that any other matter may be proposed to and resolved upon by the board under the provisions of these articles save that the relevant director shall not count towards the quorum nor vote on any resolution giving such authority;
- 25.4 Where the board gives authority in relation to a Conflict:
- (A) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
  - (B) the board may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.
- 25.5 Where a Permitted Situation occurs or is occurring or where the board gives authority in relation to a Conflict:
- (A) the board may (whether at the time or subsequently) (a) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the board or otherwise) related to the Permitted Situation or Conflict (as the case may be); and (b) impose upon the relevant director such other terms for the purpose of

dealing with the Permitted Situation or Conflict (as the case may be) as it may determine;

- (B) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the board in relation to the Permitted Situation or Conflict (as the case may be);
- (C) the board may provide that where the relevant director obtains (otherwise than through his position as a director of the company) information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use or apply the information in relation to the company's affairs, where to do so would amount to a breach of that confidence.

25.6 Where a Permitted Situation occurs or is occurring the relevant director:

- (A) may in exercising his independent judgement, take into account the success of other group companies as well as the success of the company; and
- (B) shall in the exercise of his duties where that other group company is a parent company, have a duty of confidentiality to the parent company in relation to confidential information of the parent company, but, subject to any terms imposed by the board pursuant to this article, he shall not be restricted by any duty of confidentiality to the company from providing information to any parent company.

25.7 A director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the company or the members for any remuneration, profit or other benefit realised by reason of his having any type of interest in a Permitted Situation or a Conflict authorised under this article and no contract shall be liable to be avoided on the grounds of a director having any such interest.

25.8 Regulation 85 of Table A shall be amended by deleting the word "material". Regulation 86(b) of Table A shall be amended after the phrase "to have knowledge" by inserting the following: "or an interest of a director that cannot reasonably be regarded as likely to give rise to a conflict of interest".

## **26. Directors May Vote When Interested**

Subject where applicable to disclosure in accordance with the Act or these Articles and subject to any terms imposed by the board in relation to any Permitted Situation or Conflict, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested or any matter the subject of a Permitted Situation or Conflict authorised under these Articles and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

**27. Secretary**

Subject to the Act, nothing in these articles shall require the company to appoint a secretary.

**28. Official Seal**

The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

**29. Notices**

Any notice, document or other information may be sent or supplied to any member by the company in any way in which the Act provides for notices, documents or other information to be sent or supplied by the company, including by way of making it available on a website. In addition any notice, document or other information may be sent or supplied to any member by the company by other means authorised in writing by the member. Regulations 111 and 112 of Table A shall not apply.

**30. Time of Service**

30.1 Any notice, document or other information:

- (A) if sent by the company by post, shall be deemed to have been received on the day following that on which it was put in the post if first class post was used or 48 hours after it was posted if first class post was not used and, in proving such service or delivery, it shall be sufficient to prove that the notice, document or other information was properly addressed, prepaid and put in the post;
- (B) not sent by post but left by the company at an address (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered when it was so left or sent;
- (C) sent or supplied by the company using electronic means shall be deemed to be received on the day on which it was sent or supplied and, in proving such service or delivery, it shall be sufficient to prove that the notice, document or other information was properly addressed;
- (D) made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this article; and
- (E) served, sent or supplied by the company by any other means authorised in writing by the member concerned shall be deemed to have been served, sent or

supplied when the company has carried out the action it has been authorised to take for that purpose.

30.2 Regulation 115 of Table A shall not apply.

**31. Indemnity and Expenses**

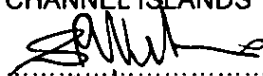
To the extent permitted by law, the company may indemnify any director or former director of the company or of any associated company against any liability and may purchase and maintain for any director or former director of the company or of any associated company insurance against any liability. The company may also fund a director's or former director's expenditure and that of a director or former director of any holding company of the company for the purposes permitted under the Act and may do anything to enable a director or former director or a director or former director of any holding company of the company to avoid incurring such expenditure as provided in the Act. No director or former director of the company or of any associated company shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 118 of Table A shall not apply and regulation 83 of Table A shall be modified accordingly.

---

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

---

VIIV HEALTHCARE UK (NO. 2) LIMITED  
22 GRENVILLE STREET  
ST. HELIER  
JERSEY JE4 8PX  
CHANNEL ISLANDS

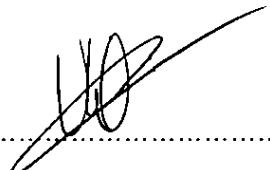
  
SUBESH WILLIAMS  
DIRECTOR

For and on behalf of Viiv Healthcare UK (No. 2) Limited

---

Dated: 18<sup>th</sup> September 2009

Witness to signature above:

  
.....

Name: VAUGHN WALTON

Address: 980 GREAT WEST ROAD  
BRENTFORD  
MIDDLESEX  
TW8 9GS

Occupation: CHARTERED SECRETARY