

# CB01

## Notice of a cross border merger involving a UK registered company



✓ **What this form is for**  
You may use this form  
to give notice of a cross border  
merger between two or more  
limited companies (including a  
UK registered company)

✗ **What this form is NOT for**  
You cannot use this form  
to give notice of a cross border  
merger between companies outside  
the European Economic Area

TUESDAY



LD6 \*L24ICBB6\* 19/03/2013 #25  
COMPANIES HOUSE

### Part 1 Company details

Company number of UK merging company	4	1	7	7	2	8	6	
Company name in full of UK merging company	CONFIRMANT LIMITED							

→ **Filling in this form**  
Please complete in typescript, or in  
bold black capitals  
  
All fields are mandatory unless  
specified or indicated by \*

### Part 2 Merging companies

Please use **Section A1** and **Section B1** to fill in the details for each merging  
company (including UK companies) Please use a CB01 continuation page to  
enter the details of additional merging companies

#### A1 Merging company details ①

Full company name	CELLTECH GROUP LIMITED							
Registered number ②	0	2	1	5	9	2	8	2
	Please enter the registered office address							
Building name/number	208							
Street	BATH ROAD							
Post town	SLOUGH							
County/Region	BERKSHIRE							
Postcode	S	L	1		3	W	E	
Country	UNITED KINGDOM							
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES							
Member state and registry ④	UNITED KINGDOM							

- ① **Merging Company details**  
Please use Section B1 to enter  
the details of the second merging  
company
- ② **Registered number**  
Please give the registered number  
as it appears in the member  
state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law  
which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter  
the name of the member state and  
the name and address of the registry  
where documents are kept

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Notice of a cross border merger involving a UK registered company

**B1****Merging company details ①**

Full company name	CHIROSCIENCE R&D LIMITED									
Registered number ②	3	5	0	3	7	5	6			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

**① Merging Company details**  
Please use a CB01 continuation page to enter the details of additional merging companies

**② Registered number**  
Please give the registered number as it appears in the member state registry

**③ Legal entity and governing law**  
Please enter the legal form and law which applies to the company

**④ Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

**Part 3****Details of meetings ⑤**

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors)

Details of meeting										
Date	d <sub>2</sub>	d <sub>1</sub>	m <sub>0</sub>	m <sub>5</sub>	y <sub>2</sub>	y <sub>0</sub>	y <sub>1</sub>	y <sub>3</sub>		
Time	11 00									
Place	208 Bath Road, Slough, Berkshire, SL1 3WE									
Details of meeting										
Date	d	d	m	m	y	y	y	y		
Time										
Place										
Details of meeting										
Date	d	d	m	m	y	y	y	y		
Time										
Place										
Details of meeting										
Date	d	d	m	m	y	y	y	y		
Time										
Place										

**⑤ Details of meetings**  
For additional meetings held under regulation 11, please use a CB01 continuation page

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Notice of a cross border merger involving a UK registered company

## Part 4 Terms of merger and court orders

<b>C1</b>	<b>Terms of merger</b>				
	<p>You must either</p> <ul style="list-style-type: none"><li>- enclose a copy of the draft terms of merger, or,</li><li>- give details (below) of a website on which the draft terms are available ①</li></ul>				
Website address	<table border="1"><tr><td></td></tr><tr><td></td></tr><tr><td></td></tr></table>				<p><b>① Draft terms of merger on a website</b> In order to be able to give notice of draft terms of merger on a website, the following conditions must be met</p> <ul style="list-style-type: none"><li>- the website is maintained by or on behalf of the UK merging company,</li><li>- The website identifies the UK merging company;</li><li>- no fee is required to access the draft terms of merger;</li><li>- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members</li></ul>

<b>C2</b>	<b>Court orders</b>	
	<p>If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors</p>	

## Part 5 Signature

<b>D1</b>	<b>Signature</b>							
	<p>I am signing this form on behalf of the UK merging company</p>							
Signature	<table border="1"><tr><td>Signature</td><td></td><td>X</td></tr><tr><td colspan="3">This form may be signed by a director of the UK merging company on behalf of the Board</td></tr></table>	Signature		X	This form may be signed by a director of the UK merging company on behalf of the Board			
Signature		X						
This form may be signed by a director of the UK merging company on behalf of the Board								

**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 ASM/BLB

Company name OLSWANG LLP

Address 90 HIGH HOLBORN

Post town

County/Region

Postcode W C 1 V 6 X X

Country

DX 37972 Kingsway

Telephone 020 7067 3000

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following**

- ☐ The company name and number of the UK merging company match the information held on the public Register
- ☐ You have completed the details of each merging company in Part 2
- ☐ You have completed Part 3
- ☐ You have completed Part 4 and (if applicable) enclosed the relevant documents
- ☐ You have signed the form in Part 5

**Important information**

**Please note that all information on this form will appear on the public record.**

**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**

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in 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)

**For companies registered in 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

**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

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Notice of a cross border merger involving a UK registered company

## Part 2 Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	CELLTECH PHARMA IRELAND LIMITED									
Registered number ②	2	7	4	4	2	6				
	Please enter the registered office address									
Building name/number	UNITED DRUG HOUSE									
Street	MAGNA DRIVE									
	MAGNA BUSINESS PARK, CITY ROAD WEST									
Post town	DUBLIN 24									
County/Region										
Postcode										
Country	IRELAND									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF IRELAND									
Member state and registry ④	THE COMPANIES REGISTRATION OFFICE, PARNELL HOUSE 14 PARNELL SQUARE, DUBLIN 1									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	VIKING TRADING CO LIMITED									
Registered number ②	0	2	1	9	7	3	5			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

### Part 2

### Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	UCB WATFORD LIMITED									
Registered number ②	1	9	2	8	4	9	8			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	CELLTECH PHARMA EUROPE LIMITED									
Registered number ②	2	6	4	9	4	1	9			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept



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## Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	EVANS HEALTHCARE LIMITED									
Registered number ②	2	0	2	3	2	1	5			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

**① Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company

**② Registered number**  
Please give the registered number as it appears in the member state registry

**③ Legal entity and governing law**  
Please enter the legal form and law which applies to the company

**④ Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

### Part 2

### Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	MEDEVA INTERNATIONAL LIMITED									
Registered number ②	2	6	1	8	3	3	8			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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## Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details ①

	Please fill in the following details for each merging company (including UK companies)									
Full company name	CONFIRMANT LIMITED									
Registered number ②	4	1	7	7	2	8	6			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	OXFORD GLYCOSCIENCES (UK) LIMITED									
Registered number ②	2	2	7	1	9	3	5			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details

	Please fill in the following details for each merging company (including UK companies)									
Full company name	CHIROSCIENCE GROUP LIMITED									
Registered number	2	8	3	7	8	1	6			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry	UNITED KINGDOM									

- ❶ **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ❷ **Registered number**  
Please give the registered number as it appears in the member state registry
- ❸ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ❹ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

## Part 2 Merging company details •

	Please fill in the following details for each merging company (including UK companies)									
Full company name	CELLTECH JAPAN LIMITED									
Registered number ②	3	7	3	1	1	2	2			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

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Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	MEDEVA LIMITED									
Registered number ②	2	0	8	6	5	3	0			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE COMPANY LIMITED BY SHARES EXISTING UNDER									
	THE LAWS OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entity and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
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Notice of a cross border merger involving a UK registered company

### Part 2 Merging company details ①

	Please fill in the following details for <b>each</b> merging company (including UK companies)									
Full company name	FIPAR									
Registered number ②	5	3	6	9	5	2	2			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE UNLIMITED COMPANY EXISTING UNDER THE LAWS									
	OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
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For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept



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Notice of a cross border merger involving a UK registered company

## Part 2 Merging company details ①

	Please fill in the following details for each merging company (including UK companies)									
Full company name	OXFORD GLYCOSCIENCES									
Registered number ②	2	7	2	3	5	2	7			
	Please enter the registered office address									
Building name/number	208									
Street	BATH ROAD									
Post town	SLOUGH									
County/Region	BERKSHIRE									
Postcode	S	L	1		3	W	E			
Country	UNITED KINGDOM									
Legal form and law ③	PRIVATE UNLIMITED COMPANY EXISTING UNDER THE LAWS									
	OF ENGLAND AND WALES									
Member state and registry ④	UNITED KINGDOM									

- ① **Merging company details**  
Please use a separate CB01 continuation page for details of each additional merging company
- ② **Registered number**  
Please give the registered number as it appears in the member state registry
- ③ **Legal entry and governing law**  
Please enter the legal form and law which applies to the company
- ④ **Member state and registry**  
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept

**IN THE HIGH COURT OF JUSTICE**

**No 1451 of 2013**

**CHANCERY DIVISION**

**COMPANIES COURT**

**REGISTRAR BARBER**



**14 March 2013**

**IN THE MATTER OF CONFIRMANT LIMITED**

**AND**

**IN THE MATTER OF THE COMPANIES (CROSS BORDER MERGERS) REGULATIONS 2007**

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**ORDER**

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**UPON THE APPLICATION** by Part 8 Claim Form (the "**Claim Form**") of the above-named CONFIRMANT LIMITED (the "**Company**")

**AND UPON HEARING** Counsel for the Company

**AND UPON READING** the said Claim Form and the evidence

**IT IS ORDERED** pursuant to Regulation 13 of the Companies (Cross-Border Mergers) Regulations 2007 (the "**UK Regulations**") that the Company has permission to convene a meeting of its members such meeting to be held in accordance with its constitution or in such other manner as the Company and its sole shareholder may agree

**AND, IT IS ORDERED** that the Claim Form be adjourned to a date to be fixed

**No. 1451 of 2013**

**IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT**

**IN THE MATTER OF CONFIRMANT  
LIMITED**

**AND IN THE MATTER OF THE COMPANIES  
(CROSS-BORDER MERGERS)  
REGULATIONS 2007**

---

**ORDER**

---

**OLSWANG**

**90 High Holborn  
London  
WC1V 6XX**

**Solicitors to the Claimant**

**THIS DOCUMENT COMPRISES THE DRAFT TERMS OF A PROPOSED CROSS-BORDER  
MERGER BETWEEN CELLTECH GROUP LIMITED AND EACH OF THE COMPANIES LISTED  
IN SCHEDULE 2 FOR THE PURPOSES OF REGULATION 7 OF THE COMPANIES (CROSS-  
BORDER MERGERS) REGULATIONS 2007 AND IN ACCORDANCE WITH REGULATION 5  
OF THE EUROPEAN COMMUNITIES (CROSS-BORDER MERGERS) REGULATIONS 2008**

**OLSWANG**

**DRAFT TERMS  
OF A PROPOSED CROSS-BORDER MERGER OF  
CELLTECH GROUP LIMITED  
AND  
EACH OF THE COMPANIES LISTED IN SCHEDULE 2**

Olswang LLP  
90 High Holborn  
London WC1V 6XX

T +44 (0) 20 7067 3000  
F +44 (0) 20 7067 3999  
DX 37972 Kingsway

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[www.olswang.com](http://www.olswang.com)

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## 1 DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise

**"Celltech"** means Celltech Group Limited, a UK private limited company (the Transferee Company),

**"Conditions"** means the conditions which must be satisfied before the Merger can become effective as more fully described in paragraph 3.7 below,

**"Directive"** means the Directive of the European Parliament and of the Council of 26 October 2005 on cross-border mergers of limited liability companies (2005/56/EC),

**"Draft Terms of Merger"** means this document,

**"Effective Date"** means the date specified in the Final Order on which the consequences of the Merger as set out in regulation 17(1) of the UK Regulations are to have effect,

**"English Court"** means the High Court of Justice of England and Wales,

**"Final Order"** means the order made by the English Court under regulation 16 of the UK Regulations pursuant to which the English Court approves completion of the Merger and fixes the Effective Date,

**"IreCo"** means Celltech Pharma Ireland Limited, an Irish private limited company and one of the Transferor Companies,

**"Ireland"** means the Republic of Ireland,

**"Irish Court"** means the High Court of Ireland,

**"Irish Regulations"** means the European Communities (Cross-Border Mergers) Regulations 2008,

**"Merger"** means the proposed cross-border merger between Celltech and each of the Transferor Companies under the relevant provisions of the UK Regulations and the Irish Regulations, pursuant to which the Transferor Companies, will transfer all of their assets and liabilities to Celltech, as the Transferee Company, and the Transferor Companies are dissolved without going into liquidation,

**"Remaining Transferor Companies"** means all the Transferor Companies save for the Unlimited Companies and a reference to **"Remaining Transferor Company"** is a reference to any one of them,

**"Transferee Company"** means the company to which assets and liabilities of each Transferor Company are to be transferred by way of a cross-border merger (Celltech),

**"Transferor Companies"** means the companies listed in schedule 2 whose assets and liabilities are to be transferred by way of a cross-border merger and a reference to **"Transferor Company"** is a reference to any one of them,

**"UCB(I)"** means UCB (Investments) Limited, a UK private limited company with registered number 1106309,

**"UK"** means the United Kingdom of Great Britain and Northern Ireland,

**"UK Regulations"** means the Companies (Cross-Border Mergers) Regulations 2007,

**"UK Transferor Companies"** means all the Transferor Companies save for IreCo,

**"Unlimited Companies"** means Fipar and Oxford Glycosciences (listed in part 2 of schedule 2),

**"£"** means pounds sterling, the lawful currency of the UK, and

**"€"** means the euro, the lawful currency of Ireland

## **2 INTRODUCTION**

2 1 It has been proposed by the board of directors of Celltech and each of the Transferor Companies that a cross-border merger of Celltech and the Transferor Companies be effected pursuant to the UK Regulations and Irish Regulations which implement the Directive in the UK and Ireland respectively Further details of the terms of the Merger are set out in paragraph 3 below Further details regarding Celltech and the Transferor Companies are set out in paragraphs 4 and 5 below and schedule 2 to the Draft Terms of Merger

2 2 This document comprises the draft terms of the Merger for the purposes of regulation 7 of the UK Regulations and regulation 5 of the Irish Regulations

## **3 THE MERGER**

### **Details of the Merger**

3 1 The Merger is intended to be

3 1 1 for the purposes of the UK Regulations, a merger by absorption, and

3 1 2 for the purposes of the Irish Regulations, a merger by acquisition,

such that, subject to the satisfaction of the Conditions, each of the Transferor Companies will transfer all of its assets and liabilities to Celltech, as the Transferee Company and the Transferor Companies will be dissolved without going into liquidation

### **Share exchange ratio**

3 2 At the date of this document, each of the Transferor Companies and the Transferee Company is a wholly owned subsidiary of UCB(I) It is intended that Celltech will allot

shares to UCB(I) as consideration for the assets and liabilities of each Transferor Company. There will be no cash payment made in connection with the Merger.

- 3.3 Celltech will allot ordinary shares to UCB(I) for the assets and liabilities of the Transferor Companies. The share exchange ratio for each Transferor Company is set out in schedule 2.
- 3.4 UCB(I) will be entitled, with respect to its holding of the shares to be allotted pursuant to paragraph 3.3, to participate in the profits of Celltech from the Effective Date.
- 3.5 In accordance with regulation 7(4)(a) of the UK Regulations and regulation 5(4) of the Irish Regulations, no shares in the Transferee Company will be allotted to any of the Transferor Companies or the Transferee Company.
- 3.6 Neither Celltech nor any of the Transferor Companies have any shareholders who have any special rights or restrictions attached to their shares, and there are no holders of securities other than shares representing the share capital of Celltech or the Transferor Companies nor are any measures proposed and provided for concerning any such special rights or restrictions (within the meaning of regulation 7(2)(g) of the UK Regulations and regulation 5(2)(f) of the Irish Regulations).

#### **Conditions**

- 3.7 Completion of the Merger is conditional upon satisfaction of a number of requirements specified in the UK Regulations, including
  - 3.7.1 pursuant to regulation 13 of the UK Regulations, approval of these Draft Terms of Merger by a majority in number, representing 75% in value of the members present and voting either in person or by proxy at shareholder meetings for each of the UK Transferor Companies and the Transferee Company summoned under regulation 11 of the UK Regulations,
  - 3.7.2 pursuant to regulation 6 of the UK Regulations, an order having been made by the English Court that each of the UK Transferor Companies and the Transferee Company have completed properly the pre-merger acts and formalities, and
  - 3.7.3 pursuant to regulation 16 of the UK Regulations, an order having been made by the English Court approving the Merger and fixing the date on which the Merger is to become effective.

#### **Effective Date**

- 3.8 The Merger will become effective on the Effective Date when the consequences of the Merger as set out in regulation 17(1) of the UK Regulations and regulation 19(1) of the Irish Regulations, which will comprise the following, will take effect
  - 3.8.1 the assets and liabilities of the Transferor Companies will be transferred to Celltech, and



3 8 2 the Transferor Companies will be dissolved without going into liquidation

**Assets and liabilities of the Transferor Companies to be transferred**

- 3 9 The annual accounts for the year ended 31 December 2011 and the management accounts for the month ending 31 December 2012 have been used for preparing and determining the Draft Term of Merger for both Celltech and each of the Transferor Companies (in accordance with regulation 7(2)(l) of the UK Regulations and regulation 5(2)(k) of the Irish Regulations)
- 3 10 The date from which the transactions of each Transferor Companies are to be treated for accounting purposes as being those as Celltech is 1 January 2013 and this date is therefore to be considered the "Merger Record Date" (in accordance with regulation 7(2)(f) of the UK Regulations and regulation 5(2)(e) of the Irish Regulations)
- 3 11 The assets and liabilities have been valued at and will be transferred at their book value as at 31 December 2012 (for the purposes of regulation 7(2)(k) of the UK Regulations and regulation 5(2)(j) of the Irish Regulations)

**Likely effects of the Merger on employment and employees**

- 3 12 As at the date of this document, neither Celltech nor any of the Transferor Companies has any employees and there are no employee representative bodies or works councils established within either Celltech or any of the Transferor Companies. Accordingly, the Merger will have no repercussions or effects on employees or employment. On the foregoing basis, there are no procedures by which any employee participation rights are to be determined and accordingly no statements are required to be made in the Draft Terms of Merger (in accordance with and for the purposes of regulation 7(2)(j)) of the UK Regulations and regulation 5(2)(i) of the Irish Regulations))

**Independent expert's report**

- 3 13 The Transferor Companies and the Transferee Company are wholly owned subsidiaries of UCB(l) and UCB(l) has expressed a willingness to waive the independent expert's report on the reasonableness of the share exchange ratio referred to in regulation 9(1) of the UK Regulations and regulation 7(1) of the Irish Regulations. UCB(l) will confirm, by way of letter of waiver, that it does not require an independent expert's report

**Directors' benefits**

- 3 14 No amount or benefit (in cash or otherwise) or other special advantages have been or are intended to be paid, made or granted to any director of Celltech or any of the Transferor Companies or to any member of the administrative, management, supervisory or controlling organ of Celltech, any of the Transferor Companies or any independent expert, in either case, as a consequence of the Merger

#### **4 INFORMATION ON CELLTECH**

##### **Legal form, company name and registered office**

- 4 1 Celltech is a private company limited by shares incorporated and existing under the laws of England and Wales under the company name Celltech Group Limited, which has its registered office at 208 Bath Road, Slough, Berkshire, SL1 3WE and is registered with the Registrar of Companies for England and Wales under the number 2159282

##### **Share capital**

- 4 2 As at the date of this document Celltech's issued share capital comprises 287,343,586 ordinary shares of £0 50 each, all of which are registered in the name of UCB(I)

##### **Constitutional documents of Celltech**

- 4 3 The articles of association of Celltech as at the date of this document, and which will apply on the Effective Date, are set out in and attached at schedule 1

#### **5 INFORMATION ON THE TRANSFEROR COMPANIES**

##### **Legal form, company name and registered office**

- 5 1 Details on the legal form, company name and registered office for each of the Transferor Companies are set out and attached at schedule 2

##### **Share capital**

- 5 2 Details on the share capital of each of the Transferor Companies are set out and attached at schedule 2

##### **Share exchange ratio**

- 5 3 Details on the share exchange ratio for each of the Transferor Companies are set out and attached at schedule 2

##### **The Unlimited Companies**

- 5 4 It is intended that the Merger will be a merger of each of the Transferor Companies and the Transferee Company. If the English Court or the Irish Court determines that the Unlimited Companies cannot be parties to the Merger, the Merger shall take effect and these Draft Terms of Merger shall be deemed amended as follows

5 4 1 references to "Transferor Companies" or "Transferor Company" shall be deemed to refer to "Remaining Transferor Companies" or "Remaining Transferor Company", respectively, and

5 4 2 references to "schedule 2" shall be deemed to refer to "schedule 2, part 1" save for the reference to "schedule 2" in the definition of "Unlimited Companies" will shall remain unchanged

## SCHEDULE 2

### The Transferor Companies

#### Part 1

#### Chiroscience R&D Limited

<b>Name</b>	Chiroscience R&D Limited
<b>Registered number</b>	3503756
<b>Legal form and law by which it is governed</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	2 ordinary shares of £1 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Chiroscience R&D Limited

#### Medeva Limited

<b>Name</b>	Medeva Limited
<b>Registered number.</b>	2086530
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	359,018,045 ordinary shares of £0.10 each
<b>Share exchange ratio.</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Medeva Limited

### Celltech Japan Limited

<b>Name</b>	Celltech Japan Limited
<b>Registered number:</b>	3731122
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	2 ordinary shares of £1 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Celltech Japan Limited

### Chiroscience Group Limited

<b>Name</b>	Chiroscience Group Limited
<b>Registered number:</b>	2837816
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	115,537,657 preferred ordinary shares of £0.10 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Chiroscience Group Limited

### Oxford Glycosciences (UK) Limited

<b>Name</b>	Oxford Glycosciences (UK) Limited
<b>Registered number</b>	2271935
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	4,252,854 ordinary shares of £0.01 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Oxford Glycosciences (UK) Limited

### Confirmant Limited

<b>Name</b>	Confirmant Limited
<b>Registered number</b>	4177286
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	30,000,000 ordinary shares of £1 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Confirmant Limited

### Medeva International Limited

<b>Name</b>	Medeva International Limited
<b>Registered number:</b>	2618338
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	16,860,696 ordinary shares of £0 10 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Medeva International Limited

### Evans Healthcare Limited

<b>Name</b>	Evans Healthcare Limited
<b>Registered number:</b>	2023215
<b>Legal form and law by which it is governed</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	13, 041,640 ordinary shares of £0 10 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Evans Healthcare Limited

### Celltech Pharma Europe Limited

<b>Name</b>	Celltech Pharma Europe Limited
<b>Registered number:</b>	2649419
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital.</b>	33,655,892 ordinary shares of £1 each
<b>Share exchange ratio.</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Celltech Pharma Europe Limited

### UCB Watford Limited

<b>Name</b>	UCB Watford Limited
<b>Registered number:</b>	1928498
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital.</b>	300,100 ordinary shares of £1 each and 1,200,000 redeemable cumulative preference shares of £1 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of UCB Watford Limited

### Viking Trading Co. Limited

<b>Name</b>	Viking Trading Co Limited
<b>Registered number:</b>	219735
<b>Legal form and law by which it is governed:</b>	Private company limited by shares existing under the laws of England and Wales
<b>Registered office.</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital.</b>	7,723,175 ordinary shares of £1 each and 11,976,524 cumulative preference shares of £1 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Viking Trading Co Limited

### Celltech Pharma Ireland Limited

<b>Name</b>	Celltech Pharma Ireland Limited
<b>Registered number.</b>	274426
<b>Legal form and law by which it is governed.</b>	Private company limited by shares existing under the laws of Ireland
<b>Registered office:</b>	United Drug House, Magna Drive, Magna Business Park, City RoadWest, Dublin 24, Ireland
<b>Register in which it is entered (including details of the relevant State):</b>	The Companies Registration Office (Ireland)
<b>Issued share capital:</b>	260,363,103 ordinary shares of US\$ 1 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Celltech Pharma Ireland Limited



## Part 2

### Oxford Glycosciences

<b>Name</b>	Oxford Glycosciences
<b>Registered number:</b>	2723527
<b>Legal form and law by which it is governed:</b>	Private unlimited company existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	56,862,894 ordinary shares of £0.05 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Oxford Glycosciences

### Fipar

<b>Name</b>	Fipar
<b>Registered number:</b>	5369522
<b>Legal form and law by which it is governed:</b>	Private unlimited company existing under the laws of England and Wales
<b>Registered office:</b>	208 Bath Road, Slough, Berkshire, SL1 3WE
<b>Issued share capital:</b>	1,000,000 ordinary shares of US\$1 each
<b>Share exchange ratio:</b>	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Fipar