

LRK/GECS/124436-T/GLW

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

AMICUS UK LIMITED

(adopted by Special Resolution passed on 14 April 1998)

1. Preliminary

- 1.1 The Company is established as a private company within the meaning of Section 1(3) of the Act (as hereinafter defined) in accordance with and subject to the provisions of the Act and of the Memorandum of the Company and of the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table A being hereinafter called "Table A") with the exception of Regulations 5, 24, 25, 38, 53, 64 to 69 inclusive, 73 to 80 inclusive, 87, 93 to 96 inclusive and 118 of Table A and of any other Regulations which are inconsistent with the additions and modifications hereinafter set out.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 In these Articles the expressions "subsidiary" and "holding company" shall have the meanings ascribed thereto in Section 736 of the Act.

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2. Share Capital

- 2.1 The authorised share capital of the Company as at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

3. Allotment of Shares

- 3.1 Subject as provided herein, all unissued shares in the Company shall be at the disposal of the directors and, provided that if and so long as any company is for the time being the holding company of the Company (hereinafter referred to as "Parent Company") the prior consent in writing of the Parent Company has been obtained, the directors may allot (with or without conferring a right of remuneration), grant options over or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think fit.
- 3.2 In substitution for any existing such authority conferred on the directors, the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Act to allot and issue such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions:
- 3.2.1 the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be £98; and
- 3.2.2 this authority shall expire unless sooner revoked or altered by the Company in general meeting on the fifth anniversary of the date of adoption of these Articles provided that the Company may, before the expiry of this authority, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
- 3.3 In accordance with Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to allotments by the Company of equity securities (as defined in Section 94 of the Act).

4. Transfer of Shares

The directors shall register any transfer of any share which is presented for registration duly stamped.

5. Notice of General Meetings

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- 5.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- 5.2 in case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

Such agreement must be signed by the requisite percentage of members specified above, which consent and signature may be evidenced by letter, electronic mail, facsimile, or otherwise in writing and may consist of several documents in the like form consented to and signed by one or more members as the directors may from time to time resolve to permit. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

6. General Meetings

If and so long as the Company has for the time being a Parent Company, the Parent Company's representative shall constitute a quorum and Regulation 40 of Table A shall be modified accordingly.

7. If the Company shall have only one member, these Articles shall (in the absence of an express provision to the contrary) apply with such modification as may be necessary and in particular:-

7.1 one member present in person or by proxy shall be a quorum; and

7.2 a proxy for such member shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

8. Subject to the provisions of the Articles a member may participate in a meeting of the Company by means of conference telephone or similar communications equipment whereby all the members participating in the meeting can hear each other, and the members participating in a meeting in this manner shall be deemed to be present in person at such a meeting.

9. Members' Resolutions

A resolution in writing which has been consented to and signed by or on behalf of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present (which consent and signature may be evidenced by letter, electronic mail, facsimile, or otherwise in writing as the directors may from time to time resolve to permit) shall be as effective as a resolution passed at a meeting of members duly convened and held and may consist of several documents in the same terms each consented to by one or more members.

10. Directors

The number of directors other than alternate directors shall not be subject to any maximum but shall not be less than three.

11. If and so long as the Company has for the time being a Parent Company, the power to appoint directors whether to fill casual vacancies or add to the Board or otherwise and the power to remove any director, howsoever appointed, shall (subject to the provisions of Regulation 81 of Table A) reside exclusively in such Parent Company. Any such appointment or removal shall be effected by instrument in writing signed on behalf of the Parent Company by one of its directors duly authorised in that regard and shall be effective forthwith upon the receipt of such instrument at the registered office of the Company.

12. Borrowing Powers

The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge the whole or any part of its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

13. Powers and Duties of Directors

No director shall be disqualified from his office by reason of his contracting with the Company or holding any office (except that of Auditor) under or being employed by the Company nor shall any such contract, office, or employment, nor any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any director shall be a director or member or otherwise interested, nor any other matter in which any director shall have any interest be affected or avoided or voidable by reason of his holding that office or of the fiduciary relationship thereby established and any director so contracting, holding office or being employed or being so interested shall be counted in the quorum present at any meeting of the directors and shall be entitled to deliberate and vote in respect of any such contract, office, employment, arrangement or matter, provided always that his interest shall be disclosed in manner provided by Section 317 of the Act. For the purpose of this Article, a general notice given to the directors of the Company by a director to the effect that he is a director or member of a specified company or firm and is to be regarded as interested in any contracts made with that company or

firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made.

14. Provided that if and so long as the Company has for the time being a Parent Company, the powers conferred by this Article shall be exercisable only with the prior consent in writing of such Parent Company, the directors may:-

- 14.1 establish or concur or join with any companies (being the Parent Company or subsidiary companies of the Parent Company or companies with which the Company is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the next following sub-Article shall include any director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities) and ex-employees of the Company and of any such other companies and their dependants, or any class or classes of such persons; and

- 14.2 pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms or conditions) of pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding sub-Article. Any such pension or benefit may, as the directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

15. Proceedings of Directors

Subject to the provisions of these Articles, a director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the directors participating in the meeting can hear each other, and the directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.

16. A resolution in writing which has been consented to and signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors (which consent and signature may be evidenced by letter, electronic mail, facsimile, or otherwise in writing as the directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the same terms each consented to by one or more directors, but a resolution signed by an alternate director need not also be signed by his appointor, and if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

17. Disqualification of Directors

No person shall be disqualified from being appointed a director in accordance with the provisions of these Articles by reason of having attained the age of 70 years or any other age, nor shall special notice or other special formality be required on that account. No director shall vacate his office by reason only of age.

18. Alternate Directors

Any company entitled for the time being pursuant to Article 11 hereof to appoint and remove directors of the Company shall be entitled to appoint any person to be an alternate director of the Company and to remove any alternate director so appointed, any such appointment or removal being effected in the manner provided in Article 11. An alternate director shall, except as regards remuneration, be subject to the provisions of these presents with regard to directors and shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the directors and of all meetings of committees of directors of which his appointor is a member and to attend and vote as a director at any such meetings at which the director for whom he is alternate is not personally present and generally to exercise and discharge as a director all of the functions, powers and duties of the director for whom he is alternate in the absence of such director. Any director acting as alternate shall have an additional vote for each director for whom he acts as alternate. An alternate director shall ipso facto

cease to be an alternate director if the director for whom he is alternate ceases for any reason to be a director.

19. Indemnity

Subject to the provisions of Section 310 of the Act, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

20. The directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported executed or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in connection with their duties, powers or offices in relation to the Company.