100871/20.

FC29847

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

OS IN01

Registration of an overseas company opening a UK establishment

Companies House — for the record —

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a UK establishment

✗ **What this form is NOT for**
You cannot use this form to change the details of an existing company officer or establishment

WEDNESDAY

AVK1KNTQ
A66 29/09/2010 70
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?
→ To register using your corporate name, go to **Section A1**
→ To register using an alternative name, go to **Section A2**

→ **Filling in this form**
Please complete in typescript (10pt or above), or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Corporate company name

Corporate name ❶ Excerpta Medica B V

❶ This must be the corporate name in the home state or country in which the company is incorporated under which you propose to carry on business in the UK

A2 Alternative name

The company wishes to register an alternative name under which it proposes to carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name ❷

Alternative name (if applicable) ❸

❷ Please give your corporate name as incorporated in your home state or country

❸ A company may register an alternative name under which it proposes to carry on business in the United Kingdom under Section 1048 of the Companies Act 2006

A3 Overseas company name restrictions ❹

This section does not apply to a European Economic Area (EEA) company registering its corporate name

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❹ **Overseas company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website
www companieshouse gov uk

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment ❶

→ **No** Go to **Section B2**
→ **Yes** Please enter the registration number below and then go to **Part 5** of the form Please note the original UK establishment particulars must be filed up to date

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment registration number	B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ **Yes**
☑ **No**

❷ Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ❸	Limited Liability Company
Country of incorporation *	The Netherlands
Identity of register in which it is registered ❹	Amsterdam Trade Registry
Registration number in that register	50825461

❸ This includes whether the company is a private or public company or whether or not the company is limited

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Complete **Sections B5** and **B6**
→ **No** Go to **Section B6**

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ❺	The Netherlands Civil Code

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ **Yes** Complete the details below
→ **No** Go to **Part 3**

Please give the period for which the company is required to prepare accounts by parent law

	d	d	m	m
From	0	1	0	1
To	3	1	1	2

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months 5

B6 Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☑ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

OS IN01

Registration of an overseas company opening a UK establishment

Part 3 Constitution

C1 Constitution of company ❶

The following documents must be delivered with this application
- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

☑ I have enclosed a certified copy of the company's constitution

☑ I enclose a certified translation, if applicable

❶ A certified copy is defined as a copy certified as correct and authenticated by - an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator

A certified translation into English must be authenticated by an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Go to **Section C3**

→ **No** Go to **Part 4** 'Officers of the company'

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?
- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4** 'Officers of the company'

→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4**

The information is not required if it is contained within the constitutional documents accompanying this registration

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ❷

Building name/number	1
Street	Locatellikade
Post town	Amsterdam
County/Region	
Postcode	1 0 7 6 A Z
Country	The Netherlands

Please give the objects of the company and the amount of issued share capital

Objects of the company ❸	To provide medical education and medical communication services
	Oversea management of other businesses enterprises
Amount of issued share capital ❹	€18,000 paid for 18,000 Shares of €1 each

❷ This address will appear on the public record

❸ Please give a brief description of the company's business

❹ Please specify the amount of shares issued and the value

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

→ **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages
Please use a continuation page if you need to enter more officer details.

Secretary

D1 Secretary details ❶

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** **For a corporate secretary, complete Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Surname

Former name(s) ❷

❶ **Corporate details**
Please use Sections E1-E5 to enter corporate secretary details

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes during the period of this return Married women do not need to give former names unless previously used for business purposes

D2 Secretary's service address ❸

Building name/number

Street

Post town

County/Region

Postcode

Country

❸ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3 Secretary's authority

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

☐ Limited ❹
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☐ Alone
☐ Jointly ❺

If applicable, name(s) of person(s) with whom you are acting jointly

❹ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❺ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01
Registration of an overseas company opening a UK establishment

Corporate secretary

E1 Corporate secretary details ❶

Use this section to list all the corporate secretaries of the company
Please complete Sections E1-E5 Please use a continuation page if necessary

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal address**
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸	Amsterdam Trade Registry
Registration number	50825461

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	☐ Limited ❶ ☐ Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	☐ Alone ☐ Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

Director

F1 Director details ❶

Use this section to list all the directors of the company Please complete **Sections F1-F4 For a corporate director, complete Sections G1-G5** Please use a continuation page if necessary

Full forename(s)	Peter Douglas
Surname	Trueman
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Date of birth	d0 d5 m0 m1 y1 y9 y5 y2
Business occupation (if any) ❹	Chartered Accountant

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years
Married women do not need to give former names unless previously used for business purposes

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F3

❹ **Business occupation**
If you have a business occupation, please enter here If you do not, please leave blank

F2 Director's service address ❺

Building name/number	239
Street	Old Marylebone Road
Post town	London
County/Region	
Postcode	N W 1 5 Q T
Country	UK

❺ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

OS IN01

Registration of an overseas company opening a UK establishment

F4 Director's authority

Please enter the extent of your authority as director Please tick one box

Extent of authority

- ☐ Limited ❶
- ☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☑ Alone
- ☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Please use this section to list all the directors of the company Please complete **Sections F1-F4 For a corporate director, complete Sections G1-G5**

Full forename(s)	James Christopher Bardsley
Surname	Whitworth
Former name(s) ❷	
Country/State of residence ❸	UK
Nationality	British
Date of birth	d0 d1 m0 m1 y1 y9 y4 y5
Business occupation (if any) ❹	DAS International CFO

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F3

❹ **Business occupation**
If you have a business occupation, please enter here If you do not, please leave blank

F2 Director's service address ❺

Building name/number	239
Street	Old Marylebone Road
Post town	London
County/Region	
Postcode	N W 1 5 Q T
Country	UK

❺ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority

Please enter the extent of your authority as director Please tick one box

Extent of authority

- ☐ Limited ❶
- ☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☑ Alone
- ☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1 Corporate director details ❶

Use this section to list all the corporate directors of the company
Please complete G1-G5 Please use a continuation page if necessary

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal address**
This is the address that will appear on the public record This address must be a physical location for the delivery of documents It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

G2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section G3 only**
→ **No** Complete **Section G4 only**

G3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/ firm is registered ❸	Amsterdam-Trade-Registry
Registration number	50825461

❷ **EEA**
A full list of countries of the EEA can be found in our guidance www companieshouse gov uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

G4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

G5 Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
Extent of authority	☐ Limited ❶ ☐ Unlimited	
Description of limited authority, if applicable		
	Are you authorised to act alone or jointly? Please tick one box	
	☐ Alone ☐ Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**
→ **Yes** Please enter the UK establishment number below and then go to **Section H2**

UK establishment registration number: B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3**
→ **Yes** Please enter the UK establishment number below and then go to **Section H3**

UK establishment registration number: B R

Sections **H3** and **H4** must be completed in all cases

H3 Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment

☑ In respect of this establishment Please go to **Section H4**

☐ In respect of another UK establishment Please give the registration number below, then go to **Section H4**

UK establishment registration number: B R

❶ Please tick the appropriate box

OS IN01

Registration of an overseas company opening a UK establishment

H4 Particulars of UK establishment ❶

Please enter the name and address of the UK establishment

Name of establishment	Excerpta Medica
Building name/number	239
Street	Old Marylebone Road
Post town	London
County/Region	
Postcode	N W 1 5 Q T
Country	United Kingdom

Please give the date the establishment was opened and the business of the establishment

Date establishment opened	d1 d5 m0 m9 y2 y0 y1 y0
Business carried on at the UK establishment	To provide medical education and medical communication services

❶ **Address**
This is the address that will appear on the public record

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company
Please complete **Sections J1-J4**

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	Peter Douglas
Surname	Trueman

J2 Permanent representative's service address ❶

Building name/number	239
Street	Old Marylebone Road
Post town	London
County/Region	
Postcode	N W 1 5 Q T
Country	

❶ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority
- ☐ Limited ❷
- ☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box
- ☑ Alone
- ☐ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below

→ **No** Tick the box below then go to **Part 8** 'Signature'

☐ If there is no such person, please tick this box

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete **Sections K1-K2**

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	Sally-Ann
Surname	Bray

K2 Service address of person authorised to accept service ❶

Building name/number	239
Street	Old Marylebone Road
Post town	London
County/Region	
Postcode	N W 1 5 Q T
Country	UK

❶ **Service address**
This is the address that will appear on the public record This does not have to be your usual residential address This may be the registered office or principal office address or the address of the UK establishment as the case may be Please note a DX address would not be acceptable

Part 8 Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X Pekmez X

This form may be signed by
Director, ~~Secretary~~, ~~Permanent representative~~

OS IN01

Registration of an overseas company opening a UK establishment

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name Mrs S A Bray

Company name Omnicom Europe Limited

Address 239 Old Marylebone Road

Post town London

County/Region

Postcode N W 1 5 Q T

Country UK

DX

Telephone 020 7298 7008

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company
Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

England and Wales
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland
The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Higher protection
If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

true copy and unofficial translation
aml/rwc/jk

Deed of incorporation

of
Excerpta Medica B V ,
with corporate seat in Amsterdam, the Netherlands

15 September 2010

Amsterdam
Claude Debussylaan 80
P O Box 75084
1070 AB Amsterdam
The Netherlands
T +31 20 577 1771
F +31 20 577 1775

London
2th Floor, East Wing
10 King William Street
London EC4N 7-TW
United Kingdom
T +44 20 7337 3410
F +44 20 7337 3520

New York
650 Fifth Avenue, 4th floor
New York NY 10019-6108
United States
T +1 212 259 4100
F +1 212 259 4111

KONINKLIJKE NOTARIËLE BEROEPSORGANISATIE

DE BRAUW
BLACKSTONE
WESTBROEK

versie d d
15/16-9-2010
PN/RWC/MT/JES
F \ondwerk\ow\ow10\74643371 aoprem DOC

AKTE VAN OPRICHTING
EXCERPTA MEDICA B.V.

Op vijftien september tweeduizendtien verschijnt voor mij, Mr Reinhard Willem Clumpkens, notaris met plaats van vestiging te Amsterdam
Armandus Martijn Lustig, paralegal, werkzaam ten kantore van de naamloze vennootschap De Brauw Blackstone Westbroek N V , statutair gevestigd te Amsterdam, met adres 1082 MD Amsterdam, Claude Debussylaan 80, geboren te Amsterdam op achtentwintig januari negentienhonderddrieëntachtig, te dezen handelend als schriftelijk gevolmachtigde van **Diversified Agency Services B.V.**, een besloten vennootschap met beperkte aansprakelijkheid, statutair gevestigd te Amsterdam en met adres 1076 AZ Amsterdam, Locatellikade 1, B V nummer 231 887, handelsregisternummer 33294668, en als zodanig deze vennootschap vertegenwoordigend
De comparant verklaart dat Diversified Agency Services B V een besloten vennootschap met beperkte aansprakelijkheid opricht, die wordt geregeerd door de volgende

STATUTEN:

Naam. Zetel.
Artikel 1
De vennootschap draagt de naam Excerpta Medica B V
Zij is gevestigd te Amsterdam
Doel.
Artikel 2.
De vennootschap heeft ten doel het verzorgen van medisch onderwijs en medische communicatie service, zomede het deelnemen in, het op andere wijze een belang nemen in, het voeren van beheer over andere ondernemingen, van welke aard ook, voorts het financieren van derden, het op enigerlei wijze stellen van zekerheid of het zich verbinden voor verplichtingen van derden en ten slotte al hetgeen met het vorenstaande verband houdt of daartoe bevorderlijk kan zijn
Kapitaal en aandelen.
Artikel 3.
3 1 Het maatschappelijk kapitaal van de vennootschap bedraagt negentigduizend euro (EUR 90 000,--) Het is verdeeld in negentigduizend (90 000) aandelen van een euro (EUR 1,--) elk
3 2 De aandelen luiden op naam en zijn doorlopend genummerd van 1 af
3 3 Er worden geen aandeelbewijzen uitgegeven

3 4 De vennootschap mag leningen met het oog op het nemen of verkrijgen van aandelen in haar kapitaal verstrekken met inachtneming van de eventueel daarvoor geldende wettelijke voorschriften Een directiebesluit tot het verstrekken van een in de vorige zin bedoelde lening behoeft de goedkeuring van de algemene vergadering van aandeelhouders (de "algemene vergadering")

Uitgifte van aandelen.

Artikel 4.

4 1 De algemene vergadering besluit tot uitgifte van aandelen, de algemene vergadering stelt de koers en de verdere voorwaarden van uitgifte vast

4 2 Uitgifte van aandelen geschiedt nimmer beneden pari

4 3 Uitgifte van aandelen geschiedt bij notariële akte met inachtneming van artikel 2 196 Burgerlijk Wetboek

4 4 Bij uitgifte van aandelen alsook bij het verlenen van rechten tot het nemen van aandelen heeft een aandeelhouder geen voorkeursrecht

4 5 De vennootschap is niet bevoegd haar medewerking te verlenen aan de uitgifte van certificaten van aandelen

Storting op aandelen

Artikel 5.

5 1 Aandelen worden slechts tegen volstorting uitgegeven

5 2 Storting moet in geld geschieden voor zover niet een andere inbreng is overeengekomen

5 3 Storting in geld kan in vreemd geld geschieden indien de vennootschap daarin toestemt

Verkrijging en vervreemding van eigen aandelen.

Artikel 6.

6 1 De directie kan met machtiging van de algemene vergadering en met inachtneming van de daarvoor geldende wettelijke voorschriften de vennootschap volgestorte aandelen in haar kapitaal onder bezwarende titel doen verkrijgen

6 2 Ten aanzien van vervreemding door de vennootschap van door haar verkregen aandelen in haar eigen kapitaal is lid 1 van artikel 4 van overeenkomstige toepassing Een besluit tot vervreemding van zodanige aandelen omvat de goedkeuring als bedoeld in artikel 2 195 lid 4 Burgerlijk Wetboek

Aandeelhoudersregister

Artikel 7.

7 1 De directie houdt een aandeelhoudersregister overeenkomstig de daartoe door de wet gestelde eisen

7 2 De directie legt het register ten kantore van de vennootschap ter inzage van de aandeelhouders

Oproepingen en mededelingen.

Artikel 8.

8 1 Oproepingen aan aandeelhouders geschieden aan de adressen vermeld in het aandeelhoudersregister

8 2 Mededelingen aan de directie geschieden aan het kantoor van de vennootschap of aan de adressen van alle directeuren

8 3 Oproepingen en mededelingen door een langs elektronische weg toegezonden leesbaar en reproduceerbaar bericht dienen te geschieden aan het adres dat voor dit doel is bekend gemaakt

Wijze van levering van aandelen.

Artikel 9.

De levering van aandelen geschiedt bij notariële akte met inachtneming van artikel 2 196 Burgerlijk Wetboek

Blokkeringsregeling.

Artikel 10

10 1 Overdracht van aandelen in de vennootschap, daaronder niet begrepen vervreemding door de vennootschap van door haar verkregen aandelen in haar eigen kapitaal, kan slechts geschieden met inachtneming van de leden 2 tot en met 7

10 2 De aandeelhouder die een of meer aandelen wil overdragen, behoeft daartoe de goedkeuring van de algemene vergadering

10 3 De overdracht moet plaatsvinden binnen drie maanden nadat de goedkeuring is verleend of wordt geacht te zijn verleend

10 4 De goedkeuring wordt geacht te zijn verleend, indien de algemene vergadering niet gelijktijdig met de weigering van de goedkeuring aan de verzoeker opgaaf doet van een of meer gegadigden die bereid zijn al de aandelen waarop het verzoek om goedkeuring betrekking heeft, tegen contante betaling te kopen tegen de prijs vastgesteld op de wijze als omschreven in lid 5, de vennootschap zelf kan slechts met goedkeuring van de verzoeker als gegadigde worden aangewezen

De goedkeuring wordt eveneens geacht te zijn verleend indien de algemene vergadering niet binnen zes weken na het verzoek om goedkeuring op dat verzoek heeft beslist

10 5 De verzoeker en de door hem aanvaarde gegadigden zullen in onderling overleg de in lid 4 bedoelde prijs vaststellen

Bij gebreke van overeenstemming geschiedt de vaststelling van de prijs door een onafhankelijke deskundige, aan te wijzen door de directie en de verzoeker in onderling overleg

10 6 Indien de directie en de verzoeker omtrent de aanwijzing van de onafhankelijke deskundige geen overeenstemming bereiken, geschiedt die aanwijzing door de Voorzitter van de Kamer van Koophandel en Fabrieken die bevoegd is tot inschrijving van de vennootschap in het handelsregister

10 7 Zodra de bedoelde prijs van de aandelen door de onafhankelijke deskundige is vastgesteld, is de verzoeker gedurende een maand na de prijsvaststelling vrij te beslissen of hij zijn aandelen aan de aangewezen gegadigden zal overdragen

Bestuur.

Artikel 11.

11 1 De vennootschap wordt bestuurd door een directie, bestaande uit een of meer directeuren De algemene vergadering bepaalt het aantal directeuren

Een rechtspersoon kan tot directeur worden benoemd

11 2 Directeuren worden benoemd door de algemene vergadering De algemene vergadering kan hen te allen tijde schorsen en ontslaan

11 3 De algemene vergadering stelt de beloning en andere voorwaarden vast die op de directeuren van toepassing zijn

11 4 Ingeval van belet of ontstentenis van een of meer directeuren zijn de overblijvende directeuren of is de enig overblijvende directeur tijdelijk met het bestuur belast
Ingeval van belet of ontstentenis van alle directeuren of de enige directeur is de persoon die de algemene vergadering daartoe heeft aangewezen casu quo zal aanwijzen, tijdelijk met het bestuur belast
Ingeval van ontstentenis neemt de in de vorige zin bedoelde persoon zo spoedig mogelijk de nodige maatregelen teneinde een definitieve voorziening te doen treffen

Besluitvorming van de directie.

Artikel 12.

12 1 De directie kan, met inachtneming van deze statuten, een reglement opstellen, waarin aangelegenheden, haar intern betreffende, worden geregeld Voorts kunnen de directeuren, al dan niet bij reglement, hun werkzaamheden onderling verdelen

12 2 De directie vergadert zo dikwijls een directeur het verlangt Zij besluit bij volstrekte meerderheid van de uitgebrachte stemmen
Bij staking van stemmen beslist de algemene vergadering

12 3 De directie kan ook buiten vergadering besluiten nemen, mits dit schriftelijk of door middel van langs elektronische weg toegezonden leesbare en reproduceerbare berichten geschiedt en alle directeuren zich voor het desbetreffende voorstel uitspreken

12 4 De directie dient zich te gedragen naar de aanwijzingen van de algemene vergadering die de algemene lijnen betreffen van het te voeren financiële, sociale, economische en het personeelsbeleid alsmede het beleid op de volgende terreinen marketing, milieu en duurzame samenwerking

12 5 De directie behoeft de goedkeuring van de algemene vergadering voor duidelijk in een daartoe strekkend besluit van de algemene vergadering omschreven besluiten

Vertegenwoordiging.

Artikel 13.

13 1 De directie is bevoegd de vennootschap te vertegenwoordigen Indien er meer dan één directeur in functie is, kan de vennootschap ook worden vertegenwoordigd door twee gezamenlijk handelende directeuren

13 2 Indien een directeur direct of indirect een persoonlijk tegenstrijdig belang heeft met de vennootschap, kan hij de vennootschap ter zake niet vertegenwoordigen De vennootschap wordt in dat geval vertegenwoordigd door andere directeuren, met inachtneming van lid 1 Indien op grond van de eerste zin geen of slechts één van de directeuren bevoegd is om de vennootschap te vertegenwoordigen, wordt de vennootschap vertegenwoordigd door degene(n) die de algemene vergadering daartoe aanwijst

13 3 Indien een directeur op een andere wijze dan in lid 2 omschreven een tegenstrijdig belang heeft met de vennootschap, kan de vennootschap niettemin worden vertegenwoordigd door de personen die daartoe op grond van lid 1 danwel artikel 14 bevoegd zijn

13 4 De voorgaande leden laten de wettelijke bevoegdheid van de algemene vergadering om in geval van een direct of indirect persoonlijk tegenstrijdig belang van een directeur met de vennootschap een of meer vertegenwoordigingsbevoegde personen aan te wijzen

onverlet De directie zal de algemene vergadering tijdig in staat stellen om van haar bevoegdheid als bedoeld in de vorige zin gebruik te maken

13 5 Ook een directeur te wiens aanzien het tegenstrijdig belang bestaat, kan als vertegenwoordigingsbevoegde persoon als bedoeld in lid 2 en lid 4 worden aangewezen

Procuratiehouders

Artikel 14.

De directie kan aan een of meer personen, al dan niet in dienst van de vennootschap, procuratie of anderszins doorlopende vertegenwoordigingsbevoegdheid verlenen Tevens kan de directie aan personen als in de vorige zin bedoeld, alsook aan andere personen, mits in dienst van de vennootschap, zodanige titel toekennen als zij zal verkiezen

Algemene vergaderingen

Artikel 15.

15 1 De jaarlijkse algemene vergadering wordt binnen zes maanden na afloop van het boekjaar gehouden

15 2 De agenda voor deze vergadering bevat in ieder geval als onderwerpen de vaststelling van de jaarrekening, de bepaling van de winstbestemming en de verlening van decharge aan directeuren voor hun bestuur over het afgelopen boekjaar, tenzij de termijn voor het opmaken van de jaarrekening is verlengd
In die algemene vergadering wordt voorts behandeld hetgeen met inachtneming van de leden 5 en 6 verder op de agenda is geplaatst

15 3 Een algemene vergadering wordt bijeengeroepen zo dikwijls de directie of een aandeelhouder het wenselijk acht

15 4 De algemene vergaderingen worden gehouden in de gemeente waar de vennootschap haar statutaire zetel heeft
In een elders gehouden algemene vergadering kunnen slechts geldige besluiten worden genomen indien het gehele geplaatste kapitaal is vertegenwoordigd

15 5 Aandeelhouders worden tot de algemene vergadering opgeroepen door de directie, door een directeur of door een aandeelhouder Bij de oproeping worden de te behandelen onderwerpen steeds vermeld

15 6 De oproeping geschiedt niet later dan op de vijftiende dag voor die van de vergadering Was die termijn korter of heeft de oproeping niet plaatsgehad, dan kunnen geen wettige besluiten worden genomen, tenzij het besluit met algemene stemmen wordt genomen in een vergadering waarin het gehele geplaatste kapitaal is vertegenwoordigd
Ten aanzien van onderwerpen die niet in de oproeping of in een aanvullende oproeping met inachtneming van de voor oproeping gestelde termijn zijn aangekondigd, is de vorige zin van overeenkomstige toepassing

15 7 De algemene vergadering benoemt zelf haar voorzitter De voorzitter wijst de secretaris aan

15 8 Van het ter vergadering verhandelde worden notulen gehouden

Stemrecht van aandeelhouders

Artikel 16

16 1 Elk aandeel geeft recht op het uitbrengen van een stem Aan vruchtgebruikers en pandhouders van aandelen kan niet het aan die aandelen verbonden stemrecht worden toegekend

De directeuren hebben als zodanig in de algemene vergaderingen een raadgevende stem

16 2 Aandeelhouders kunnen zich ter vergadering door een schriftelijk gevolmachtigde doen vertegenwoordigen

16 3 Besluiten worden genomen bij volstrekte meerderheid van de uitgebrachte stemmen

16 4 Iedere aandeelhouder is bevoegd om, in persoon of bij een schriftelijk gevolmachtigde, door middel van een elektronisch communicatiemiddel aan de algemene vergadering deel te nemen, daarin het woord te voeren en het stemrecht uit te oefenen Daartoe is vereist dat hij via het elektronisch communicatiemiddel kan deelnemen aan de beraadslaging De directie kan onder goedkeuring van de algemene vergadering voorwaarden verbinden aan het gebruik van het elektronisch communicatiemiddel In de oproeping worden deze voorwaarden genoemd of zal worden vermeld waar deze kunnen worden geraadpleegd

16 5 Voor de toepassing van de leden 2 en 4 is aan de eis van schriftelijkheid mede voldaan indien de volmacht elektronisch is vastgelegd

16 6 Aandeelhouders kunnen alle besluiten die zij in vergadering kunnen nemen, buiten vergadering nemen De directeuren worden in de gelegenheid gesteld over het voorstel advies uit te brengen, tenzij dit in de gegeven omstandigheden naar maatstaven van redelijkheid en billijkheid onaanvaardbaar zou zijn Een besluit buiten vergadering is slechts geldig indien alle stemgerechtigde aandeelhouders schriftelijk of op leesbare en reproduceerbare wijze langs elektronische weg ten gunste van het desbetreffende voorstel stem hebben uitgebracht

Die aandeelhouders doen van het aldus genomen besluit onverwijld mededeling aan de directie

Boekjaar Jaarrekening

Artikel 17.

17 1 Het boekjaar is gelijk aan het kalenderjaar

17 2 Jaarlijks binnen vijf maanden na afloop van elk boekjaar - behoudens verlenging van deze termijn met ten hoogste zes maanden door de algemene vergadering op grond van bijzondere omstandigheden - maakt de directie een jaarrekening op en legt zij deze voor de aandeelhouders ter inzage ten kantore van de vennootschap

De jaarrekening gaat vergezeld van de verklaring van de accountant, bedoeld in artikel 18, zo de daar bedoelde opdracht is verstrekt, van het jaarverslag, tenzij artikel 2 391 Burgerlijk Wetboek niet voor de vennootschap geldt, en van de in artikel 2 392 lid 1 Burgerlijk Wetboek bedoelde overige gegevens, voor zover het in dat lid bepaalde op de vennootschap van toepassing is

De jaarrekening wordt ondertekend door alle directeuren, ontbreekt de ondertekening van een of meer van hen, dan wordt daarvan onder opgaaf van de reden melding gemaakt

Accountant.

Artikel 18.

De vennootschap kan aan een accountant als bedoeld in artikel 2 393 Burgerlijk Wetboek de opdracht verlenen om de door de directie opgemaakte jaarrekening te onderzoeken overeenkomstig lid 3 van dat artikel, met dien verstande dat de vennootschap daartoe gehouden is indien de wet dat verlangt

Indien de wet niet verlangt dat de in de vorige zin bedoelde opdracht wordt verleend, kan de vennootschap een opdracht tot onderzoek van de opgemaakte jaarrekening ook aan een andere deskundige verlenen, zodanige deskundige wordt hierna ook aangeduid als accountant

Tot het verlenen van de opdracht is de algemene vergadering bevoegd Gaat deze daartoe niet over, dan is de directie bevoegd

De aan de accountant verleende opdracht kan worden ingetrokken door de algemene vergadering en door de directie indien deze de opdracht heeft verleend

De opdracht kan enkel worden ingetrokken om gegronde redenen met inachtneming van lid 2 van artikel 2 393 Burgerlijk Wetboek

De accountant brengt omtrent zijn onderzoek verslag uit aan de directie en geeft de uitslag van zijn onderzoek in een verklaring weer

Winst en verlies.

Artikel 19.

19 1 Uitkering van winst ingevolge dit artikel geschiedt na vaststelling van de jaarrekening waaruit blijkt dat zij geoorloofd is

19 2 De winst staat ter vrije beschikking van de algemene vergadering

19 3 De vennootschap kan aan de aandeelhouders en andere gerechtigden tot de voor uitkering vatbare winst slechts uitkeringen doen voor zover haar eigen vermogen groter is dan het bedrag van het geplaatste kapitaal vermeerderd met de reserves die krachtens de wet moeten worden aangehouden

19 4 Ten laste van de door de wet voorgeschreven reserves mag een tekort slechts worden gedelgd voor zover de wet dat toestaat

19 5 Bij de berekening van de verdeling van een voor uitkering op aandelen bestemd bedrag tellen de aandelen die de vennootschap in haar kapitaal houdt niet mee

Winstuitkering.

Artikel 20.

20 1 Dividenden zijn opeisbaar vier weken na vaststelling, tenzij de algemene vergadering daartoe op voorstel van de directie een andere datum bepaalt

20 2 De algemene vergadering kan besluiten dat dividenden geheel of gedeeltelijk in een andere vorm dan in geld zullen worden uitgekeerd

20 3 Onverminderd lid 3 van artikel 19 kan de algemene vergadering besluiten tot gehele of gedeeltelijke uitkering van reserves

20 4 Onverminderd lid 3 van artikel 19 wordt een tussentijdse uitkering gedaan indien de algemene vergadering op voorstel van de directie dat bepaalt

Vereffening.

Artikel 21.

CERTIFIED TO BE A TRUE COPY
London, the 28th day of September, 2010

DIRECTOR/~~SECRETARY~~

21 1 Indien de vennootschap wordt ontbonden ingevolge een besluit van de algemene vergadering, worden de directeuren vereffenaars van haar vermogen, indien en voor zover de algemene vergadering niet een of meer andere vereffenaars benoemt

21 2 Nadat de vennootschap heeft opgehouden te bestaan, blijven haar boeken, bescheiden en andere gegevensdragers gedurende zeven jaar berusten onder degene die daartoe door de vereffenaars is aangewezen

Overgangsbepaling.

Artikel 22.

Het eerste boekjaar eindigt op eenendertig december tweeduizendtien

Dit artikel vervalt tezamen met zijn opschrift na verloop van het eerste boekjaar

Tenslotte verklaart de comparant

a het geplaatste en gestorte kapitaal van de vennootschap bedraagt achttienduizend euro (EUR 18 000,--),

b in het kapitaal van de vennootschap neemt de oprichtster deel voor achttienduizend (18 000) aandelen,

c de oprichtster is met en namens de vennootschap overeengekomen, dat zij haar aandelen in geld volstort, aan hetgeen omtrent zodanige volstorting in artikel 2 203a lid 1 Burgerlijk Wetboek is bepaald, is voldaan, voor zover volstorting heeft plaatsgevonden overeenkomstig lid 1 onder b van dat wetsartikel, aanvaardt de vennootschap de storting,

d er zullen voorlopig twee (2) directeuren zijn,
voor de eerste maal worden tot directeuren benoemd

(i) Peter Douglas Trueman, geboren in Liverpool, Verenigd Koninkrijk, op vijf januari negentienhonderdtweeënvijftig, en

(ii) James Christopher Whitworth, geboren te Saddleworth, Verenigd Koninkrijk, op één januari negentienhonderdvijfenveertig

De vereiste ministeriële verklaring van geen bezwaar is verleend op twintig augustus tweeduizendtien, nummer B V 1 611 456

De verklaring waarvan artikel 2 203a Burgerlijk Wetboek aanhechting aan deze akte voorschrijft en de ministeriële verklaring van geen bezwaar worden aan deze akte gehecht

Van het bestaan van de volmacht is mij, notaris, genoegzaam gebleken

Van de schriftelijke volmacht blijkt uit een onderhandse akte van volmacht welke aan deze akte wordt gehecht

Waarvan deze akte in minuut wordt verleden te Amsterdam, op de datum in het hoofd van deze akte vermeld

Na mededeling van de zakelijke inhoud van de akte, het geven van een toelichting daarop en het wijzen op de gevolgen die voor de partij uit de inhoud van de akte voortvloeien en na de verklaring van de comparant van de inhoud van de akte te hebben kennisgenomen en met beperkte voorlezing in te stemmen, wordt deze akte onmiddellijk na voorlezing van die gedeelten van de akte, waarvan de wet voorlezing voorschrijft, door de comparant, die aan mij, notaris, bekend is, en mij, notaris, ondertekend

(get) A M Lustig, R W Clumpkens

UITGEGEVEN VOOR AFSCHRIFT

MR. R.W. CLUMPKENS NOTARIS TE AMSTERDAM

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15/16-9-2010
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UNOFFICIAL TRANSLATION
DEED OF INCORPORATION
EXCERPTA MEDICA B.V.

On the fifteenth day of September two thousand and ten appears before me, Reinhard Willem Clumpkens, notaris (civil-law notary) practising in Amsterdam
Armandus Martijn Lustig, Paralegal, employed by De Brauw Blackstone Westbroek N V , a limited liability company, with corporate seat in Amsterdam, with address at 1082 MD Amsterdam, the Netherlands, Claude Debussylaan 80, born in Amsterdam on the twenty-eighth day of January nineteen hundred and eighty-three, who is acting for the purpose hereof as attorney authorised in writing of **Diversified Agency Services B.V.**, a private company with limited liability, with corporate seat in Amsterdam, the Netherlands and address at 1076 AZ Amsterdam, the Netherlands, Locatellikade 1, B V number 231 887, Trade Register number 33294668, and as such representing such company
The person appearing declares that Diversified Agency Services B V incorporates a private company with limited liability, which shall be governed by the following

ARTICLES OF ASSOCIATION.

Name. Corporate seat

Article 1

The name of the company is Excerpta Medica B V
Its corporate seat is in Amsterdam

Objects

Article 2

The objects of the company are to provide medical education and medical communication services, as well as to participate in, to take an interest in any other way in, to conduct the management of other business enterprises of whatever nature, furthermore to finance third parties, in any way to provide security or undertake the obligations of third parties and finally all activities which are incidental to or which may be conducive to any of the foregoing

Share capital and shares

Article 3.

3 1 The authorised share capital of the company amounts to ninety thousand euro (EUR 90,000) It is divided into ninety thousand (90,000) shares of one euro (EUR 1) each

3 2 The shares shall be in registered form and shall be numbered consecutively from 1 onwards

3 3 No share certificates shall be issued

3 4 The company may grant loans for the purpose of a subscription for or an acquisition of shares in its share capital subject to any applicable statutory provisions A resolution by the managing board to grant a loan as referred to in the preceding sentence shall be subject to the approval of the general meeting of shareholders (the "general meeting")

Issue of shares.

Article 4.

4 1 Shares shall be issued pursuant to a resolution of the general meeting, the general meeting shall determine the price and further terms and conditions of the issue

4 2 Shares shall never be issued at a price below par

4 3 Shares shall be issued by notarial deed in accordance with section 2 196 of the Civil Code

4 4 Shareholders have no pre-emptive rights upon an issue of shares or upon a grant of rights to subscribe for shares

4 5 The company is not authorised to cooperate in the issue of depositary receipts for shares

Payment for shares

Article 5.

5 1 Shares shall only be issued against payment in full

5 2 Payment must be made in cash to the extent that no alternative contribution has been agreed

5 3 Payment in cash may be made in a foreign currency, subject to the company's consent

Acquisition and disposal of shares

Article 6.

6 1 Subject to authorisation by the general meeting and subject to the applicable statutory provisions, the managing board may cause the company to acquire fully paid up shares in its share capital for a consideration

6 2 Paragraph 1 of article 4 shall equally apply to the disposal by the company of shares acquired in its own share capital A resolution to dispose of such shares shall be deemed to include the approval as referred to in section 2 195 subsection 4 of the Civil Code

Shareholders register.

Article 7.

7 1 The managing board shall maintain a shareholders register in accordance with the relevant statutory requirements

7 2 The managing board shall make the register available at the office of the company for inspection by the shareholders

Notices of meetings and notifications

Article 8.

8 1 Notices of meetings to shareholders shall be sent to the addresses stated in the shareholders register

8 2 Notifications to the managing board shall be sent to the office of the company or to the addresses of all managing directors

8 3 Notices of meetings and notifications by means of a legible and reproducible electronic communication shall be sent to the address that has been provided for that purpose

Transfer of shares.

Article 9.

Any transfer of shares shall be effected by notarial deed, in accordance with section 2 196 of the Civil Code

Restrictions on the transfer of shares.

Article 10

10 1 A transfer of shares in the company - not including a disposal by the company of shares which it has acquired in its own share capital - may only be effected with due observance of paragraphs 2 through 7

10 2 A shareholder who wishes to transfer one or more shares shall require the approval of the general meeting

10 3 The transfer must be effected within three months after the approval has been granted or is deemed to have been granted

10 4 The approval shall be deemed to have been granted if the general meeting, simultaneously with the refusal to grant its approval, does not provide the requesting shareholder with the names of one or more interested parties who are prepared to purchase all of the shares referred to in the request for approval against payment in cash, at the purchase price determined in accordance with paragraph 5, the company itself can only be designated as interested party with the approval of the requesting shareholder

The approval shall likewise be deemed granted if the general meeting has not made a decision in respect of the request for approval within six weeks of its receipt

10 5 The requesting shareholder and the interested parties accepted by him shall determine the purchase price referred to in paragraph 4 by mutual agreement

Failing agreement, the purchase price shall be determined by an independent expert, to be designated by mutual agreement between the managing board and the requesting shareholder

10 6 Should the managing board and the requesting shareholder fail to reach agreement on the designation of the independent expert, such designation shall be made by the President of the Chamber of Commerce and Industry which is competent to register the company in the trade register

10 7 Once the purchase price of the shares has been determined by the independent expert, the requesting shareholder shall be free, for a period of one month after the determination of the purchase price, to decide whether he will transfer his shares to the designated interested parties

Management

Article 11

11 1 The company shall be managed by a managing board, consisting of one or more managing directors The general meeting shall determine the number of managing directors

A legal entity may be appointed as a managing director

11 2 Managing directors shall be appointed by the general meeting The general meeting may at any time suspend and dismiss managing directors

11 3 The general meeting shall determine the remuneration and other terms and conditions which apply to the managing directors

11 4 In the event that one or more managing directors is prevented from acting or in the case of a vacancy or vacancies for one or more managing directors, the remaining managing directors or the only remaining managing director shall temporarily be in charge of the management

In the event that all managing directors are or the only managing director is prevented from acting or there are vacancies for all managing directors or there is a vacancy for the only managing director, the person designated or to be designated for that purpose by the general meeting shall temporarily be in charge of the management

In the case of a vacancy for a managing director the person referred to in the preceding sentence shall as soon as possible take the necessary measures to make a definitive arrangement

Resolutions by the managing board.

Article 12

12 1 With due observance of these articles of association, the managing board may adopt rules governing its internal proceedings Furthermore the managing directors may divide their duties among themselves, whether or not by rule

12 2 The managing board shall meet whenever a managing director so requires The managing board shall adopt its resolutions by an absolute majority of votes cast In a tie vote, the general meeting shall decide

12 3 The managing board may also adopt resolutions without holding a meeting, provided such resolutions are adopted in writing or by legible and reproducible electronic communications and all managing directors have expressed themselves in favour of the proposal concerned

12 4 The managing board shall adhere to the instructions of the general meeting in respect of the general financial, social, economic and personnel policies to be pursued by the company as well as the policies in the following matters marketing, environment and long-term association

12 5 The general meeting may adopt resolutions pursuant to which clearly specified resolutions of the managing board require its approval

Representation

Article 13.

13 1 The managing board is authorised to represent the company In the event that more than one managing director is in office, the company may also be represented by two managing directors acting jointly

13 2 If a managing director, directly or indirectly, has a personal conflict of interest with the company, said managing director can not represent the company and the company shall be represented in that matter by other managing directors, with due observance of paragraph 1 In the event that, based on the preceding sentence, only one or no

managing director is authorised to represent the company, the company shall be represented by the person(s) designated for that purpose by the general meeting

13 3 In the event that a managing director has a conflict of interest with the company in another manner than set out in paragraph 2, the company nonetheless can be represented by the persons who are authorised for that purpose on the basis of paragraph 1 or article 14

13 4 Notwithstanding the preceding paragraphs, the general meeting shall have the statutory right to designate one or more other persons authorised to represent the company in the event that a managing director has a direct or indirect personal conflict of interest with the company The managing board shall enable the general meeting to exercise its right referred to in the preceding sentence in a timely manner

13 5 A managing director who has a conflict of interest may also be designated as a person authorised to represent the company as indicated in paragraphs 2 and 4

Authorised signatories.

Article 14

The managing board may grant to one or more persons, whether or not employed by the company, the power to represent the company ("procuratie") or grant in a different manner the power to represent the company on a continuing basis The managing board may also grant such other titles as it may determine to persons as referred to in the preceding sentence, as well as to other persons, but only if such persons are employed by the company

General meetings.

Article 15.

15 1 The annual general meeting shall be held within six months after the end of the financial year

15 2 The agenda for this meeting shall in any case include the adoption of the annual accounts, the allocation of profits and the discharge of managing directors from liability for their management over the last financial year, unless the period for preparation of the annual accounts has been extended

At this general meeting any other items which have been put on the agenda in accordance with paragraphs 5 and 6 shall be discussed

15 3 A general meeting shall be convened whenever the managing board or a shareholder considers this appropriate

15 4 General meetings shall be held in the municipality where the company has its corporate seat

Resolutions adopted at a general meeting held elsewhere shall be valid only if the entire issued share capital is represented

15 5 Shareholders shall be given notice of the general meeting by the managing board, by a managing director or by a shareholder The notice shall specify the items to be discussed

15 6 Notice shall be given not later than on the fifteenth day prior to the date of the meeting If the notice period was shorter or if no notice was sent, no valid resolutions may be adopted unless the resolution is adopted by unanimous vote at a meeting at which the entire issued share capital is represented

The preceding sentence shall equally apply to matters which have not been mentioned in the notice of the meeting or in a supplementary notice sent with due observance of the notice period

15 7 The general meeting shall appoint its chairman The chairman shall designate the secretary

15 8 Minutes shall be kept of the business transacted at a meeting

Voting rights of shareholders.

Article 16

16 1 Each share confers the right to cast one vote
The voting rights attached to shares may not be conferred on holders of a right of usufruct and holders of a right of pledge on those shares
Managing directors as such have an advisory vote at the general meetings

16 2 Shareholders may be represented at a meeting by a proxy authorised in writing

16 3 Resolutions shall be adopted by an absolute majority of the votes cast

16 4 Each shareholder is, either in person or by a proxy authorised in writing, entitled to participate in a general meeting, to address the meeting and to exercise his voting rights by electronic means of communication To do so he must be able to participate in the deliberations through the electronic means of communication The managing board may with the consent of the general meeting attach conditions to the use of the electronic means of communication The notice of the meeting shall set out these conditions or state where they can be consulted

16 5 For the purposes of paragraphs 2 and 4, the requirement of written form shall also be met if the proxy has been recorded electronically

16 6 Shareholders may adopt any resolutions which they could adopt at a meeting, without holding a meeting The managing directors are given the opportunity to advise regarding such resolution, unless in the circumstances it is unacceptable according to criteria of reasonableness and fairness to give such opportunity
A resolution to be adopted without holding a meeting shall only be valid if all shareholders entitled to vote have cast their votes in writing or by legible and reproducible electronic communications in favour of the proposal concerned
Those shareholders shall forthwith notify the managing board of the resolution so adopted

Financial year. Annual accounts.

Article 17.

17 1 The financial year shall coincide with the calendar year

17 2 Annually, within five months after the end of each financial year – save where this period is extended by a maximum of six months by the general meeting on the basis of special circumstances - the managing board shall prepare annual accounts and shall make these available at the office of the company for inspection by the shareholders The annual accounts shall be accompanied by the auditor's certificate, referred to in article 18, if the assignment referred to in that article have been given, by the annual report, unless section 2 391 of the Civil Code does not apply to the company, and by the

additional information referred to in section 2 392 subsection 1 of the Civil Code, insofar as the provisions of that subsection apply to the company

The annual accounts shall be signed by all managing directors If the signature of one or more of them is lacking, this shall be disclosed, stating the reasons thereof

Auditor.

Article 18

The company may give an assignment to an auditor as referred to in section 2 393 of the Civil Code to audit the annual accounts prepared by the managing board in accordance with subsection 3 of such section provided that the company shall give such assignment if the law so requires

If the law does not require that the assignment mentioned in the preceding sentence be given the company may also give the assignment to audit the annual accounts prepared by the managing board to another expert, such expert shall hereinafter also be referred to as auditor

The general meeting shall be authorised to give the assignment referred to above If the general meeting fails to do so, then the managing board shall be so authorised

The assignment given to the auditor may be revoked by the general meeting and by the managing board if it has given such assignment

The assignment may be revoked for good reasons with due observance of section 2 393 subsection 2 of the Civil Code

The auditor shall report on his audit to the managing board and shall issue a certificate containing its results

Profit and loss

Article 19.

19 1 Distribution of profits pursuant to this article shall take place after the adoption of the annual accounts which show that the distribution is allowed

19 2 The profits shall be at the free disposal of the general meeting

19 3 The company may only make distributions to shareholders and other persons entitled to distributable profits to the extent that its shareholders' equity exceeds the sum of its issued share capital and the reserves to be maintained by law

19 4 A loss may be set off against the reserves to be maintained by law only to the extent permitted by law

19 5 Shares which the company holds in its own share capital shall not be taken into account for the purpose of determining how the amount to be distributed on shares is to be divided

Distribution of profits

Article 20

20 1 Dividends shall be due and payable four weeks after they have been declared, unless the general meeting determines another date on the proposal of the managing board

20 2 The general meeting may resolve that dividends shall be distributed in whole or in part in a form other than cash

20 3 Without prejudice to paragraph 3 of article 19 the general meeting may resolve to distribute all or any part of the reserves

20 4 Without prejudice to paragraph 3 of article 19 interim distributions shall be made if the general meeting so determines on the proposal of the managing board

Liquidation

Article 21.

21 1 If the company is dissolved pursuant to a resolution of the general meeting, the managing directors shall become the liquidators of its property, if and to the extent that the general meeting shall not appoint one or more other liquidators

21 2 After the company has ceased to exist, its books, records and other data carriers shall remain in the custody of the person designated for that purpose by the liquidators for a period of seven years

Transitional provision.

Article 22

The first financial year shall end on the thirty-first day of December two thousand and ten
This article and its heading shall lapse after expiry of the first financial year
Finally the person appearing declares that

a the issued and paid up share capital of the company amounts to eighteen thousand euro (EUR 18,000),

b the incorporator subscribes for eighteen thousand (18,000) shares in the company's share capital,

c the incorporator has agreed with and on behalf of the company that it shall fully pay up its shares in cash,
the requirements concerning such payment as set out in section 2 203a subsection 1 of the Civil Code have been fulfilled, to the extent that payment in full has been effected in accordance with subsection 1(b) of that section, the company accepts the payment,

d for the time being there shall be two (2) managing directors,
appointed as the first managing directors are
(i) Peter Douglas Trueman, born in Liverpool, United Kingdom, on the fifth day of January nineteen hundred and fifty-two, and
(ii) James Christopher Whitworth, born in Saddleworth, United Kingdom on the first day of January nineteen hundred and forty-five

The requisite ministerial declaration of no-objection was granted on the twentieth day of August two thousand and ten, number B V 1 611 456
The certificate to be attached to this deed pursuant to section 2 203a of the Civil Code and the ministerial declaration of no-objection are attached to this deed
Sufficient proof of the existence of the power of attorney has been given to me, notaris
The written power of attorney to the person appearing is evidenced by a private instrument which is attached to this deed
In witness whereof the original of this deed which will be retained by me, notaris, is executed in Amsterdam, on the date first mentioned in the head of this deed
Having conveyed the substance of the deed and given an explanation thereto and having pointed out the consequences arising from the contents of the deed for the party and following the statement of the person appearing that he has taken note of the contents of the deed and agrees with the partial reading thereof, this deed is signed, immediately after reading those parts of the

deed which the law requires to be read, by the person appearing, who is known to me, notaris, and by myself, notaris
(signed) A M Lustig, R W Clumpkens

CERTIFIED TO BE A TRUE COPY
London, the 28th day of September, 2010

DIRECTOR/~~SECRETARY~~

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC029847

UK Establishment No. BR014830

The Registrar of Companies hereby certifies that

EXCERPTA MEDICA B.V.

has this day been registered under the Companies Act 2006 as having established a UK Establishment in the United Kingdom.

Given at Companies House on **30th September 2010.**

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES