

ARTICLES OF INCORPORATION OF GALENICA LTD.

I. CORPORATE NAME, REGISTERED OFFICE, DURATION AND PURPOSE OF THE COMPANY

Art. 1

Corporate name, registered office and duration

¹ Under the corporate name

Galenica AG
Galenica SA
Galenica Ltd.

a public limited Company with its registered office in Berne is hereby incorporated for an indefinite duration.

Art. 2

Purpose

¹ The purpose of the Company is to acquire participations in trading, manufacturing and service companies, especially in the pharmaceutical industry and allied branches and in real estate companies.

² The Company is authorised to conduct all business activities relating, either directly or indirectly, to its purpose or conducive to the attainment of that purpose. It is likewise authorised to buy and sell real estate.

II. SHARE CAPITAL, SHARES AND SHAREHOLDERS

Art. 3

Share capital

¹ The share capital is CHF 650,000.00, divided into 6,500,000 registered shares with a par value of CHF 0.10 each, fully paid up.

Art. 3a

Authorised share capital

¹ The Board of Directors is authorised to increase the share capital of CHF 650,000.00 by a maximum of CHF 65,000.00 at any time until 5.5.2012 by issuing at most 650,000 registered shares with a par value of CHF 0.10 each which must be paid up in full. Increases by underwriting and partial increases are permissible.

² In each case the issue price, the type of contribution, the conditions for exercising the subscription rights and the date of dividend entitlement shall be determined by the Board of Directors. Subscription rights which are not exercised shall be at the disposal of the Board of Directors which shall use them in the best interest of the Company.

3_The Board of Directors is authorised to nullify the subscription rights of shareholders if such new shares are to be used for the acquisition of companies, parts thereof or equity participations, or to grant an over-allotment option to a bank or a bank consortium as part of a public placement (greenshoe option). In that case, the Board of Directors shall decide on the allocation of the subscription rights to be issued at market conditions.

4_Such new registered shares shall be subject to the restrictions on registration and voting rights set out in the articles of incorporation. The exercise of contractually acquired subscription rights is permitted only within the limitations of article 6 of the articles of incorporation.

Art. 4

Share certificates and shares

1_As a general rule, the Company issues shares as uncertificated securities. The shareholder may request from the Company a statement of his or her shares at any time. The shareholder has, however, no right to the printing and delivery of certificates. The Company may, however, print and deliver certificates for shares at any time (individual share certificates, certificates or global certificates) and may cancel without replacement issued certificates that are delivered to the Company and replace them by another kind of certificate or uncertificated securities.

2_The certificates bear the facsimile signature of the Chairman of the Board of Directors.

3_Disposition of book-entry securities is only possible in strict accordance with the Law on Book-entry-Securities. Uncertificated securities which are not referred to as book-entry securities may only be transferred by way of assignment; such assignment shall be valid only if it is notified to the Company.

Art. 5

Shareholders' register

1_The Board of Directors shall keep a shareholders' register showing at least the name and address (in the case of legal entities the registered office) of the holders or usufructuaries of registered shares.

2_The shareholders' register shall contain two headings "shareholders with voting rights" and "shareholders without voting rights".

3_In relation to the Company, a shareholder is one whose name has been properly entered under one of these two headings. A shareholder without voting rights may neither exercise the voting right nor any other rights relating to the voting right.

Art. 6

Restrictions of registration, nominees

1_Purchasers of registered shares shall, on request, be registered in the shareholders' register as shareholders with voting rights, provided they declare explicitly to have acquired the registered shares in their own name and for their own account. Subject to the restrictions set forth in paragraphs 6 and 7 of this article, no individual may be registered as the owner with voting rights of more than 5% of the share capital entered in the Commercial Register. This registration restriction likewise applies to persons who hold some or all of their shares through nominees pursuant to this article. All of the foregoing is subject to Art. 685d para. 3 of the Swiss Code of Obligations.

2_The Board of Directors may record in the shareholders register nominees with voting rights up to the limit of 2% of the share capital entered in the Commercial Register. Registered shares held by nominees that exceed this limit may be registered in the shareholders' register with voting rights by the Board of Directors if the nominee discloses the name, address and the number of shares of the person for whose account the nominee holds 0.5% or more of the share capital registered in the Commercial Register. Nominees within the meaning of this provision are persons who do not specifically declare in their request for registration that they hold the shares for their own account and with whom the Board of Directors has entered into a corresponding agreement.

3_Legal entities and partnerships or other groups of persons or joint owners who are interrelated through capital ownership, voting rights, common management or are otherwise linked, as well as physical persons and legal entities and partnerships who act in concert (especially as a syndicate) to circumvent the regulations concerning the limitations of participation or representation by nominees, will be treated as one single person or nominee within the meaning of this article.

4_The restrictions stipulated in this article shall apply also in the event of acquisition of registered shares on the occasion of the exercise of subscription, option and conversion rights subject to Art. 652b para. 3 and Art. 653c para. 3 of the Swiss Code of Obligations.

5_After hearing the registered shareholder or nominee, the Board of Directors may cancel with retroactive effect as of the date of registration, the registration of a shareholder if the registration was made based on false information. The respective shareholder or nominee shall be informed immediately of the cancellation of the registration.

6_The Board of Directors shall specify the details and give the necessary orders for compliance with the above provisions. It may approve exceptions from the restriction for registration in the shareholders' register set forth in paragraph 1 of this article to permit the participation of strategic partners of Galenica Ltd., in an amount not exceeding 20% of the share capital registered in the Commercial Register.

7_For the purpose of grandfather rights, the pension funds of the affiliates of Galenica Ltd. shall be recorded as shareholders with voting rights in an amount of up to 10% of the share capital registered in the Commercial Register.

8_Following the acquisition of shares and on the basis of a request for registration as a shareholder, every owner shall be regarded as a shareholder without voting rights until the Company has acknowledged him to be a shareholder with voting rights. If the Company does not decline the request for registration of the owner within 20 days, he shall be deemed acknowledged as a shareholder with voting rights.

Art. 7

Subscription rights

1_Whenever the share capital is increased, each shareholder shall have a subscription right on a pro rata basis to his previous share ownership, unless the General Meeting decides otherwise.

III. CORPORATE BODIES OF THE COMPANY

Art. 8

Corporate bodies

1_The corporate bodies of the Company are:

- A. The General Meeting of shareholders
- B. The Board of Directors
- C. The Auditors

A. THE GENERAL MEETING OF SHAREHOLDERS

Art. 9

Powers

1_The General Meeting of shareholders is the supreme corporate body of the Company. It shall have the following inalienable powers:

- a) Approval of the annual report, the consolidated financial statement and the annual statement of accounts;
- b) Decisions on the use of the balance-sheet profit;
- c) Discharge of the members of the Board of Directors and the Corporate Executive Committee;
- d) Election and removal of the members of the Board of Directors;
- e) Election and removal of the Auditors;
- f) Decisions on changes and amendments to the articles of incorporation;
- g) Decisions on an increase or reduction of the share capital;
- h) Decisions on the dissolution of the Company;
- i) Decisions on other matters which are reserved for the General Meeting by law or by these articles of incorporation and on matters placed before the General Meeting by the Board of Directors.

Art. 10

Convening meetings and setting the agenda

1_The ordinary General Meeting of shareholders is held each year within six months after the close of the business year of the Company.

2_Extraordinary General Meetings of shareholders shall be called as often as necessary by a decision of the General Meeting of shareholders or Board of Directors, at the request of the Auditors or at the reasoned written request of shareholders representing in the aggregate not less than 7% of the share capital registered in the Commercial Register.

3_Shareholders representing in the aggregate not less than 0.5% of the share capital entered in the Commercial Register may ask for an item to be included in the agenda up to 40 days before the General Meeting by specifying their proposal in written form.

Art. 11

Method of convening

1_The General Meeting of shareholders shall be convened by the Board of Directors at least 20 days before the date of the meeting. The shareholders are invited to attend by a notice placed in the official organ for publication. The meeting may also be convened by sending a letter to all the registered shareholders at their addresses entered in the shareholders' register.

2_The notice of a meeting shall state the items on the agenda and the proposals of the Board of Directors and as the case may be of the shareholders who demanded that a General Meeting of shareholders be convened or for a particular item to be included in the agenda.

3_No later than 20 days before the ordinary General Meeting of shareholders, the business report containing the annual report, the consolidated financial statements and annual statements of account, the audit report and the motions on the appropriation of the balance sheet profit, together with proposals for amendments to the articles of incorporation, shall be laid open for consultation by the shareholders at the registered office of the Company; attention shall be called to this fact in the notice.

4_ Decisions may not be taken on matters which have not been announced in this way, subject to the provisions concerning universal meetings, except on motions to hold an extraordinary General Meeting of shareholders or to carry out a special audit.

5_ However, no prior announcement shall be required with respect to the filing of motions within the framework of items that are already on the agenda or which do not lead to resolutions being passed.

Art. 12

Chairman, bureau and minutes

1_ The General Meeting of shareholders shall be chaired by the chairman of the Board of Directors and, if he is unable to attend, by another member of the Board of Directors. The chairman shall appoint a secretary and the vote counters.

2_ The chairman shall have all powers necessary for the orderly, undisturbed and efficient conduct of the General Meeting.

3_ Minutes of the deliberations and decisions shall be kept and signed by the chairman and secretary. The shareholders are entitled to inspect / to check the minutes at the registered office of the Company.

Art. 13

Voting rights, restrictions of voting rights and representation

1_ Every *registered* share registered in the shareholders register of the Company with voting rights shall grant entitlement to one vote but, in the exercise of such voting rights, no shareholder may either directly or indirectly act for a total of more than 5% of the share capital entered in the Commercial Register, including both his own shares and the shares represented by him. Legal entities and partnerships or other groups of persons or joint owners who are interrelated through capital ownership, voting rights, common management or are otherwise linked, as well as individuals or legal entities and partnerships that act in concert (especially as a syndicate) to circumvent the regulations concerning the limitation of participation or representation by nominees, shall be treated as one single entity. This restriction of the voting right shall not apply to the institutional voting right representatives (official Company representative and independent proxies). The thresholds set forth in article 6 likewise apply to the voting rights in respect of the pension funds of the affiliates of Galenica Ltd. and strategic partners.

2_ To be represented by another shareholder, the official Company representative, the independent proxy or by a depositary, the shareholder concerned must grant a written power of attorney.

3_ When decisions are taken on a discharge of the Board of Directors and the Corporate Executive Committee, shareholders who have taken part in any way in the management of the company shall not be entitled to vote.

4_ The General Meeting shall take its decisions and hold its elections by an absolute majority of the votes carried by the shares represented at the meeting, subject to the binding provisions of the law on special quorums (see article 15). If an absolute majority is not reached in the elections on the first ballot, the second ballot shall be decided by a relative majority. In the event of a tied vote, lots shall be drawn.

5_ The chairman shall have final authority to determine the procedure for votes and ballots. In particular, he may arrange for an open vote or ballot to be repeated at any time by a written/electronic procedure if in his opinion there is any doubt as to the outcome.

Art. 14

Right to information and right of scrutiny, special audit

1_ Every shareholder is entitled at the General Meeting of shareholders to seek information from the Board of Directors on the business of the Company and from the Auditors on the conduct and outcome of their audit.

2_ This information is to be given only to the extent that it is required for the exercise of the shareholders' rights. It may be withheld if it is prejudicial to business secrets or other interests of the Company that warrant protection.

3_ The business books and correspondence may only be inspected with the express authorisation of the General Meeting or by a decision of the Board of Directors and business secrets must be respected.

4_ Any shareholder may apply to the General Meeting for particular circumstances to be clarified by a special audit insofar as this is necessary for the exercise of the shareholders' rights and if the shareholder has already exercised the right of information or the right of scrutiny.

Art. 15

Special Quorum

1_ A decision of the General Meeting of shareholders which receives at least two-thirds of the votes represented and an absolute majority of the share par values represented shall be needed to:

- a) an alteration of the purpose of the Company;
- b) the creation of voting right shares;
- c) an implementation of restrictions on the transfer of registered shares and the removal of such restrictions;
- d) to convert registered shares into bearer shares and vice versa;
- e) an authorised or conditional increase of the share capital;
- f) an increase of the share capital increase out of equity, by contribution in kind, for the purpose of an acquisition of property and the grant of special rights;
- g) a restriction or suspension of subscription rights;
- h) a change of location of the registered office of the Company;
- i) the dissolution of the Company.

2_ Decisions on merger, demerger and conversion shall be guided by the provisions of the Law on Merger.

B. THE BOARD OF DIRECTORS

Art. 16

Duties

1_ The Board of Directors has the following delegable and inalienable duties:

- a) the overall management of the Company and to give the necessary directives;
- b) the determination of the organisation;
- c) The administration of the accounting system, financial controlling and financial planning insofar as this is necessary for the management of the Company;
- d) appointment and removal of the persons entrusted with the management and representation of the Company;

- e) the ultimate supervision of the persons entrusted with the management of the Company, specifically in view of their compliance with the law, the articles of incorporation, regulations and directives;
- f) the preparation of the business report and the General Meeting of shareholders and carrying out its resolutions;
- g) notifying the judge in case of over-indebtedness.

2_The Board of Directors may pass binding resolutions with respect to all matters which are not reserved to the authority of the General Meeting of shareholders either by law or these articles of incorporation.

Art. 17

Composition, election and term of office

1_The Board of Directors shall consist of a minimum of 5 and a maximum of 12 members, all of which must be shareholders.

2_The members of the Board of Directors are elected for a maximum period of three years. The term of office is to be determined at the time of their election. A year within the meaning of its provision is the period between two ordinary General Meetings of shareholders.

Art. 18

Constitution

1_The Board of Directors is self-constituting. It elects its Chairman, when necessary one or two Vice-Chairmen and the secretary who needs not necessarily be a member of the Board.

Art. 19

Delegation and committees

1_Pursuant to the provisions of the organizational regulations, the Board of Directors may entrust the management of the Company in whole or in part to individual members, in particular to a delegate, and/or to third parties (executive management).

2_The Board of Directors may assign the preparation and implementation of its decisions or the supervision of business to committees or to individual members. It must ensure appropriate reporting to its members.

Art. 20

Convening and proposals

1_The Board of Directors meets when it is convened by its Chairman or in his absence by a Vice-Chairman as often as business so requires, but at least four times each year.

2_It shall meet immediately if a member so requests in writing.

Art. 21

Quorum and decision-making

1_The presence of the majority of all Board Members is necessary for the Board of Directors to pass resolutions; this does not apply in cases where exceptions are stipulated by law.

2_Decisions of the Board of Directors are taken by absolute majority; the Chairman has the casting vote.

3_Other provisions on the organisation of the meeting, the quorum and decision-making by the Board of Directors shall be guided by the organizational regulations of the Board of Directors.

C. AUDITORS

Art. 22

Election and term

1_Each year, the General Meeting of shareholders shall elect the statutory auditors.

2_The tasks, rights and obligations of the statutory auditors as well as the qualifications and independence shall be determined by the provisions of the law.

IV. ANNUAL FINANCIAL STATEMENTS, PROFIT ALLOCATION AND RESERVES

Art. 23

Annual financial statement

1_The business year shall run from 1 January to 31 December.

2_The Board of Directors shall prepare for each fiscal year a business report consisting of the annual financial statements, the annual report and the consolidated financial statements.

Art. 24

Allocation of profit shown on the balance sheet, reserves

1_The allocation of the profit shown on the balance sheet shall be determined by the General Meeting of shareholders subject to legal provisions. The Board of Directors shall submit to the General Meeting of shareholders its proposals.

2_In addition to the statutory reserve, additional reserves may be accrued.

V. DISSOLUTION

Art. 25

Dissolution

1_ If the Company is wound up, liquidation shall be effected pursuant to the statutory provisions (Art. 736 ff. of the Swiss Code of Obligations) by the Board of Directors unless this task is assigned by the General Meeting to special liquidators.

VI. PUBLICATIONS

Art. 26

Announcements

1_ Shareholder communications of the Company shall be made in the Swiss Gazette of Commerce (SHAB). The Board of Directors may designate additional publication organs. Notices to registered shareholders may be duly made with due legal validity by sending a letter to the addresses stated in the shareholders' register.

VII. LEGAL DISPUTES

Art. 27

Legal disputes

1_ Legal disputes over matters relating to the Company shall be resolved by the ordinary courts. The exclusive place of jurisdiction shall be Berne.

VIII. INTERPRETATION OF THE ARTICLES OF INCORPORATION

Art. 28

Interpretation of the articles of incorporation

1_ In case of doubt over the interpretation of the articles of incorporation, the German version shall prevail.

These articles of incorporation were revised by the 82nd ordinary General Meeting of 6th May 2010 and replace the articles of 8th May 2008.

Bern, 6th May 2010

For the Board of Directors:

The Chairman:

The General Secretary:

sig. Jornod
Etienne Jornod

sig. Moser
Tobias Moser