

Company number
07060603

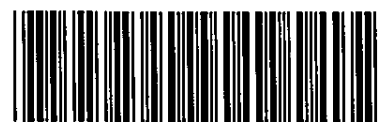
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
ADEPTIO LIMITED
UNDER CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006

By a written resolution dated 2nd February 2012, members representing not less than 75% of the total voting rights of members who were entitled to vote on the resolution on its circulation date agreed to the following resolution being passed as a special resolution

Special resolution

That the name of the company be changed to Adeptio Pharmaceuticals Ltd


Director



Adeptio Limited

**Minutes of a meeting of the directors of
the company held at 9 Oxney Grange, Eyebury Road, Eye, Cambridgeshire PE6 7TL
on 17th January 2012 at 5.00 p.m.**

Present: Ian Montague (in the chair)
Mark Evans (by phone)

- 1 Ian Montague was appointed chairman of the meeting
- 2 The chairman proposed that the name of the company be changed to Adeptio Pharmaceuticals Ltd
- 3 The chairman noted that in connection to the above proposal, the company has received a letter from the General Pharmaceutical Council dated 11th October 2011 permitting the company to use the name Adeptio Pharmaceuticals Ltd (**the Consent Letter**)
- 4 There was produced a copy of a proposed written shareholder resolution to implement the above proposal (**the Resolution**)
- 5 It was resolved that the Resolution be proposed for approval by the members of the company and that any director or the secretary be instructed to dispatch the Resolution immediately to the members and to the auditors of the company and seek from members their agreement (in hard copy or electronic form) to the Resolution
- 6 The meeting was then adjourned
- 7 Upon the resumption of the meeting, the chairman reported that the Resolution had been duly passed
- 8 It was resolved that any director or the secretary be instructed to arrange for the filing with the Registrar of Companies of
 - (a) the Consent Letter,
 - (b) a record of the Resolution;
 - (c) Form NM06 – request to seek comments of government department or other specified body on change of name,
 - (d) a copy of the updated articles of association of the company, and

(e) a cheque for £10 in respect of the Registrar's fee on change of name

9 The meeting then ended



Ian Montague
Chairman

Company number
07060603

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
OF
ADEPTIO LIMITED

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company proposed that the following resolution be passed as a special resolution

Special resolution

That the name of the company be changed to Adeptio Pharmaceuticals Ltd

AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being eligible members on 23rd January 2012 (the "**circulation date**"), irrevocably agree to the resolution set out above

Signed by

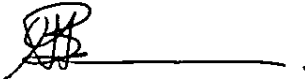


Ian Arthur Campbell Montague

Date 23/01/2012

for and on behalf of Mercia Holdings Limited

Date 23/01/2012.



Mark Price Evans

Date

for and on behalf of the Wendt Family Revocable Trust

Date

for and on behalf of Bernard David Taylor and Nadine Taylor (jointly)

Date

for and on behalf of Detimil Investments Limited

Date

Jonathan Taylor

Date

AGREEMENT OF ELIGIBLE MEMBERS*

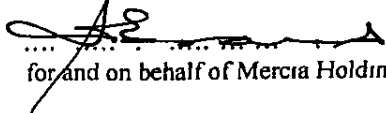
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Signed by

Ian Arthur Campbell Montague

Date

23/1/12



for and on behalf of Mercia Holdings Limited

Date

Mark Price Evans

Date

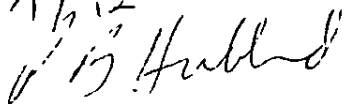
for and on behalf of the Wendt Family Revocable Trust

Date

for and on behalf of Bernard David Taylor and Nadine Taylor (jointly)

Date

23/1/12



for and on behalf of Detimil Investments Limited

Date

Jonathan Taylor

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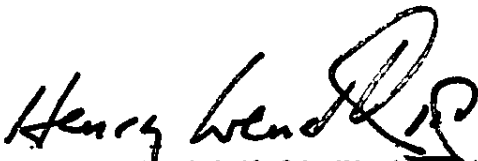
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Mark Price Evans

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23 January 2012

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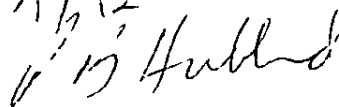
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for and on behalf of the Wendt Family Revocable Trust

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for and on behalf of Bernard David Taylor and Nadine Taylor (jointly)

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23/1/12


for and on behalf of Detimil Investments Limited

Date

Jonathan Taylor

Date.

Andrew John Duffield

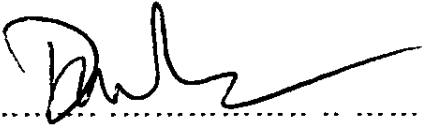
Date

.....
Marina Sartor Terrasa

Date

.....
Anant Pandya

Date



.....
Douglas Graham MacMahon

Date

23/01/2012

Eligible members must signify their agreement to the proposed resolution as follows: (i) **by hand**, by delivering a signed copy to any director or secretary of the company, (ii) **by post**, by sending a signed copy to any director or secretary of the company at 20-22 Bedford Row, London WC1R 4JS, or (iii) **by e-mail**, by sending a scanned signed copy of the resolution to ian.montague@adeptioltd.com. Eligible members must signify their agreement to the proposed resolution within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolution do not need to reply. Once eligible members have signified their agreement to the proposed resolution, their agreement may not be revoked. The proposed resolution will lapse if it is not passed by the end of that 28 day period.

***Note:** "Eligible members" are those members who are or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which copies of the resolution are first sent or submitted to members)

email. bdt 2@mac.com

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Signed by:

.....
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for and on behalf of Mercia Holdings Limited

Date:

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Mark Price Evans

Date:

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for and on behalf of the Wendt Family Revocable Trust

Date:

.....
for and on behalf of Bernard David Taylor and Nadine Taylor (jointly)

Date: 24/01/12 Bernard Taylor Nadine Taylor

.....
for and on behalf of Detimil Investments Limited

Date:

.....
Jonathan Taylor

Date:



Andrew John Duffield

Date 1/2/2012



Marina Sartor Terrasa

Date 24th Jan 2012



Anant Pandya

Date

24th January 2012

Douglas Graham MacMahon

Date

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FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 7060603

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ADEPTIO LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

ADEPTIO PHARMACEUTICALS LTD

Given at Companies House on **8th February 2012**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES