

CRO

COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



Gazette

ISSUE ID:0002012/H/15
CROSS BORDER MERGER GAZETTE
12th April 2013

European Communities (Cross Border Merger) Regulations 2008

Notice is hereby given that in accordance with Regulation 8 of the European Communities (Cross Border Merger) Regulations 2008, which gives effect to Council Directive No. 2005/56/EC, notice was received by the Registrar of Companies on 8 April 2013 of a proposed merger between the following companies:

Celltech Pharma Ireland Limited (registered in Ireland Company number 274426) and

Celltech Group Limited, kept in the Register of England and Wales under company number 02159282

Chiroscience R&D Limited, Kept in the Register of England and Wales under registration number 03503756.

Medeva Limited , kept in the Register of England and Wales under registration number 02086530.

Celltech Japan Limited Kept in the Register of England and Wales under registration number 03731122.

Chiroscience Group Limited, kept in the Register of England and Wales under registration number 02837816.

Oxford Glycossiences (UK) Ireland , kept in the Register of England and Wales under registration number 02271935

Confirmant Limited, kept in the Register of England and Wales under registration number 04177286.

Medeva International Limited, kept in the Register of England and Wales under registration number 02618338.

Evans Healthcare Limited, kept in the Register of England and Wales under registration number 02023215.

Celltech Pharma Europe Limited, kept in the Register of England and Wales under registration number 02649419.

UCB Watford Limited, kept in the Register of England and Wales under registration number 01928498.

Viking Trading CO. Limited ,kept in the Register of England and Wales under registration number 00219735.

Oxford Glycossiences , kept in the Register of England and Wales under registration number 02723527.

Fipar , kept in the Register of England and Wales under registration number 05369522.

The Form CBM1 which contains the details required by Regulation 8(1)(b) is set out below.

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

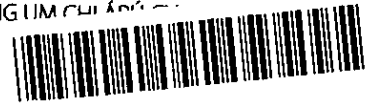
The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 12 noon at the registered office of Celltech Pharma Ireland Limited, United Drug House, Magna Drive, Magna Business Park, City Road West, Dublin 24.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 12 noon at the registered office of Celltech Pharma Ireland Limited, United Drug House, Magna Drive , Magna Business Park, City Road West , Dublin 24.

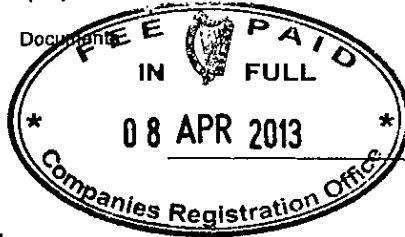
Registrar of Companies

Draft terms of formation of Cross-Border Merger involving an Irish registered company
 Regulation 8 (1) of the European Communities (Cross-Border Mergers) Regulations 2008
 S249A Companies Act 1990 (inserted by s107 Company Law Enforcement Act 2001)
 Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

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5620219



CRO receipt date stamp
 Companies Acts 1963 to 2012

CBM1

Company number

2 7 4 4 2 6

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Company name

In full

Celltech Pharma Ireland Limited

Pursuant to Regulation 8(1) of the European Communities (Cross-Border Mergers) Regulations 2008, a copy of the Common Draft Terms is attached to this form.

Type of merger

note one

By acquisition By formation of a new company By absorption

Company details

note two

Copies of the Common Draft Terms, the Directors' Explanatory Report and the Expert's Report where relevant, are available for inspection at the registered office of the company, namely:

United Drug House, Magna Drive, Magna Business Park, City Road West, Dublin 24

Information relating to the Company is kept by the Registrar under registered number:

2 7 4 4 2 6

Legal form and law which governs the company:

Private company limited by shares incorporated under the laws of Ireland

Certification

note three

I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form CBM1.

Signature

Name *in block letters or typescript*

MARK GLYN HARAY

Date

27.03.2013

Presenter details

note four

Name

Address

DX number

Telephone number

Email

Mason Hayes & Curran	
South Bank House, Barrow Street, Dublin 4	
	DX exchange
01 615 5000	Fax number 01 614 5001
dmangan@mhc.ie	Reference number David Mangan

Particulars of the company's arrangements for exercise of the rights of creditors and members

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

Following the Merger becoming effective, Celltech Group Limited ("Celltech") expects to be in a position to pay all of its creditors before they fall due.
It is not expected that any liabilities other than those set out in the management accounts for the month ending 31 December 2012 will be incurred by the Company prior to the effective date of the merger. However, if there was any such liability incurred, it is not anticipated that there would be any material impact on creditors given that each of the Transferor Companies is solvent.
In the opinion of the directors of the Company, the creditors of the Company will not be prejudiced by the Merger.
The creditors of the Company will become creditors of Celltech on the Effective Date.

Full information on the arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies, may be obtained free of charge, from the following address:

United Drug House, Magna Drive, Magna Business Park, City Road West, Dublin 24

NOTES ON COMPLETION OF FORM CBM1

These notes should be read in conjunction with the relevant legislation.

General This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed.

Where "not applicable", "nil" or "none" is appropriate, please state.

Where the space provided on Form CBM1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

For the purposes of this form, "EEA Company" means a company governed by the law of an EEA State other than Ireland. An EEA State is a State that is a contracting party to the Agreement on the European Economic Area, signed at Oporto on 2nd May 1992, as adjusted by the Protocol signed at Brussels on the 17th March 1993, and any subsequent amendments.

"Irish registered company" refers to a company incorporated in Ireland under the Companies Acts 1963-2006 and does not include a company registered in Northern Ireland.

note one Please tick the relevant box.

note two Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose. Form B2 can be filed free of charge at www.core.ie.

note three This form must be certified by a director of the company on behalf of the Board.

note four This section must be completed by the person who is presenting Form CBM1 to the CRO. This may be either the applicant or a person on his/her behalf.

note five Where space is considered inadequate, a continuation sheet should be completed, in the same format as the relevant section.

Further information

CRO address When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. The DX number for the CRO is 145001. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts must be drawn on a bank in the Republic of Ireland.

Please *carefully* study the explanatory notes above. A Form CBM1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM CBM1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie

Attachment

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

Following the Merger becoming effective, Celltech Group Limited ("**Celltech**") expects to be in a position to pay all of its creditors as they fall due. It is not expected that any liabilities other than those set out in the management accounts for the month ending 31 December 2012 will be incurred by Celltech Pharma Ireland Limited (the "**Company**") prior to the effective date of the Merger. However, if there was any such liability incurred, it is not anticipated that there would be any material impact on creditors given that each of the transferor companies participating in the Merger is solvent. In the opinion of the directors, the interests of creditors of the Company will not be adversely affected by the merger. In the opinion of the directors of the Company, the creditors of the Company will not be prejudiced by the Merger. The creditors of the Company will become creditors of Celltech on the Effective Date.

Attachment

Arrangements made for the exercise of the rights of the creditors and any minority members of the merging companies:

Following the Merger becoming effective, Celltech Group Limited (“**Celltech**”) expects to be in a position to pay all of its creditors as they fall due. It is not expected that any liabilities other than those set out in the management accounts for the month ending 31 December 2012 will be incurred by Celltech Pharma Ireland Limited (the “**Company**”) prior to the effective date of the Merger. However, if there was any such liability incurred, it is not anticipated that there would be any material impact on creditors given that each of the transferor companies participating in the Merger is solvent. In the opinion of the directors, the interests of creditors of the Company will not be adversely affected by the merger. In the opinion of the directors of the Company, the creditors of the Company will not be prejudiced by the Merger. The creditors of the Company will become creditors of Celltech on the Effective Date.

SCHEDULE 2

The Transferor Companies

Part 1

Chiroscience R&D Limited

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

Medeva Limited

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

Celltech Japan Limited

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

Chiroscience Group Limited

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

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

Confirmant Limited

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

Medeva International Limited

Name	Medeva International Limited
Registered number:	2618338
Legal form and law by which it is governed:	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	16,860,696 ordinary shares of £0.10 each
Share exchange ratio:	100 ordinary shares in the capital of Celltech for all of the shares held by the members of Medeva International Limited

Evans Healthcare Limited

Name	Evans Healthcare Limited
Registered number:	2023215
Legal form and law by which it is governed:	Private company limited by shares existing under the laws of England and Wales
Registered office:	208 Bath Road, Slough, Berkshire, SL1 3WE
Issued share capital:	13, 041,640 ordinary shares of £0.10 each
Share exchange ratio:	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

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

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

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

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

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

Fipar

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

The Common Draft Terms of the proposed merger can be obtained from the Registrar of Companies at www.cro.ie

The Common Draft Terms of the proposed merger are available for inspection between the hours of 10.00am and 12 noon at the registered office of Celltech Pharma Ireland Limited, United Drug House, Magna Drive, Magna Business Park, City Road West, Dublin 24.

The Directors' Explanatory Report relating to the Merger is available for inspection between the hours of 10.00am and 12 noon at the registered office of Celltech Pharma Ireland Limited, United Drug House, Magna Drive , Magna Business Park, City Road West , Dublin 24.

Registrar of Companies