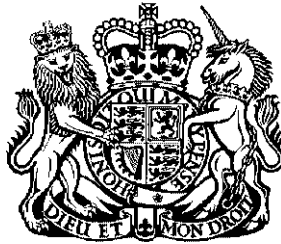


File Copy



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 7802577

The Registrar of Companies for England and Wales, hereby certifies that

PRO BONO BIO GROUP PLC

is this day incorporated under the Companies Act 2006 as a public company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 7th October 2011



N07802577N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 07/10/2011



XZEMRY6R

*Company Name
in full:*

PRO BONO BIO GROUP PLC

Company Type:

Public limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**4TH FLOOR
READING BRIDGE HOUSE GEORGE STREET
READING
BERKSHIRE
UNITED KINGDOM
RG1 8LS**

I wish to adopt entirely bespoke articles

Company Secretary 1

Type: **Corporate**

Name: **THROGMORTON SECRETARIES LLP**

*Registered or
Principal Office
Address:* **4TH FLOOR
READING BRIDGE HOUSE GEORGE STRE
READING
BERKSHIRE
UNITED KINGDOM
RG1 8LS**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**

Registration Number: **OC303099**

Consented to Act: **Y**

Date authorised: **07/10/2011**

Authenticated: **YES**

Company Director **1**

Type: **Person**

Full forename(s): **MR JOHN CHARLES**

Surname: **MAYO**

Former names:

Service Address: **201 BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3AF**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **02/04/1956** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Consented to Act: **Y** *Date authorised:* **07/10/2011** *Authenticated:* **YES**

Company Director 2

Type: **Person**

Full forename(s): **MR MICHAEL JAMES**

Surname: **EARL**

Former names:

Service Address: **201 BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3AF**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **28/08/1962**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **07/10/2011**

Authenticated: **YES**

Company Director **3**

Type: **Person**

Full forename(s): **MR STEPHEN BARRY**

Surname: **PARKER**

Former names:

Service Address: **201 BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3AF**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **06/09/1958**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **07/10/2011**

Authenticated: **YES**

Company Director 4

Type: **Person**

Full forename(s): **MR WILLIAM JOHN**

Surname: **HENRY**

Former names:

Service Address: **201 BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3AF**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **19/10/1955**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **07/10/2011**

Authenticated: **YES**

Company Director **5**

Type: **Person**

Full forename(s): **MR GEORGE LANGTON**

Surname: **ILIFFE**

Former names:

Service Address: **201 BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3AF**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **16/06/1970**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Consented to Act: **Y**

Date authorised: **07/10/2011**

Authenticated: **YES**

Company Director **6**

Type: **Person**
Full forename(s): **MR RICHARD**

Surname: **GARRAWAY**

Former names:

Service Address: **201 BISHOPSGATE
LONDON
UNITED KINGDOM
EC2M 3AF**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **04/02/1966** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **07/10/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	5000000
		<i>Aggregate nominal value</i>	50000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS - SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH SHARE RANKS EQUALLY FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. REDEEMABLE SHARES - THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	5000000
		<i>Total aggregate nominal value</i>	50000

Initial Shareholdings

Name: CELTIC PHARMA HOLDINGS G.P.
LIMITED

Address: PO BOX 334 REGENCY COURT
GLATEGNY ESPLANADE
GUERNSEY
UNITED KINGDOM
GY1 3UF

Class of share: ORDINARY

Number of shares: 5000000

Currency: GBP

*Nominal value of
each share:* 0.01

Amount unpaid: 0

Amount paid: 0.01

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: CELTIC PHARMA
Authenticated: HOLDINGS G.P. LIMITED
YES

Authorisation

Authoriser Designation: **subscriber**

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of

Pro Bono Bio Group plc

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication by each subscriber
Celtic Pharma Holdings G.P. Limited	Celtic Pharma Holdings G.P. Limited

Dated 7/10/2011

Company Number:

The Companies Act 2006

ARTICLES OF ASSOCIATION

Pro Bono Bio Group plc

Incorporated on

THE COMPANIES ACT 2006

PUBLIC COMPANY

ARTICLES OF ASSOCIATION OF

Pro Bono Bio Group plc

1. PRELIMINARY

- 1.1 The model articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 8(4), 16, 21, 22(d) and (e), 23(5), 63(5) and (6), and 67(4) do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.

2. DEFINED TERMS

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:-

"secretary" means the secretary of the Company appointed in accordance with Article 5.2 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

3. PROCEEDINGS OF DIRECTORS

- 3.1 Subject to Article 3.2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.
- 3.2 The directors have the power to authorise a director's conflict of interest under section 175(4)(b) of the Companies Act 2006. If the directors propose to exercise this power, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 3.3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-

- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
- (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

4. TERMINATION OF DIRECTOR'S APPOINTMENT

4.1 In addition to the events terminating a director's appointment set out in Model Articles 22(a) to (c) inclusive and (f), a person ceases to be a director as soon as:-

- (a) that person is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
 - (ii) 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 which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have; or
- (b) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office.

5. SECRETARY

- 5.1 The Company must have a secretary at all times.
- 5.2 The directors have the power to appoint a secretary. The directors may appoint the secretary for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.
- 5.3 The directors must take all reasonable steps to secure that any person appointed as secretary has the knowledge, experience and qualifications required under section 273 of the Companies Act 2006.

6. ALTERNATE DIRECTORS

- 6.1 Model Article 24 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors".
- 6.2 Model Article 27(d) is modified by the deletion of the ", " and all words which follow the words "as a director terminates".

7. NOTICE OF GENERAL MEETINGS

- 7.1 (a) Every notice convening a general meeting of the Company must comply with the provisions of:-

- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
 - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

8. QUORUM AT GENERAL MEETINGS

- 8.1 (a) If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.
- (b) If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum
- (c) Model Article 33(1) is modified by the addition of a second sentence as follows:-
- "If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

9. VOTING AT GENERAL MEETINGS

- 9.1 (a) Subject to Article 9.2 below, on a vote on a resolution at a general meeting on a show of hands:-
- (i) each member who, being an individual, is present in person has one vote;
 - (ii) if a member (whether such member is an individual or a corporation) appoints one or more proxies to attend the meeting, all proxies so appointed and in attendance at the meeting have, collectively, one vote; and
 - (iii) if a corporate member appoints one or more persons to represent it at the meeting, each person so appointed and in attendance at the meeting has, subject to section 323(4) of the Companies Act 2006, one vote.
- (b) Subject to Article 9.2 below, on a resolution at a general meeting on a poll, every member (whether present in person, by proxy or authorised representative) has one vote in respect of each share held by him.
- 9.2 No member may vote at any general meeting or any separate meeting of the holders of any class of shares in the Company, either in person, by proxy or, in the event that the member is a corporation, by corporate representative in respect of shares held by that member unless all moneys currently due and payable by that member in respect of any shares held by that member have been paid.

- 9.3 (a) Model Article 36(2) is amended by the deletion of the word "or" in Model Article 36(2)(c), the deletion of the "." after the word "resolution" in Model Article 36(2)(d) and its replacement with "; or" and the insertion of a new Model Article 36(2)(e) in the following terms:-

"by a member or members holding shares conferring a right to vote at the meeting 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 shares conferring that right".

- (b) A demand for a poll made by a person as proxy for a member is the same as a demand by the member.

10. DELIVERY OF PROXY NOTICES

- 10.1 Model Article 38(1) is modified, such that a "proxy notice" (as defined in Model Article 38(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

11. ALLOTMENT OF SHARES

- 11.1 The directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot shares in the Company, and/or grant rights to subscribe for or to convert any security into such shares up to a maximum amount of 5,000,0000 shares at any time or times during the period of five years from the date of incorporation of the Company and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company so to do made by the Company within that period.
- 11.2 The authority given to the directors to allot shares and grant rights to subscribe for or convert securities into shares of the Company under Article 11.1 may be renewed, revoked or varied by ordinary resolution.
- 11.3 Save as is permitted by section 586(2) of the Companies Act 2006, no shares of the Company may be allotted unless they are paid up at least as to one-quarter of their nominal value and the whole of any premium.

12. COMMUNICATIONS

- 12.1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.
- 12.2 (a) A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.
- (b) If any share is registered in the name of joint holders, the Company may send notices and all other documents to the joint holder whose name stands first in the register of members in respect of the joint holding and the Company is not required to serve notices or other documents on any of the other joint holders.

- (c) Model Article 80(2) is amended by the deletion of the first word "A" and its replacement with "Subject to the Articles, a".
- 12.3
 - (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
 - (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
 - (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
 - (d) For the purposes of this Article 12.3, no account shall be taken of any part of a day that is not a working day.

13. COMPANY SEALS

- 13.1 Model Article 81(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors.
- 13.2 Model Article 81(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by:-
 - (a) an authorised person in the presence of a witness who attests the signature; or
 - (b) two authorised persons".

14. TRANSMISSION OF SHARES

- 14.1 All the Articles relating to the transfer of shares apply to:-
 - (a) any notice in writing given to the Company by a transmittee in accordance with Model Article 67(1); and
 - (b) any instrument of transfer executed by a transmittee in accordance with Model Article 67(2),

as if such notice or instrument were an instrument of transfer executed by the person from whom the transmittee derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

15. SHARE TRANSFERS

- 15.1 The directors may refuse to register the transfer of a share, and, if they do so, the instrument of transfer must be returned to the transferee together with a notice of refusal giving reasons for such refusal as soon as practicable and in any event within two months after the date on which the instrument of transfer was lodged for registration, unless the directors suspect that the proposed transfer may be fraudulent.