1000 14/100 FC

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

SAME DAY

1004 100

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 update the details of an existing officer or establishment.

WED MONDAY

A11 *A7KJEMDL* 10/12/2018 #82 COMPANIES HOUSE

A19 *A7K6JIOP* 05/12/2018 #52 COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ❶: Atnahs Pharma Netherlands B.V.

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 A3.**
→ 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 *

❶ This must be the corporate name in the home state or country in which the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business in the UK.

Alternative name (if applicable) ❷

❷ 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. Once registered it is treated as being its corporate name for the purposes of law in the UK.

A3 Overseas company name restrictions❸

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.

❸ **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.gov.uk/companieshouse

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.

UK establishment registration number: B R

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.

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	Private Limited Company
Country of incorporation *	Netherlands
Identity of register in which it is registered ❹	The Netherlands Chamber of Commerce
Registration number in that register	7 2 3 7 3 2 2 9

❸ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

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

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

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

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

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

From d d m m

To d d m m

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

Months

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

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. ❶

☑ I enclose a certified translation, if applicable. ❷

❶ A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

❷ A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, 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. ❸

Building name/number	Atrium Building, 8th Floor
Street	Stawinskylaan 3127
Post town	Amsterdam
County/Region	Netherlands
Postcode	1 0 7 7 Z X
Country	Netherlands

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

Objects of the company ❹	Storage in distribution centres, wholesale of pharmaceutical goods
Amount of issued share capital ❺	EUR 100

❸ This address will appear on the public record.

❹ Please give a brief description of the company's business.

❺ 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

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.

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	
Registration number	

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

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.

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

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	Amit Vijaykumar
Surname	Patel
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m0 m6 y1 y9 y7 y8
Business occupation (if any) ❺	

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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F5.

❹ **Month and year of birth**
Please provide month and year only. Provide full date of birth in section F4.

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

F2 Director's service address ❻

Building name/number	Sovereign House
Street	Miles Gray Road
Post town	Basildon
County/Region	Essex
Postcode	S S 1 4 3 F R
Country	United Kingdom

❻ **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.

F3 Director's authority

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

Extent of authority

☐ Limited ❼

☑ Unlimited

Description of limited authority, if applicable

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

☑ Alone

☐ Jointly ❽

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

❼ 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.

❽ 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

Use this section to list all the directors of the company. Please complete **Sections F1-F5. For a corporate director, complete Sections G1-G5**. Please use a continuation page if necessary.

Full forename(s)	Dipen Vijaykumar
Surname	Patel
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m1 m1 y1 y9 y7 y9
Business occupation (if any) ❺	

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

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F5.

❹ **Month and year of birth**
Please provide month and year only. Provide full date of birth in section F4.

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

F2 Director's service address ❻

Building name/number	Sovereign House
Street	Miles Gray Road
Post town	Basildon
County/Region	Essex
Postcode	S S 1 4 3 F R
Country	United Kingdom

❻ **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.

F3 Director's authority

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

Extent of authority

☐ Limited ❼
☑ Unlimited

Description of limited authority, if applicable

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

☑ Alone
☐ Jointly ❽

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

❼ 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.

❽ 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	
Registration number	

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

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.
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

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

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ❶

- [x] 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.

H4 Particulars of UK establishment ❶

You **must** enter the name and address of the UK establishment.

Name of establishment	Atnahs Pharma Netherlands B.V.
Building name/number	Sovereign House
Street	Miles Gray Road
Post town	Basildon
County/Region	Essex
Postcode	S S 1 4 3 F R
Country	United Kingdom

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

Date establishment opened	d1 d7 m0 m8 y2 y0 y1 y8
Business carried on at the UK establishment	Storage in distribution centres, wholesale of pharmaceutical goods

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)	Amit Vijaykumar
Surname	Patel

J2 Permanent representative's service address ❶

Building name/number	Sovereign House
Street	Miles Gray Road
Post town	Basildon
County/Region	Essex
Postcode	S S 1 4 3 F R
Country	United Kingdom

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.

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

Permanent representative

J1 Permanent representative's details

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

Full forename(s)	Dipen Vijaykumar
Surname	Patel

J2 Permanent representative's service address ❶

Building name/number	Sovereign House
Street	Miles Gray Road
Post town	Basildon
County/Region	Essex
Postcode	S S 1 4 3 F R
Country	United Kingdom

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)	
Surname	

K2 Service address of person authorised to accept service ❶

Building name/number	
Street	
Post town	
County/Region	
Postcode	
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. 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 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	Aimee Dawes
Company name	Atnahs Pharma UK Limited
Address	Sovereign House, Miles Gray Road
Post town	Basildon
County/Region	Essex
Postcode	S S 1 4 3 F R
Country	United Kingdom
DX	
Telephone	01268 594764

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 and day of birth.

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, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
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.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

ATNAHS
Mature branded medicines globally

Sovereign House, Miles Gray Road
Basildon, Essex, SS14 3FR
+44 (0)1268 594777
+44 (0)1268 594778
info@atnahs.com

The Registrar of Companies, Companies House

Crown Way, Cardiff, Wales, CF14 3UZ

DX 33050, Cardiff

Certification of constitutional documents (C1)

I hereby certify that the incorporation document in Dutch referenced above is a true and fair representation of the original.

I hereby certify that the incorporation document in English referenced above is a true and fair translation of the original.

....

Dipen Patel

Director – Atnahs Pharma Netherlands B.V.

01268 535212

Meijburg Legal

V10931/LH/JV

Akte van Oprichting

van: **Atnahs Pharma Netherlands B.V.**

Heden zeventien augustus tweeduizend achttien is voor mij, mr. Freerk Volders, notaris te Rotterdam, verschenen:
mevrouw mr. Joyce Vierveijzer, [redacted] (Weena 654, 3012 CN Rotterdam), te dezen handelend als schriftelijk gevolmachtigde van:
Atnahs Pharma UK Limited, *een vennootschap opgericht naar het recht van het* Verenigd Koninkrijk, gevestigd te Suite 1, 3e verdieping 11-12 St. James Square, London, Engeland en Wales, SW1Y 4LB (de "**oprichter**").
De verschenen persoon, handelend als gemeld, heeft verklaard:
de oprichter richt bij deze een besloten vennootschap met beperkte aansprakelijkheid (de "**vennootschap**") op, die wordt geregeerd door de volgende

STATUTEN

Begripsbepalingen

In de statuten wordt verstaan onder:

a. **aandeelhoudersregister**: het register bedoeld in artikel 2:194 van het *Burgerlijk Wetboek*;
b. **algemene vergadering**: de algemene vergadering als orgaan van de vennootschap, alsook bijeenkomsten van dit orgaan;
c. **directie/directeur(en)**: het bestuur/de bestuurder(s) van de vennootschap in de zin van het Burgerlijk Wetboek;
d. **schriftelijk**: per post of via enig ander telecommunicatiemiddel dat in staat is geschreven tekst over te brengen, mits de identiteit van de verzender met afdoende zekerheid kan worden vastgesteld;
e. **stemrecht**: de bevoegdheid van een aandeelhouder om, in persoon of bij schriftelijk gevolmachtigde, het hem op grond van de wet en deze statuten toekomende stemrecht uit te oefenen in de algemene vergadering;
f. **vergaderrecht**: het recht om, in persoon of bij schriftelijk gevolmachtigde, de algemene vergadering bij te wonen en daar het woord te voeren;
g. **winstrecht**: het op grond van de wet en deze statuten toekomende recht van een aandeelhouder op winst en reserves.

HOOFDSTUK I: NAAM, ZETEL EN DOEL

Naam. Zetel

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Artikel 1

1. De vennootschap is een besloten vennootschap met beperkte aansprakelijkheid en draagt de naam: **Atnahs Pharma Netherlands B.V.**
2. De vennootschap is gevestigd te Amsterdam.
   Zij kan elders, ook buiten Nederland, nevenvestigingen hebben.

Doel

Artikel 2

De vennootschap heeft ten doel:

a. de distributie van medicinale producten en apparaten uit te voeren, de vergunningen voor het in de handel brengen van deze medicinale producten te bezitten en voorraden medicinale producten en apparaten te hebben welke worden opgeslagen op externe logistieke locaties;
b. het verwerven, houden en vervreemden van deelnemingen of andere belangen in rechtspersonen, vennootschappen en ondernemingen, het samenwerken daarmee en het besturen daarvan;
c. het verkrijgen, bezwaren, exploiteren en vervreemden van goederen, waaronder uitdrukkelijk mede begrepen registergoederen, alsmede het verkrijgen, bezwaren, exploiteren en vervreemden van rechten van intellectuele en/of industriële eigendom, daaronder mede begrepen al dan niet gepatenteerde knowhow;
d. het ter leen verstrekken of doen verstrekken van gelden, in het bijzonder - doch niet uitsluitend - aan dochtermaatschappijen, groepsmaatschappijen en/of deelnemingen van de vennootschap, zomede het ter leen opnemen of doen opnemen van gelden;
e. het sluiten van overeenkomsten waarbij de vennootschap zich als borg of hoofdelijk medeschuldenaar verbindt, zich sterk maakt of zich naast of voor anderen verbindt, in het bijzonder - doch niet uitsluitend - ten behoeve van rechtspersonen en vennootschappen als hiervoor onder d. bedoeld;
f. het verrichten van alle soorten industriële, financiële en commerciële activiteiten;
g. het verrichten van al hetgeen met het vorenstaande verband houdt of daartoe bevorderlijk kan zijn.

HOOFDSTUK II: KAPITAAL EN AANDELEN

Kapitaal, rechten aandeelhouder, aandeelhoudersregister

Artikel 3

1. De aandelen zijn elk nominaal groot één euro (EUR 1).
2. De aandelen luiden op naam en zijn genummerd van 1 af.
3. Aandeelbewijzen worden niet uitgegeven.

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4. Aan ieder aandeel is vergaderrecht, winstrecht en stemrecht verbonden.
5. Door de directie wordt een aandeelhoudersregister gehouden, waarin de inschrijving geschiedt van de wettelijk vereiste gegevens omtrent aandeelhouders, vruchtgebruikers en pandhouders. Tevens worden daarin ingeschreven de wettelijk vereiste gegevens omtrent houders van certificaten van aandelen waaraan vergaderrecht is verbonden.

Uitgifte van aandelen

Artikel 4

1. De algemene vergadering is bevoegd te besluiten tot uitgifte van aandelen, daaronder begrepen het vaststellen van de koers van uitgifte en de verdere voorwaarden, waaronder de storting op aandelen in vreemd geld kan zijn begrepen.
2. Het bepaalde in lid 1 is van overeenkomstige toepassing op het verlenen van rechten tot het nemen van aandelen, maar is niet van toepassing op uitgifte van aandelen aan iemand die een voordien reeds verkregen recht tot het nemen van aandelen uitoefent.
3. Voor de uitgifte van aandelen is een notariële akte vereist.
4. De vennootschap kan bij uitgifte geen aandelen nemen in haar kapitaal.
5. Bij het nemen van het aandeel moet daarop het nominale bedrag worden gestort. Bedongen kan worden dat het nominale bedrag of een deel daarvan eerst behoeft te worden gestort na verloop van een bepaalde tijd of nadat de vennootschap het zal hebben opgevraagd. Na overdracht of toedeling van een niet volgestort aandeel blijft ieder van de vorige aandeelhouders voor het daarop nog te storten bedrag hoofdelijk jegens de vennootschap aansprakelijk.

Voorkeursrecht bij uitgifte

Artikel 5

1. Voor zover de wet niet anders bepaalt, heeft iedere aandeelhouder bij uitgifte van aandelen een voorkeursrecht naar evenredigheid van het gezamenlijke bedrag van zijn aandelen op de dag waarop tot uitgifte wordt besloten.
2. De algemene vergadering kan, telkens voor een enkele uitgifte, besluiten het voorkeursrecht tot het nemen van aandelen te beperken of uit te sluiten, mits een zodanig besluit gelijktijdig met het besluit tot uitgifte wordt genomen.

Verkrijging van aandelen of certificaten door de vennootschap

Artikel 6

1. De directie beslist over de verkrijging van aandelen in het kapitaal van de vennootschap. Verkrijging door de vennootschap van niet-volgestorte aandelen of certificaten daarvan is nietig.
2. De vennootschap mag, behalve om niet, geen volgestorte eigen aandelen of -

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certificaten daarvan verkrijgen indien het eigen vermogen, verminderd met de verkrijgingsprijs, kleiner is dan de reserves die krachtens de wet of de statuten moeten worden aangehouden of indien de directie weet of redelijkerwijs behoort te voorzien dat de vennootschap na de verkrijging niet zal kunnen blijven voortgaan met het betalen van haar opeisbare schulden.

Vermindering van kapitaal

Artikel 7

1. De algemene vergadering kan besluiten tot vermindering van het geplaatste kapitaal door intrekking van aandelen of door het bedrag van de aandelen bij statutenwijziging te verminderen.
2. Een besluit tot vermindering van het geplaatste kapitaal met terugbetaling op aandelen heeft geen gevolgen zolang de directie geen goedkeuring heeft verleend. De directie weigert slechts de goedkeuring indien zij weet of redelijkerwijs behoort te voorzien dat de vennootschap na de terugbetaling niet zal kunnen blijven voortgaan met het betalen van haar opeisbare schulden.
3. Terugbetaling of ontheffing van de stortingsplicht is slechts toegestaan, voor zover het eigen vermogen groter is dan de reserves die krachtens de wet of de statuten moeten worden aangehouden.

Levering van aandelen. Uitoefening aandeelhoudersrechten.

Artikel 8

1. Voor de levering van aandelen is een daartoe bestemde notariële akte vereist.
2. Na de levering kunnen de aan de betrokken aandelen verbonden rechten eerst worden uitgeoefend nadat de akte aan de vennootschap is betekend of de vennootschap de rechtshandeling schriftelijk heeft erkend.
3. Het bepaalde in het vorige lid is niet van toepassing, indien de vennootschap zelf partij was bij de rechtshandeling.
4. Er kunnen slechts certificaten zonder vergaderrecht worden uitgegeven.

Vruchtgebruik en pandrecht

Artikel 9

1. Op aandelen kan een vruchtgebruik of een pandrecht worden gevestigd.
2. De aandeelhouder heeft het stemrecht op de aandelen waarop een vruchtgebruik of een pandrecht is gevestigd.
3. In afwijking van het bepaalde in lid 2 kunnen de vruchtgebruiker of pandhouder enerzijds en de betreffende aandeelhouder anderzijds overeenkomen - hetzij bij de vestiging van het vruchtgebruik of pandrecht hetzij later - dat het stemrecht aan de vruchtgebruiker dan wel de pandhouder toekomt, zulks met inachtneming van de wettelijke bepalingen en al dan niet

onder opschortende voorwaarde. ——————————————

4. Aan aandeelhouders zonder stemrecht en vruchtgebruikers en pandhouders – met stemrecht komt vergaderrecht toe.——————————

Overdraagbaarheid van aandelen——————————

Artikel 10——————————

De aandelen zijn vrij overdraagbaar. ——————————

HOOFDSTUK III: BESTUUR VAN DE VENNOOTSCHAP——————————

Benoeming, schorsing en ontslag directie——————————

Artikel 11——————————

1. De vennootschap wordt bestuurd door een directie bestaande uit één of meer directeuren.——————————
2. Directeuren worden benoemd door de algemene vergadering. De algemene – vergadering stelt de bezoldiging van iedere directeur vast. ——————————
3. Een directeur kan te allen tijde worden geschorst of ontslagen door de ——— algemene vergadering. De betrokken directeur wordt in de gelegenheid ——— gesteld zich in de algemene vergadering te verantwoorden. Daarbij kan hij zich doen bijstaan door een raadsman.——————————

Besluitvorming directie. Vastlegging. Tegenstrijdig belang——————————

Artikel 12——————————

1. Een meerhoofdige directie besluit in vergadering met volstrekte meerderheid van de uitgebrachte stemmen. ——————————
   Bij staking van stemmen vindt herstemming plaats, indien een directeur dit – verlangt. Vindt geen herstemming plaats of staken de stemmen opnieuw, dan is de algemene vergadering bevoegd over het betrokken voorstel te besluiten.
2. Iedere directeur is bevoegd om, in persoon of bij een schriftelijk ——— gevolmachtigde mededirecteur, door middel van een elektronisch ——— communicatiemiddel, waarbij alle deelnemende directeuren in staat zijn ——— *gelijktijdig met elkaar te communiceren, aan de directievergadering deel te* — nemen, daarin het woord te voeren en het stemrecht uit te oefenen. ———
3. Een directeur neemt niet deel aan de beraadslaging en besluitvorming binnen de directie, indien hij daarbij een direct of indirect persoonlijk belang heeft dat tegenstrijdig is met het belang van de vennootschap en de met haar ——— verbonden onderneming. Wanneer hierdoor geen directiebesluit kan worden - genomen, beslist de algemene vergadering.——————————
4. De directie kan ook buiten vergadering besluiten nemen, mits dit schriftelijk — geschiedt en alle directeuren in de gelegenheid zijn gesteld zich uit te spreken over het voorgenomen besluit en met deze wijze van besluitvorming ——— instemmen en de meerderheid van de in functie zijnde directeuren zich voor –

het desbetreffende voorstel uitspreekt. Lid 3 van dit artikel is van overeenkomstige toepassing op de besluitvorming van de directie buiten vergadering.

5. De besluitvorming van de directie wordt op deugdelijke wijze schriftelijk geadministreerd.
6. De directie is bevoegd bij reglement nadere regels te stellen omtrent de werkwijze, de taakverdeling en de besluitvorming, daaronder mede begrepen het deelnemen aan de directievergadering door middel van elektronische communicatiemiddelen.
7. Rechtshandelingen van de vennootschap jegens de houder van alle aandelen worden schriftelijk vastgelegd.
8. Lid 7 is niet van toepassing op rechtshandelingen die onder de bedongen voorwaarden tot de gewone bedrijfsuitoefening van de vennootschap behoren.

Belet of ontstentenis

Artikel 13

Ingeval van belet of ontstentenis van één of meer directeuren zijn de overige directeuren of is de enig overblijvende directeur tijdelijk met het bestuur van de vennootschap belast.

Ingeval van belet of ontstentenis van alle directeuren of van de enig directeur is de persoon die daartoe door de algemene vergadering is of wordt aangewezen, tijdelijk met het bestuur van de vennootschap belast.

Onder belet wordt in ieder geval verstaan:

a. schorsing;
b. ziekte;
c. onvindbaarheid,

zonder dat (voor de gevallen genoemd onder b. en c.) gedurende een termijn van ten minste twee (2) weken in redelijkheid de mogelijkheid van contact met of vanwege de vennootschap heeft bestaan.

Vertegenwoordiging

Artikel 14

1. De voltallige directie vertegenwoordigt de vennootschap. De bevoegdheid tot vertegenwoordiging komt mede toe aan iedere directeur afzonderlijk.
2. De directie kan aan één of meer personen procuratie verlenen en zodanige bevoegdheid wijzigen of intrekken.

Beperkingen van de bestuursbevoegdheid

Artikel 15

1. De algemene vergadering is bevoegd besluiten van de directie aan haar

goedkeuring te onderwerpen, mits de algemene vergadering zodanige directiebesluiten nauwkeurig omschrijft en schriftelijk aan de directie mededeelt.

2. Het ontbreken van een ingevolge dit artikel vereiste goedkeuring tast de vertegenwoordigingsbevoegdheid van de directie of directeuren niet aan.
3. De directie is, onverminderd het overigens in deze statuten bepaalde, bevoegd om zonder voorafgaande goedkeuring van de algemene vergadering *rechtshandelingen als bedoeld in artikel 2:204 lid 1 sub c van het Burgerlijk* Wetboek aan te gaan.
4. *De directie dient zich te gedragen naar de schriftelijke aanwijzingen van de* algemene vergadering. De directie is gehouden deze aanwijzingen op te volgen tenzij deze in strijd zijn met het belang van de vennootschap en de met haar verbonden onderneming.

HOOFDSTUK IV: ALGEMENE VERGADERING

Frequentie. Bijeenroeping. Plaats van de vergadering

Artikel 16

1. Tijdens ieder boekjaar wordt ten minste één algemene vergadering gehouden of ten minste eenmaal overeenkomstig artikel 2:238 lid 1 van het Burgerlijk Wetboek en artikel 19 van deze statuten besloten.
2. De directie is bevoegd tot bijeenroeping van de algemene vergadering. Deze bevoegdheid komt mede toe aan iedere directeur en/of iedere aandeelhouder afzonderlijk.
3. Tot het bijwonen van de algemene vergadering dienen de aandeelhouders en de overige vergadergerechtigden, zoals deze zijn vermeld in het aandeelhoudersregister, te worden opgeroepen. De oproeping dient niet later te geschieden dan op de achtste dag voor de dag waarop de vergadering wordt gehouden. De oproeping tot de algemene vergadering geschiedt door middel van oproepingsbrieven gericht aan de adressen van de aandeelhouders, en overige vergadergerechtigden, zoals deze zijn vermeld in het aandeelhoudersregister. Indien de aandeelhouders of andere vergadergerechtigden hiermee instemmen kan de oproeping tevens geschieden door een langs elektronische weg toegezonden leesbaar en reproduceerbaar bericht aan het adres dat door hen voor dit doel aan de vennootschap is bekend gemaakt. De oproeping vermeldt de te behandelen onderwerpen.
4. Een onderwerp, waarvan de behandeling schriftelijk is verzocht door één of meer houders van aandelen die alleen of gezamenlijk ten minste een honderdste (1/100) gedeelte van het geplaatste kapitaal vertegenwoordigt/

vertegenwoordigen, wordt opgenomen in de oproeping of op dezelfde wijze — aangekondigd indien de vennootschap het verzoek niet later dan op de ——— dertigste dag voor die van de vergadering heeft ontvangen en mits geen —— zwaarwichtig belang van de vennootschap zich daartegen verzet. ————

5. Is de oproepingstermijn niet in acht genomen of heeft de oproeping niet of — niet op de juiste wijze plaatsgehad, dan kunnen niettemin wettige besluiten — worden genomen, ook ten aanzien van onderwerpen die niet of niet op de — voorgeschreven wijze zijn aangekondigd, mits alle vergadergerechtigden —— ermee hebben ingestemd dat de besluitvorming plaatsvindt en de directeuren voorafgaand aan de besluitvorming in de gelegenheid zijn gesteld om advies — uit te brengen. ————————————————

6. De algemene vergadering kan worden gehouden in de gemeente waar de — vennootschap haar woonplaats heeft, alsmede in de gemeenten ———— Haarlemmermeer (Luchthaven Schiphol) en Londen (Verenigd Koninkrijk).—— Een algemene vergadering kan elders worden gehouden, mits alle ———— vergadergerechtigden hebben ingestemd met de plaats van de vergadering — en de directeuren voorafgaand aan de besluitvorming in de gelegenheid zijn — gesteld om advies uit te brengen. ——————————

Leiding van de algemene vergadering. Notulen ——————————

Artikel 17 ——————————————————————

1. De algemene vergadering voorziet zelf in haar leiding. ——————
2. De voorzitter wijst een persoon aan die met het houden van de notulen is — belast. ——————————————————————
   De notulen worden in dezelfde vergadering of in een volgende vergadering — vastgesteld door de algemene vergadering en ten blijke daarvan ondertekend door de voorzitter en de notulist van de vergadering waarin de vaststelling — geschiedt. ——————————————————

Stemrecht. Besluitvorming ——————————————

Artikel 18 ——————————————————————

1. Elk aandeel geeft recht op het uitbrengen van één stem. ——————
2. De algemene vergadering besluit met volstrekte meerderheid van de ——— uitgebrachte stemmen, voor zover de wet of de statuten geen grotere ——— meerderheid voorschrijven. ——————————————
3. Blanco stemmen en ongeldige stemmen worden als niet uitgebracht ——— aangemerkt. ————————————————————
4. De directeuren hebben als zodanig in de algemene vergadering een ——— raadgevende stem. ——————————————————
5. Iedere aandeelhouder en iedere overige vergadergerechtigde is bevoegd om,

in persoon of bij een schriftelijk gevolmachtigde, door middel van een elektronisch communicatiemiddel, waarbij alle deelnemende aandeelhouders en overige vergadergerechtigden in staat zijn gelijktijdig met elkaar te communiceren, 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 worden geïdentificeerd, rechtstreeks kan kennisnemen van de verhandelingen ter vergadering en het stemrecht kan uitoefenen en dat hij via het elektronisch communicatiemiddel kan deelnemen aan de beraadslaging. De algemene vergadering is bevoegd bij reglement nadere regels te stellen voor het deelnemen aan de algemene vergadering door middel van elektronische communicatiemiddelen.

6. Staken de stemmen bij de verkiezing van personen, dan vindt in dezelfde vergadering eenmaal een nieuwe stemming plaats; staken de stemmen dan opnieuw, dan beslist - onverminderd het bepaalde in de volgende zin - het lot. Indien bij verkiezing tussen meer dan twee personen niemand de volstrekte meerderheid van de uitgebrachte stemmen op zich heeft verenigd, vindt herstemming plaats tussen de twee personen die het grootste aantal stemmen op zich verenigden, zonodig na tussenstemming en/of loting. Staken de stemmen omtrent een ander voorstel dan hiervoor in dit lid bedoeld, dan is dat voorstel verworpen.

Besluitvorming buiten vergadering

Artikel 19

Besluitvorming van aandeelhouders kan op andere wijze dan in een vergadering geschieden, mits alle vergadergerechtigden schriftelijk met deze wijze van besluitvorming hebben ingestemd.

Ingeval van besluitvorming buiten vergadering worden de stemmen schriftelijk uitgebracht. Aan het vereiste van schriftelijkheid van de stemmen wordt tevens voldaan indien het besluit onder vermelding van de wijze waarop ieder der aandeelhouders stemt schriftelijk is vastgelegd. De directeuren worden voorafgaand aan de besluitvorming in de gelegenheid gesteld om advies uit te brengen.

HOOFDSTUK V: BOEKJAAR, JAARREKENING, WINST EN VERLIES

Boekjaar. Jaarrekening

Artikel 20

1. Het boekjaar van de vennootschap loopt van één april tot en met eenendertig maart van het daaropvolgend jaar.
2. Jaarlijks binnen vijf maanden na afloop van het boekjaar van de vennootschap, behoudens verlenging van deze termijn met ten hoogste vijf maanden door de

algemene vergadering op grond van bijzondere omstandigheden, maakt de — directie een jaarrekening op en legt het deze voor de aandeelhouders ter —— inzage ten kantore van de vennootschap. Binnen deze termijn legt de directie - ook het directieverslag ter inzage voor de aandeelhouders, tenzij artikel 2:396 - lid 7 of artikel 2:403 van het Burgerlijk Wetboek voor de vennootschap geldt. –

3. De jaarrekening wordt ondertekend door iedere directeur. Indien de ——— ondertekening van één of meer directeuren ontbreekt, wordt daarvan onder – opgave van reden melding gemaakt. ————————————————

Vaststelling jaarrekening ————————————————

Artikel 21 ————————————————

1. *Vaststelling van de jaarrekening geschiedt met uitsluiting van anderen door de* algemene vergadering. ————————————————

   Kwijting van de directeuren voor het door hen gevoerde beleid vloeit niet —— voort uit de vaststelling van de jaarrekening doch dient als afzonderlijk ——— agendapunt tijdens de algemene vergadering te worden behandeld, ——— behoudens het bepaalde in lid 2 van dit artikel. ————————

2. Indien alle aandeelhouders tevens directeur van de vennootschap zijn, geldt – ondertekening van de jaarrekening door alle directeuren tevens als vaststelling in de zin van lid 1 van dit artikel, mits alle vergadergerechtigden in de ——— gelegenheid zijn gesteld om kennis te nemen van de opgemaakte ———— jaarrekening en met deze wijze van vaststelling hebben ingestemd zoals —— bedoeld in artikel 2:238 lid 1 van het Burgerlijk Wetboek. In afwijking van lid 1 van dit artikel, strekt deze vaststelling tevens tot kwijting aan de directeuren. -

Accountant. ————————————————

Artikel 22 ————————————————

1. De vennootschap kan aan een accountant als bedoeld in artikel 2:393 BW 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. ————
2. Tot het verlenen van de opdracht is de algemene vergadering bevoegd. Gaat - deze daartoe niet over, dan is de directie bevoegd. ————————
3. De aan de accountant verleende opdracht kan worden ingetrokken door de — algemene vergadering en door degene die de opdracht heeft verleend. De — opdracht kan enkel worden ingetrokken om gegronde redenen met ——— inachtneming van lid 2 van artikel 2:393 van het Burgerlijk Wetboek. ———
4. *De accountant brengt omtrent zijn onderzoek verslag uit aan de directie en* — geeft de uitslag van zijn onderzoek in een verklaring omtrent de getrouwheid - van de jaarrekening weer. ————————————————

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Winst en verlies. Uitkeringen

Artikel 23

1. De algemene vergadering is bevoegd tot bestemming van de winst die door de vaststelling van de jaarrekening is bepaald en tot vaststelling van uitkeringen, voor zover het eigen vermogen groter is dan de reserves die krachtens de wet of de statuten moeten worden aangehouden.
2. Een besluit dat strekt tot uitkering heeft geen gevolgen zolang de directie geen goedkeuring heeft verleend. De directie weigert slechts de goedkeuring indien het weet of redelijkerwijs behoort te voorzien dat de vennootschap na de uitkering niet zal kunnen blijven voortgaan met het betalen van haar opeisbare schulden.

HOOFDSTUK VI: STRUCTURELE WIJZIGINGEN

Statutenwijziging, fusie, splitsing en omzetting

Artikel 24

1. De algemene vergadering is bevoegd te besluiten tot wijziging van de statuten dan wel tot omzetting van de vennootschap in een andere rechtsvorm, zulks met inachtneming van het in de wet terzake bepaalde.
2. *De vennootschap kan partij zijn bij een juridische fusie of een juridische* splitsing. Een besluit tot fusie of een besluit tot splitsing wordt genomen door de algemene vergadering. Echter, in de gevallen bedoeld in de wet, kan het besluit tot fusie of het besluit tot splitsing worden genomen door de directie.
3. Op juridische fusies en juridische splitsingen zijn voorts van toepassing de desbetreffende bepalingen van Boek 2 Titel 7 van het Burgerlijk Wetboek.

Ontbinding en vereffening

Artikel 25

1. De algemene vergadering is bevoegd te besluiten tot ontbinding van de vennootschap.
2. Tenzij de algemene vergadering anders besluit of de wet anders bepaalt, treden de directeuren als vereffenaars van het vermogen van de ontbonden vennootschap op.
3. Hetgeen van het vermogen van de ontbonden vennootschap resteert na voldoening van al haar schulden, wordt aan de aandeelhouders overgedragen naar evenredigheid van het gezamenlijke nominale bedrag van ieders aandelen.
4. Na voltooiing van de vereffening blijven de boeken en bescheiden van de ontbonden vennootschap gedurende zeven jaren berusten bij degene die *daartoe schriftelijk door de vereffenaars is aangewezen.*

Overgangsbepaling

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1. Het eerste boekjaar van de vennootschap loopt van één april tweeduizend achttien tot en met eenendertig maart tweeduizend twintig.
2. Deze overgangsbepaling met opschrift vervalt na het einde van het eerste boekjaar.

Ten slotte heeft de verschenen persoon verklaard:

1. a. Het bij de oprichting geplaatste kapitaal bedraagt honderd euro (EUR 100), verdeeld in honderd (100) aandelen, genummerd 1 tot en met 100, elk nominaal groot één euro (EUR 1), welke allen worden genomen door de oprichter.
   b. De oprichter zal de door hem genomen aandelen onverwijld volstorten in geld.
   c. Tot eerste directeur van de vennootschap zijn benoemd:
      - de heer Amit Vijaykumar Patel, geboren in [redacted] en
      - de heer Dipen Vijaykumar Patel, geboren in [redacted].
2. Aan de hiervoor onder 1 vervatte rechtshandelingen en het betalen van de kosten die met de oprichting verband houden is de vennootschap verbonden op de voet van het bepaalde in artikel 2:203, lid 4 van het Burgerlijk Wetboek.

Volmacht

Van het bestaan van de volmacht aan de verschenen persoon blijkt uit een onderhandse akte van volmacht, welke aan de minuut van deze akte zal worden gehecht (**Bijlage**).

Slot

Waarvan akte is verleden te Rotterdam op de datum in het hoofd van deze akte vermeld.

De verschenen persoon is mij, notaris, bekend. De identiteit van de verschenen persoon is door mij, notaris, aan de hand van een daartoe bestemd document vastgesteld.

De zakelijke inhoud van de akte is aan de verschenen persoon opgegeven en toegelicht.

De verschenen persoon heeft verklaard op volledige voorlezing van de akte geen prijs te stellen, tijdig voor het verlijden van de inhoud van de akte te hebben kennis genomen en met de inhoud in te stemmen.

De akte is beperkt voorgelezen en onmiddellijk daarna ondertekend, eerst door de verschenen persoon en vervolgens door mij, notaris.

(Volgt ondertekening)

UITGEGEVEN VOOR AFSCHRIFT:

Mr. F. Volders
Notaris te Rotterdam

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This document is an informal English translation of a document prepared in Dutch. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

Deed of Incorporation

of: **Atnahs Pharma Netherlands B.V.**

This seventeenth day of August two thousand and eighteen appeared before me, Freerk Volders, civil law notary *(notaris)* in Rotterdam, the Netherlands ("**Notary**"): Joyce Vierveijzer, [redacted], for the purpose of this deed choosing her residency at my, Notary, office (Weena 654, 3012 CN Rotterdam, the Netherlands), acting herein in her capacity as attorney-in-fact authorized to represent:
Atnahs Pharma UK Limited, a limited company organized under the laws of England and Wales, having its registered office at Suite 1, 3rd Floor 11-12 St. James's Square, London, United Kingdom, SW1Y 4LB (the "**Incorporator**").
The person appearing, acting as aforesaid, has made the following statement:
the Incorporator hereby incorporates a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) (the "**Company**"), which shall be governed by the following

ARTICLES OF ASSOCIATION

Definitions

In these articles of association the following words shall have the following meanings:

a. **register of shareholders**: the register as referred to in Section 2:194 of the Dutch Civil Code;
b. **general meeting**: the general meeting as body of the Company as well as meetings of this body;
c. **board of directors/director(s)**: the board of directors/the director(s) of the Company in the meaning of the Dutch Civil Code;
d. **in writing**: by post or by any other means of telecommunications capable of transmitting written text and signatures, provided the identity of the sender can be established sufficiently;
e. **voting rights**: the power of a shareholder, conferred upon him by law and

these articles of association, to, in person or by written proxy, vote in the general meeting;

f. **meeting rights**: the right to, in person or by written proxy, attend and address the general meeting;

g. **profit rights**: the entitlement of a shareholder, conferred upon him by law and these articles of association, to profits and reserves.

CHAPTER I: NAME, OFFICIAL SEAT AND OBJECTS

Name. Official seat

Article 1

1. The Company is a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) and its name is: **Atnahs Pharma Netherlands B.V.**
2. The Company has its official seat in Amsterdam, the Netherlands. The Company may have branch offices elsewhere, also outside the Netherlands.

Objects

Article 2

The objects for which the Company is established are:

a. to undertake the distribution and marketing of medicinal products and devices, to hold the marketing authorizations for these medicinal products and to own inventories which are stored at third party logistic sites;

b. to acquire, hold and dispose of participations or other interests in corporate bodies, companies and enterprises, to collaborate with and to manage such corporate bodies, companies or enterprises;

c. to acquire, to encumber, to exploit and dispose of property, including registered property, and to acquire, to encumber, to exploit and dispose of intellectual and/or industrial property rights, including knowhow, whether or not patented;

d. to supply or procure the supply of money loans, particularly - but not exclusively - loans to corporate bodies and companies which are subsidiaries and/or affiliates of the Company or in which the Company holds any interest, as well as to draw or to procure the drawing of money loans;

e. to enter into agreements whereby the Company commits itself as guarantor or severally liable co-debtor, or grants security or declares itself jointly or severally liable with or for others, particularly - but not exclusively - to the benefit of corporate bodies and companies as referred to above under d.;

f. to enter into industrial, financial and commercial activities;

g. to do all such things as are incidental or conducive to the above objects or any of them.

CHAPTER II: CAPITAL AND SHARES

Capital, shareholder's rights, register of shareholders

Article 3

1. The shares have a nominal value of one Euro (EUR 1) each.
2. All shares shall be registered shares and are numbered from 1 onwards.
3. No share certificates shall be issued.
4. Each share shall carry meeting rights, profit rights and voting rights.
5. The board of directors shall keep a register of shareholders in which all particulars as prescribed by law concerning shareholders, usufructuaries and pledgees shall be recorded. The particulars as prescribed by law concerning holders of depositary receipts with meeting rights shall also be recorded in the register of shareholders.

Issue of shares

Article 4

1. The general meeting has the power to resolve to issue shares and to determine the price of issue and the other terms of issue, which terms may include payment on shares in a foreign currency.
2. The provisions of paragraph 1 shall apply mutatis mutandis to the granting of rights to take shares, but not to the issue of shares to a person exercising a previously acquired right to take shares.
3. The issue of shares shall require a notarial deed.
4. The Company cannot upon the issuance of shares take shares in its own capital.
5. When shares are taken the amount of their nominal value must be paid at the same time. It may be agreed that the nominal value, or part of that amount, may remain unpaid for a certain period of time or until the Company shall have made a call in respect of the unpaid amounts on the shares. Following a transfer or allocation of shares that are not fully paid up, each former shareholder remains severally liable towards the Company for the amounts which have remained unpaid.

Pre-emptive right at issue of shares

Article 5

1. Except as otherwise provided by law, at the issue of shares each shareholder shall have a pre-emptive right pro rata to the total amount of the shares held by him on the date of the resolution to issue shares.
2. The general meeting may, each time in respect of one particular issue of shares, resolve to limit or to exclude the pre-emptive right to subscribe for

shares, provided that such resolution will be passed at the same time as the resolution to issue shares.

Acquisition by the Company of its own shares or depositary receipts of such shares

Article 6

1. The board of directors decides on the acquisition by the Company of shares in its own capital. Any acquisition by the Company of partly-paid shares in its own capital or depositary receipts issued for such shares shall be null and void.
2. The Company may not, except without financial consideration, acquire fully paid up shares or depositary receipts issued for such shares if the shareholders' equity, reduced by the acquisition price, is less than the reserves which must be maintained by virtue of the law or the articles of association or if the board of directors knows or should reasonably foresee that the Company, following the acquisition, can no longer continue to meet its due and payable debts.

Reduction of capital

Article 7

1. The general meeting may resolve to reduce the issued share capital by cancellation of shares or by a reduction of the nominal value of the shares by amendment of the articles of association.
2. The resolution to reduce the issued share capital with repayment on shares is of no effect unless and until the board of directors has granted its approval. The board of directors shall only refuse its approval if it knows or should reasonably foresee that the Company, following the repayment, can no longer continue to meet its due and payable debts.
3. Repayment or exemption from the payment requirement is only permitted if and to the extent that the shareholders' equity exceeds the reserves which must be maintained by virtue of the law or the articles of association.

Transfer of shares. Exercise of shareholder's rights.

Article 8

1. The transfer of shares shall require a notarial deed executed for that purpose.
2. Following the transfer the rights attached to the shares concerned may not be exercised until the deed has been served upon the Company or until the Company has acknowledged the transaction in writing.
3. The provision in the preceding paragraph shall not apply if the Company itself has been a party to the transaction.
4. Only depositary receipts without meeting rights can be issued.

Usufruct. Pledge
Article 9

1. Shares may be encumbered with a usufruct or pledge.
2. The shareholder will have the voting rights attached to the shares which are encumbered with a usufruct or pledge.
3. In deviation of the provisions of paragraph 2, the usufructuary or pledgee and the respective shareholder may agree - either on the creation of the usufruct or pledge or later - that the usufructuary or the pledgee will have the voting rights, with due observance of all requirements which the law imposes and whether or not under a condition precedent.
4. Shareholders without voting rights and usufructuaries and pledgees with voting rights will have meeting rights.

Transferability of shares
Article 10

The shares may be transferred freely.

CHAPTER III: MANAGEMENT OF THE COMPANY

Appointment, suspension and dismissal board of directors
Article 11

1. The business and affairs of the Company shall be managed by a board of directors consisting of one or several directors.
2. The directors shall be appointed by the general meeting. The general meeting shall determine the remuneration of each director.
3. A director may be suspended or dismissed by the general meeting at any time. The director concerned shall be given the opportunity to account for his conduct at the general meeting. For that purpose he may have himself assisted by a legal adviser.

Decision-making by the Board of Directors. Recording. Conflict of interest
Article 12

1. If the board of directors consists of several members, resolutions of the board of directors at a meeting shall require an absolute majority of the votes cast. If the voting for and against a proposal is equally divided, another vote shall be taken if so demanded by any director. If no second vote is taken or if the voting for and against the proposal is again equally divided, the general meeting shall have the power to decide on the proposal concerned.
2. Each director is authorised to attend the meeting of the board of directors, address this meeting and cast a vote in such meeting by electronic means of communication, in person or by a co-director authorised in writing, provided that all directors participating in such meeting are able to communicate with

each other simultaneously.

3. A director may not participate in deliberating or decision-making within the board of directors, if with respect to the matter concerned he has a direct or indirect personal interest that conflicts with the interests of the Company and the business connected with it. If, as a result hereof, the board of directors cannot make a decision, the general meeting will resolve the matter.
4. The board of directors is authorized to adopt resolutions without holding a meeting, provided such resolutions are adopted in writing and all directors have been given the opportunity to express themselves regarding the proposed resolution and have agreed with such method of decision-making and the majority of the directors in office has expressed itself in favor of the proposal concerned. Paragraph 3 of this article applies mutatis mutandis to the decision-making of the board of directors outside a meeting.
5. Resolutions of the board of directors shall be recorded properly and in writing.
6. The board of directors is authorized to establish further rules regarding its working methods, allocation of duties and decision-making process, including the participation in a meeting of the board by electronic means of communication.
7. All legal acts of the Company vis-à-vis a holder of all of the shares shall be laid down in writing.
8. Paragraph 7 does not apply to legal acts that, under their agreed terms, form part of the normal course of business of the Company.

Directors' ceasing to hold office or being unable to act

Article 13

In the event that one or more directors shall cease to hold office or be unable to act, the other or remaining directors or the only other or remaining director shall be temporarily entrusted with the management of the Company. If all seats in the board of directors are vacant or all directors or the sole director, as the case may be, are unable to perform their duties, the management of the Company shall be temporarily entrusted to the person designated or to be designated for that purpose by the general meeting. A director shall be deemed unable to act at least in case:

a. of suspension;
b. of illness;
c. if he or she cannot be located,

for a term of at least two (2) weeks in which (in the situation mentioned under b and c) there is no reasonable possibility for the Company to have contact with the respective director.

Representation

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Article 14

1. The entire board of directors shall represent the Company. The power to represent the Company shall also vest in each of the directors individually.
2. The board of directors may grant a continuing power of attorney for signature to one or several persons and may alter or revoke such power of attorney.

Restrictions of executive powers

Article 15

1. The general meeting may determine that certain resolutions of the board of directors shall be subject to its prior approval, provided that the general meeting shall carefully describe such board resolutions and notify the board of directors accordingly in writing.
2. The absence of any approval required pursuant to this article shall not affect the power of representation of the board of directors or directors.
3. The board of directors may, without prejudice to other provisions in these articles of association, enter into legal acts as mentioned in Section 2:204 paragraph 1 sub c of the Dutch Civil Code without the prior approval of the general meeting.
4. The board of directors should act according to the written instructions of the general meeting. The board of directors is obliged to follow these instructions unless they conflict with the interests of the Company and its business and affairs.

CHAPTER IV: GENERAL MEETING

Frequency. Notice. Venue of the general meeting

Article 16

1. During the financial year at least one general meeting will be held or at least one time (a) resolution(s) will be adopted in accordance with Section 2:238 paragraph 1 of the Dutch Civil Code and article 19 of these articles of association.
2. The power to call the general meeting shall vest in the board of directors. This power shall also vest in each director and/or shareholder individually.
3. Notice of the general meeting must be given to each shareholder and each other person with meeting rights, as recorded in the register of shareholders. The term of notice must be at least eight days before the day on which the meeting is held. Notice shall be given by means of letters sent to the addresses of the shareholders and other persons with meeting rights as recorded in the register of shareholders. If the shareholders and other persons with meeting rights agree, the notice may also be given by electronic message, if readable and reproducible, sent to the addresses provided by

them to the Company for this purpose. The notice will include the subjects to be discussed at the meeting.

4. One or more shareholder(s) who alone or together represent(s) at least one hundredth (1/100) of the issued and outstanding share capital has/have the right to add items to the agenda of the general meeting if and when the Company has received the request thereto at least thirty days before the general meeting and if and when the Company does not have an important reason not to discuss the subject in the general meeting.
5. If the term of notice has not been observed or if notice has not been given or has not been served in the appropriate manner, valid resolutions may nevertheless be passed, also in respect of subjects which have not been announced or the announcement of which has not been made in the prescribed manner, provided that all persons with meeting rights agree that the decision making takes place and the directors have had the opportunity to advise in advance on the resolution(s) to be adopted.
6. The general meeting may be held in the municipality in which the Company's seat is situated and in the municipalities of Haarlemmermeer (Schiphol Airport) and London (the United Kingdom).
A general meeting may be held elsewhere, provided that all persons with meeting rights approved of this other place and that the directors have had the opportunity to advise in advance on the resolution(s) to be adopted.

Chairmanship of the general meeting. Minutes
Article 17

1. The general meeting itself shall appoint its chairman.
2. The chairman shall designate a person charged with taking the minutes.
The minutes shall be adopted by the general meeting at the same meeting or at a subsequent meeting, in evidence of which the minutes shall be signed by the chairman and the secretary of the meeting at which the minutes were adopted.

Voting rights. Decision-making
Article 18

1. Each share carries the right to cast one vote.
2. Unless the law or the articles of association stipulate a larger majority, all resolutions of the general meeting shall be passed by an absolute majority of the votes cast.
3. Blank votes and invalid votes shall not be counted.
4. Directors shall have an advisory vote at general meetings in that capacity.
5. Each shareholder and other person with meeting rights is authorised to attend

a general meeting in person or by written proxy, by means of electronic means of communication, provided that all shareholders and other persons with meeting rights participating in such meeting are able to communicate with each other simultaneously, to address this meeting and to cast a vote. For such purpose it is required that he can be identified by means of this electronic means of communication, that he has direct knowledge of what is being discussed at the meeting, that he is able to cast his vote directly and to participate in the discussion by means of the electronic means of communication. The general meeting is authorised to draw up rules and regulations for attending general meetings by means of electronic means of communication.

6. If at the election of persons the voting for and against the proposal is equally divided, another vote shall be taken at the same meeting; if then again the votes are equally divided, then - without prejudice to the provisions in the next following sentence of this paragraph - a drawing of lots shall decide.
   If at an election of persons the vote is taken between more than two candidates and none of the candidates receive the absolute majority of votes, another vote - where necessary after an interim vote and/or a drawing of lots - shall be taken between the two candidates who have received the largest number of votes in their favor.
   If the voting for and against any other proposal than as first referred to in this paragraph is equally divided, that proposal shall be rejected.

Decision-making outside a meeting
Article 19

Resolutions of the shareholders may be adopted in a different method than in a meeting, provided that all persons with meeting rights have approved in writing of such method of adopting resolutions.
If a resolution is adopted outside a meeting, all votes shall be cast in writing. This requirement (that votes must be cast in writing) shall also be deemed to have been complied with, if the resolution is laid down in writing and includes the method in which each of the shareholders has cast his vote. The directors shall be given the opportunity to advise in advance on the resolution(s) to be adopted.

CHAPTER V: FINANCIAL YEAR, ANNUAL ACCOUNTS, PROFITS AND LOSSES
Financial year. Annual accounts
Article 20

1. The financial year of the Company shall run from the first day of April up to and including the thirty-first day of March the following year.
2. Each year within five months after the end of the Company's financial year,

save where this term is extended by a maximum of five months by the general meeting on account of special circumstances, the board of directors shall draw up the annual accounts and lay them down at the Company's office for the inspection of the shareholders. Within this term the board of directors shall also lay down for inspection the report of the board of directors, unless Section 2:396 paragraph 7 or Section 2:403 of the Dutch Civil Code applies with respect to the Company.

3. The annual accounts shall be signed by all directors. If the signature of one or more of the directors is missing, this and the reason for such absence shall be stated.

Adoption of annual accounts

Article 21

1. The annual accounts shall exclusively be adopted by the general meeting. The discharge of directors for their conduct of affairs does not automatically result from the adoption of the annual accounts, but should be dealt with as a separate item on the agenda of the general meeting, subject to the provisions in paragraph 2 of this article.
2. If all shareholders are also directors of the Company, the annual accounts shall be deemed to have been adopted in accordance with paragraph 1 of this article if the annual accounts have been signed by all directors, provided that all persons with meeting rights have been given the opportunity to peruse the annual accounts which have been drawn up, and have agreed to this manner of adoption in accordance with Section 2:238 paragraph 1 of the Dutch Civil Code. In deviation of the provisions set out in paragraph 1 of this article, this adoption also serves the discharge of the directors.

Auditor

Article 22

1. The Company may give an assignment to an auditor as referred to in Section 2:393 of the Dutch Civil Code to audit the annual accounts prepared by the board of directors in accordance with paragraph 3 of such Section provided that the Company shall give such assignment if the law so requires.
2. The general meeting shall be authorized to give the assignment referred to above. If the general meeting fails to do so, then the board of directors shall be authorized.
3. The assignment given to the auditor may be revoked by the general meeting and by the corporate body which has given such assignment. The assignment may only be revoked for good reasons with due observance of Section 2:393 paragraph 2 of the Dutch Civil Code.

4. The auditor shall report on his audit to the board of directors and shall report on the results of his examination, in an auditor's statement, regarding the accuracy of the annual accounts.

Profits and losses. Distribution

Article 23

1. The general meeting may resolve on the allocation of the profits as determined by the adoption of the annual accounts and to declare distributions, if and to the extent that the Company's shareholders' equity exceeds the sum of the reserves which must be maintained by virtue of the law or these articles of association.
2. The resolution to declare a distribution does not have any effect without the prior approval of the board of directors. The board of directors shall only refuse its approval, if it knows or should reasonably foresee that the Company, following the distribution, can no longer continue to meet its due and payable debts.

CHAPTER VI: STRUCTURAL AMENDMENTS

Amendment of the articles of association, merger, demerger and conversion

Article 24

1. The general meeting shall be authorized to resolve to amend the articles of association or to convert the Company into a different legal entity, subject to the relevant provisions of the law.
2. The Company may be a party to a legal merger or a legal demerger. A resolution to merge or demerge will be taken by the general meeting. However, in the cases mentioned by law, the resolution to merge or to demerge may be adopted by the board of directors.
3. Furthermore, the provisions set out in Book 2 Title 7 of the Dutch Civil Code apply to the legal merger and legal demerger.

Dissolution and liquidation

Article 25

1. The general meeting shall be authorized to resolve to dissolve the Company.
2. Unless otherwise resolved by the general meeting or unless otherwise provided by law, the directors of the Company shall be the liquidators of the Company.
3. The surplus assets remaining after all the Company's liabilities have been satisfied shall be divided among the shareholders in proportion to that part of the nominal value of the shares which each one has paid on his shares by virtue of calls made upon the shareholders.
4. The books and records of the dissolved company shall be retained by the

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person appointed by the liquidators in writing for a period of seven years after finalization of the liquidation.

Transitional provision

1. The first financial year of the Company shall end on the thirty-first day of March two thousand and twenty.
2. The transitional provision and its heading shall lapse after expiry of the first financial year.

Finally, the person appearing has stated:

1. a. The share capital issued at the Company's incorporation amounts to one hundred Euro (EUR 100), divided into one hundred (100) shares, numbered 1 up to and including 100, with a nominal value of one Euro (EUR 1) each; all of these shares have been subscribed for by the Incorporator.
   b. The shares subscribed for by the Incorporator shall be paid up by the Incorporator in cash forthwith.
   c. As first directors of the Company have been appointed:
      - mr. Amit Vijaykumar Patel, born in [redacted] and
      - mr. Dipen Vijaykumar Patel, born in [redacted]
2. Pursuant to the provisions in Section 2:203, paragraph 4 of the Dutch Civil Code, the transactions described under 1 above and the payment of the costs relating to the incorporation are binding upon the Company.

Power of attorney

The power of attorney granted to the person appearing appears from a private instrument, which shall be appended to the original of this deed (**Annex**).

End

This deed, drawn up in one original copy, was executed in Rotterdam, the Netherlands, on the date first before written.

The person appearing is known to me, Notary. I, Notary, have determined the identity of the person appearing by means of a document designated for that purpose.

After the substance of this deed had been made known and explained to the person appearing, she declared that she has noted the contents of this deed timely before its execution, agreed to its contents and did not require it to be read out in full.

Subsequently, after a partial reading in accordance with the law, this deed was immediately thereupon signed by the person appearing and by me, Notary.

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC035799

UK Establishment No. BR020884

The Registrar of Companies hereby certifies that

ATNAHS PHARMA NETHERLANDS 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 **12th December 2018**.

Companies House

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES