

~~THE COMPANIES ACT 1985~~

~~A PUBLIC COMPANY LIMITED BY SHARES~~

~~MEMORANDUM OF ASSOCIATION~~

~~OF~~

~~SKYEPHARMA PLC~~

~~(As amended by Special Resolution passed on 27 July 1966, by Resolution of the Board passed on 19 January 1982 and by Special Resolution passed on 19 October 1987).~~

~~1. The Company's name is "DJEMBER HOLDINGS PLC".<sup>†</sup>~~

~~2. The Company is to be a public company.~~

~~3. The Company's registered office is to be situated in England.~~

~~4. The objects for which the Company is established are:~~

~~—— (A) To acquire and hold for investment shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or aboard, and to leave money on deposit or otherwise with any Bank or Building Society and to act as and perform all the functions of a holding company or investment company.~~

~~—— (B) To carry on the business of wholesale and retail pharmacists, consulting, analytical, manufacturing, pharmaceutical, dispensing and general chemists, druggists, manufacturers, compounders, refiners, owners and vendors of and dealers in all kinds of drugs, chemicals, pharmaceutical, medicinal, general, remedial, alleviative, restorative and chemical preparations, articles and compounds; to acquire rights in formulations and carry on development of medicines, to be proprietors and managers of health and other care clinics and centres offering consultancy, remedial and therapeutic treatment; to be~~

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<sup>†</sup> ~~The Company's name was changed to Black & Edgington Group PLC on 31 December 1991 and to SkyePharma PLC on 8 January 1996.~~

~~agents for and manufacturers, importers and exporters of and dealers in medical, surgical, electrical, chemicals photographic and scientific apparatus, appliances and materials of all kinds; and generally to offer any supplies or services which may be required by persons, firms, companies, organisations and authorities having dealings with the Company; to carry out researches, investigations and experimental work of every description and to develop, manufacture, distribute and otherwise deal in howsoever any materials, substances, products, subjects or items connected with or calculated to benefit any of the business of the Company, and to manufacture, buy, sell, install, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being dealt with for the purposes of the businesses of the Company or any of them.~~

- ~~(C) — (1) To carry on business as iron founders, steel makers, refiners and rollers, blast furnace proprietors, smelters, tinplate makers, brass, copper, bronze, lead and zinc workers, and metal and alloy makers, refiners and workers generally, colliery and mine proprietors, shipowners, shipbuilders, dock proprietors, barge owners, lightermen, wharfingers, warehousemen, storekeepers, shipping and forwarding agents, carriers, garage proprietors, oil merchants, engineers, electricians, metallurgists, metal merchants, machinery merchants, joiners and woodworkers, wood and timber merchants, coal, coke and fuel merchants, manufacturing chemists, quarry owners and stone, sand, gravel, lime and cement merchants, glass manufacturers, brick and tile makers, pottery proprietors, metallic residue and by-product dealers, ironmongers and hardware dealers.~~
- ~~———— (2) To carry on business as manufacturers of, and dealers in, forgings, castings, steel and armour plates, locomotives, boilers engines, turbines, dynamos, motors, pumps, wagons, carriages, machinery, tools and metal goods and plant and apparatus of all descriptions.~~
- ~~———— (3) To search for, win, work, get, raise, import, crush, manipulate and prepare for the market, iron and other ore, coal, clay and minerals generally.~~
- ~~———— (4) To acquire whether by way of manufacture purchase leasing or otherwise and to erect assemble dismantle hire out sell or otherwise dispose or contract for the provision of tubular steel barriers scaffolding and other like articles materials or equipment.~~
- ~~———— (D) To carry on the business of general merchants, to buy, sell, manufacture and deal in goods, stores and consumable articles of all kinds, both wholesale and retail, and to transact every kind of agency business, including, without limiting the generality of the foregoing commission agents, passenger and cargo brokers, shop freight and insurance brokers and agents and land, sea and air transportation agents generally.~~
- ~~———— (E) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be consideration expedient.~~
- ~~———— (F) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other Company.~~

- ~~—— (G) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.~~
- ~~—— (H) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.~~
- ~~—— (I) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.~~
- ~~—— (J) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.~~
- ~~—— (K) To lend or advance money or give credit to such persons or companies and on such terms and on as may be considered expedient, and to receive money on deposit or loan from any person or company.~~
- ~~—— (L) To borrow or raise money on such terms and on such security as may be considered expedient and, in particular, but without limiting the generality of the foregoing, by the issue or deposit of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital.~~
- ~~—— (M) To give indemnity for, or to guarantee, support or secure the performance of all or any of the obligations of any person or company whether by personal covenant or by mortgage, charge or lien on the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled capital, or by all or any of such methods; and in particular, but without limiting the generality of the foregoing, to give indemnity for, or to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien, or by all or any of such methods, the performance of all or any of the obligations (including the repayment or payment of the principal and premium of, and interest on, any securities) of any company which is for the time being the Company's holding company or subsidiary or another subsidiary or any such holding company.~~
- ~~—— (N) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.~~
- ~~—— (O) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without~~

~~deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.~~

- ~~——(P) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose which may be considered expedient.~~
- ~~——(Q) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient~~
- ~~——(R) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know how and inventions and any interest therein.~~
- ~~——(S) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.~~
- ~~——(T) To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds, or retirement benefit schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.~~
- ~~——(U) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.~~
- ~~——(V) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging, a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.~~

- ~~—— (W) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.~~
- ~~—— (X) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation as may be considered expedient.~~
- ~~—— (Y) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.~~
- ~~—— (Z) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and established of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.~~
- ~~—— (AA) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.~~
- ~~—— (BB) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise. It is hereby declared (1) that the expressions “subsidiary” and “holding company” where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word “company” in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.~~

~~5. The liability of the members is limited.~~

6. ~~The Capital of the Company is £100,000 divided into 100,000 shares of £1 each<sup>2</sup>. The Company has power from time to time to increase or reduce its Capital and to issue any Shares in the original or increased Capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges or conditions or to subject the same to any restrictions or limitations. Provided always that if and whenever the Capital of the Company is divided into Shares of various classes, the rights and privileges of any class shall not be modified or varied, except in the manner following, namely: Any such modification or variation may be effected when sanctioned by an Extraordinary Resolution of the holders of the Shares of such class passed at a separate meeting of such holders at which there shall be present in person, or represented by proxy, the holders of not less than three fourths of the issued Shares of such class.~~

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<sup>2</sup> ~~At the date of reprinting this Memorandum of Association the Company's share capital is £111,400,000 divided into 1,090,000,000 Ordinary Shares of 10p each and 12,000,000 "A" Deferred Shares of 10p each and 12,000,000 "B" Deferred Shares of 10p each.~~