

Company Number: 52207

The Companies Acts 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

SMITH KLINE & FRENCH LABORATORIES LIMITED

Incorporated the 21st day of April 1897

(in accordance with alterations up to and including
22nd December 1993)



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

of

SMITH KLINE & FRENCH LABORATORIES LIMITED

1. The name of the Company is "SMITH KLINE & FRENCH LABORATORIES LIMITED".*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever.
 - (2) To carry on the business of chemists, druggists, drysalters, oil and colour producers and manufacturers of and dealers in pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, meat extracts, wines, cordials, liqueurs, soups, broths and other restoratives, or foods, food substitutes and food preservatives of all kinds.
 - (3) To buy, sell, manufacture and deal in rubber, glass, dyes, soaps, coal-tar products, minerals, cements, oils, paints, pigments and varnishes, dyeware and colours and in proprietary articles of all kinds and electrical, chemical, photographic, surgical and scientific apparatus and materials of every description.
 - (4) To buy, sell, manufacture, adapt, refine, manipulate, conduct research in and in any manner deal with all or any substances, apparatus, machinery, materials, articles and things capable of being used in any of such businesses as aforesaid or of being required by any customers of or persons having dealings with the Company and for any of such purposes to acquire, establish, equip, manage, maintain and develop laboratories, research institutions, factories, warehouses and establishments of all kinds.
 - (5) To assist, promote, establish and contribute to, manage, control or support, sick funds and any associations or institutions for providing, upon any terms or conditions, medicines, drugs, medical and surgical preparations and apparatus and restoratives or food aforesaid during sickness or illness.

* Name changed from A.J. White, Limited on 1st April 1957.

- (6) To carry on any other businesses, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (7) To purchase, or otherwise acquire any formulae, recipes, processes, letters patent, trade marks, trade names or copyrights relating to medicines or medicinal preparations, or any rights or interests in the same, or in the mode of making up, manufacturing, or selling the same.
- (8) To apply for, purchase or otherwise acquire any patents, brevets d'invention, concessions and the like conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit this Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (9) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (10) To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (11) To enter into partnership or into any arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions, or co-operation with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold Shares or stock in or securities of and to subsidise or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with such Shares or securities.

- (12) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and in particular any land, buildings, easements, ships, barges, rolling-stock and stock-in-trade, either at home or abroad.
- (13) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (14) To construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (15) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments 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 of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such person as aforesaid, and to subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (16) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To promote, finance or assist any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (18) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (19) To lend money to such persons and on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company and to give any guarantee or indemnity that may seem expedient.
- (20) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice this Company.
- (21) To raise or borrow or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property of the Company both present and future, including its uncalled capital, and to redeem, purchase or pay off any such securities.
- (22) To draw, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, debentures, bills of lading and other negotiable or transferable instruments or securities.
- (23) To remunerate any parties for services rendered or to be rendered in placing or assisting to place any Shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business, so far as such remuneration shall not be otherwise provided for.
- (24) To procure the Company to be registered or recognised in any part of the world.
- (25) To establish and carry on agencies, depots and branch places of business in any part of the world.
- (26) To sell, improve, manage, develop, exchange and enfranchise, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (27) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise.

(28) To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated, or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and so that the objects specified in each paragraph of the clause, shall except when otherwise expressed in such paragraph, be in nowise limited or restricted by reference to inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.
5. The capital of the Company is £9,834,000 divided into 19,668,000 stock units of 50p each.
6. Shares created on an increase of capital may be issued with any preferential, qualified, deferred, or special rights, privileges, or conditions attached thereto respectively, but not so as to prejudice the rights hereby attached to the said Preference Shares, unless the same shall be modified as aforesaid.

The original share capital of the Company was £1,000,000 divided into 500,000 Preference shares of £1 each and 500,000 ordinary shares of £1 each.

By Special Resolutions passed on 1st and 17th October 1912, and confirmed by order of the High Court of Justice, Chancery Division, dated 5th November 1912, the capital was reduced to £300,000 divided into 600,000 shares of 10s each.

By Ordinary Resolution passed the 25th June 1936 the capital was increased to £350,000 by the creation of 100,000 shares of 10s each.

By Ordinary Resolution passed the 3rd September 1951 the capital was increased to £400,000 by the creation of 100,000 shares of 10s each.

By Ordinary Resolution passed the 26th September 1952 the capital was increased to £500,000 by the creation of 200,000 shares of 10s each.

The authorised capital at the date of this report (August 1957) is represented by £400,000 Stock and 200,000 shares of 10s each.

By Special Resolution passed the 11th August 1959 the capital was increased to £1,000,000 by the creation of 1,000,000 shares of 10s each.

By Special Resolution passed the 19th November 1965 the capital was increased to £2,000,000 by the creation of 2,000,000 shares of 10s each.

By Ordinary Resolution passed 4th April 1973 the capital of the Company was increased to £2,500,000 by the creation of 1,000,000 shares of 50p each.

By Ordinary Resolution passed 6th October 1988 the capital of the Company was increased to £9,834,000 by the creation of 14,668,000 shares of 50p each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of subscribers	Number and Class of Shares taken by each Subscriber
H.K. PACKARD 35 Parri .on Road, E.C. Merchant	One Ordinary
LYMAN BROWN 159 West 57th Street New York, U.S.A. Merchant	One Ordinary
THOMAS PLATT 85 Gracechurch Street, E.C. Advertisement Agent	One Ordinary
M. BARTHOLOMEW 50 Holborn Viaduct, E.C. Managing Director Yost Typewriter Co., Ltd.	One Ordinary
W.M. ORTON ATTREE 41 Coleman Street, E.C. Chartered Accountant	One Ordinary
E.P. WATKINS 96 Shakespeare Road Brixton Commercial Clerk	One Ordinary
STEPHEN TIERNEY 10 Bankton Road Brixton, S.W. Cashier	One Ordinary

DATED the 20th day of April 1897.

WITNESS to all the above Signatures:-

W.M. FROST
Solicitor
17 Fenchurch Street, F.C.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

SMITH KLINE & FRENCH LABORATORIES LIMITED

(As adopted by Special Resolution dated December 22, 1993)

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act, shall not apply to the Company
- (c) The Directors are generally and unconditionally authorised, for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the company in General Meeting.

LIEN

3. The Lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable to him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

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CALLS ON SHARES AND FORFEITURE

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
7. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (b) Clause 41 in Table A shall not apply to the Company.

SINGLE-MEMBER COMPANY

8. If, and for so long as, the Company has only one member, the following provisions shall apply:-
- (a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a Corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly.
- (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and regulations 42 and 43 of Table A shall be modified accordingly.
- (c) A proxy for a sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- (d) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a Company which has only one member.

NUMBER OF DIRECTORS

9. (a) Clause 64 in Table A shall not apply to the Company.
- (b) the maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

10. (a) No person shall be appointed a Director at any General Meeting unless either;
- (i) he is recommended by the Directors; or
- (ii) no less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, a notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- (b) Subject to paragraph (a) above, the company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (c) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph 9(b) above as the maximum number of Directors and for the time being in force.
- (d) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (e) Without prejudice to any other provisions of or incorporated in these Articles governing the appointment and removal of Directors, any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the registered office of the Company or tendered at a meeting of the Board, or of the Company in general meeting, at any time from time to time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing directors or remove any Director from office howsoever appointed.

DISQUALIFICATION OF DIRECTORS

11. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs or fulfilling his duties as a Director, and Clause 91 in Table A shall be modified accordingly.

ALTERNATIVE DIRECTORS

12. (a) An alternative Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may be notice in writing to the Company from time to time direct and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternative Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debts, liability or obligation of the company or of any third party.

PROCEEDINGS OF DIRECTORS

14. (a) A Director may vote, at any meeting of the Directors or any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted: and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

15. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

- (b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

16. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- (c) Clause 118 in Table A shall not apply to the Company.