

No. 301618

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM AND NEW \*  
ARTICLES OF ASSOCIATION

OF

**OPTREX LIMITED**

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*Incorporated the 7th day of June, 1935*

\* ADOPTED BY SPECIAL RESOLUTION ON 22nd  
MARCH, 1995



DUPLICATE FOR THE FILE

No. 301613



## Certificate of Change of Name.

I hereby Certify That

**SAMAPHA LIMITED**

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

**OPTREX LIMITED**

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **twenty-second** day of **July** One Thousand Nine Hundred and **thirty-eight**.

*J. W. Boustred.*

*Assistant Registrar of Companies.*

Certificate received by

*Wm. H. B. Boustred*

Date

*26th July 1938*

DUPLICATE FOR THE FILE.

No. 20018



# Certificate of Incorporation

I Hereby Certify,

That

SAMAPHA LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this seventh day of June One

Thousand Nine Hundred and thirty-five.

*W A McKenies*

Registrar of Companies.

Certificate  
received by

*Donald McMillan & Co  
Glasgow.*

*W A McKenies*

Date *14 June 1935*

THE COMPANIES ACT 1929

AND

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

OPTREX LIMITED

1. The name of the Company is "OPTREX LIMITED". \*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - A) To manufacture and sell pharmaceutical, parapharmaceutical, health care, chemical, cosmetic and toiletry products of all kinds.
  - B) To carry on as manufacturers and/or vendors or dealers (either wholesale or retail and whether as principals or agents) the trade or business of chemists and druggists, dentists, opticians, wine spirit and general merchants together with all or any of the trades or businesses usually carried on in connection therewith, and to prepare, distil, refine, manufacture, import, export, produce, pack, mark, buy, sell and deal and advertise in all kinds of salts, acids, alkalis, drugs, oils, medicines, medicaments, methylated spirit, spirits, herbs, pharmaceutical, chemical and surgical materials and appliances, consumable articles and patent or proprietary articles, foods and medicines, mineral waters, perfumes, scents, pigments, paints, varnishes, toilet requisites, leather and rubber goods, toys, china, pottery, hardware, stationery, pictures, books, periodicals, newspapers, confectionery, tobacco, cigars, cigarettes and

\* The name of the Company was changed to OPTREX LIMITED with effect from 22nd July, 1938

smoking requisites, snuff, fancy and decorative articles, photographic materials, scientific, surgical and optical instruments and other like articles and things.

- C) To carry on business as glass and bottle manufacturers, box, case or carton manufacturers, bottlers, packers, shippers, cold storage proprietors, warehousemen, carriers, forwarding agents, advertising and publicity agents and general provision merchants and storekeepers.
- D) To buy, sell, manufacture, advertise, mark, prepare for market, improve, alter, take or let on hire and deal in commodities of all kinds which may seem to the Company capable of being conveniently dealt in by the Company in connection with any of its objects, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being carried on in connection with any of the above specified objects, or calculated directly or indirectly to enhance the value of, or render profitable any of the property or rights for the time being of the Company or which may be ancillary to the general business of the Company.
- E) To employ properly qualified persons to act on the Company's behalf as dispensing chemists and as advising chemists, and as dentists and opticians or otherwise in any manner in which such persons might act if they were carrying on, upon their own behalf, any of the businesses of the Company.
- F) To act as advertising and publicity agents, specialists, propagandists, consultants, advisers, and organisers, of and in connection with any of the objects of the Company.
- G) To purchase, or otherwise acquire, and protect, prolong and renew trade marks, letters patent, brevets d'invention, concessions, licences, inventions, rights and privileges subject to royalty or otherwise and whether exclusive or non-exclusive or limited, or any secret or other information as to any invention, process or privilege, or any interest in any trade marks, letters patent, brevets d'invention, concessions, licences, inventions, rights and privileges, whether in the United Kingdom or in any other part of the world, and in relation to any manufacture, production, process, matter or thing whatsoever.
- H) To sell, let or grant any patent rights, brevets d'invention, concessions, licences, inventions, rights or privileges, belonging to the Company or which it may acquire, or any interest in the same.
- I) To register any trade mark, patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same in any part of the world, and to apply for, exercise, use or otherwise deal with or turn to account any trade marks, patent rights, brevets d'invention, concessions, monopolies, or other rights or privileges, Acts of Parliament or provisional orders, either in the United Kingdom or in any other part of the world.
- J) To use, exercise, develop, manufacture, under or otherwise turn to account the property, rights and information acquired hereunder and to carry on any business in any way connected therewith.

- K) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- L) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- M) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- N) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- O) To amalgamate or enter into partnership or any joint-purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- P) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- Q) To lend money to and to guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- R) To sell, lease, grant licences, easements and other rights over, and in any manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- S) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

- T) To subscribe or guarantee money for any national charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further to objects of the Company or the interests of its members.
- U) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in businesses, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interest of the Company or of its members, and to establish and contribute to any scheme for the purchase by the trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- V) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either along or in conjunction with others.
- W) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4. The liability of the members is limited
- 5. The share capital of the company is £362,000 divided into 362,000 ordinary shares of £1.00. The shares in the original or any increased capital may be divided into several classes, and these may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.
  - i) The original share capital of the Company was £2,000, divided into Two thousand shares of £1 each.
  - ii) By a Special Resolution of the Company duly passed on 28th September, 1937 the share capital was increased to £4,000 by the creation of a further Two thousand shares of £1 each.
  - iii) By a Special Resolution of the Company duly passed on 11th March, 1938 the share capital was increased to £10,000 by the creation of a further Six thousand shares of £1 each.
  - iv) By a Special Resolution of the Company duly passed on 1st May, 1950 the share capital was increased to £60,000 by the creation of a further fifty thousand shares of £1 each.

- v) By a Special Resolution of the Company duly passed on 3rd July, 1951 the share capital was increased to £100,000 by the creation of a further Forty thousand shares of £1 each.
- vi) By a Special Resolution of the Company duly passed on 14th December, 1955 the share capital was increased to £150,000 by the creation of a further Fifty thousand shares of £1 each.
- vii) By a Special Resolution of the Company duly passed on 27th October, 1971 the share capital was increased to £300,000 by the creation of a further One hundred and fifty thousand shares of £1 each.
- viii) By Special Resolutions of the Company duly passed on 15th January 1975 the share capital was increased to £360,000 by the creation of Sixty thousand Ordinary Shares of £1 each and the existing issued Three hundred thousand shares of £1 each were converted into 2½ per cent. Non-Cumulative Preference Shares of £1.
- ix) By a Special Resolution of the Company duly passed on 4th September 1975 the existing issued Three hundred thousand 2½ per cent. Non-Cumulative Preference Shares of £1 each were converted into Three hundred thousand Ordinary Shares of £1 each making a total share capital of £360,000 divided into Three hundred and sixty thousand Ordinary Shares of £1 each.
- x) By an Ordinary Resolution of the Company duly passed on 26th February 1981 the share capital was increased to £362,000 by the creation of Two thousand new Ordinary Shares of £1 each.
- xi) By a Special Resolution of the Company duly passed on 26th February 1981 each of the issued Ordinary Shares of £1 each were converted into Deferred Shares of £1 each.
- xii) By a Special Resolution of the Company duly passed on 8th February 1983 each of the issued ordinary shares of £1.00 each were converted into deferred shares of £1.00 each.
- xiii) By a Special Resolution of the Company duly passed on 22nd March 1995 each of the 361,000 issued deferred shares of £1.00 each were converted into ordinary shares of £1.00.

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 of Shares taken by each Subscriber
WILLIAM JAMES PATEY (Pharm. Chemist) Nock Hill, Denham, Bucks.	ONE
HENRY MACKAY SEWARD 12 Queensborough Terrace, Hyde Park, London. W2	ONE
Advertising Advisor	
Total Shares taken ...	TWO

Dated the 3rd day of June, 1935

Witness to the above Signatures:-

EDWARD JOHN TREVETT  
44 Woodstock Road,  
Stroud Green, N4

Solicitors Clerk

# PRIVATE COMPANY LIMITED BY SHARES

## NEW ARTICLES OF ASSOCIATION

- of -

### OPTREX LIMITED

Adopted by Special Resolution passed on 22<sup>nd</sup> March, 1995

#### 1. PRELIMINARY

Subject as hereinafter provided, the Regulations contained in or made applicable by Table A in the Companies (Tables A to F) Regulations 1985 shall apply to the Company.

#### 2. TRANSFER OF SHARES

Regulation 24(c) of Table A shall not apply.

#### 3. WRITTEN RESOLUTIONS

Regulation 53 of Table A shall not apply. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at meetings of the Company (or, if any such member is a company or corporation, signed on its behalf by any director or the secretary thereof) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several instruments in like form each signed by (or on behalf of) one or more members. In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of this Regulation.

#### 4. CORPORATE REPRESENTATIVES

Notwithstanding section 375 of the Act any director or the secretary of any member (such member being itself a company or corporation) may act as that member's duly authorised representative at any meeting of the Company or the member may, by notice in writing in any form signed on the member's behalf by any director or the secretary of that member, appoint any other person to be the member's duly authorised representative at any such meeting.

#### 5. APPOINTMENT AND REMOVAL OF DIRECTORS

So long as there is a majority holder (meaning any member registered as holding a majority in nominal value of the issued ordinary share capital of the Company), Regulations 73 to 80 (inclusive) of Table A shall not apply.

The majority holder shall have power at any time and from time to time, by notice to the Company in writing in any form:-

- i) to appoint any person a director or secretary of the Company; and/or
- ii) to remove any director or secretary of the Company from office.

Where the majority holder is a company or corporation, such notice shall be in writing signed on its behalf by any director or the secretary thereof.

*Handwritten signature*

## 6. PENSIONS ETC

Regulation 87 of Table A shall not apply.

In relation to past and present directors and employees and their families or dependants or any of them, the directors may as they think fit (or as the Company may direct):-

- a) establish and maintain pension, superannuation, insurance and similar schemes;
- b) contribute to associations or funds which may benefit any such persons, and/or
- c) pay expenses and contributions and do such other things in relation to such schemes, associations or funds.

## 7. PROCEEDINGS OF DIRECTORS

All or any of the directors may participate in any meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

## 8. POWERS AND DUTIES OF DIRECTORS

Subject to the provisions of Section 317 of the Act as to disclosure of interest, a director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the directors at which such contract or arrangement is considered and, accordingly, Regulations 94, 95 and 96 of Table A shall not apply.

## 9. DIVISIONAL DIRECTORS

- a) The directors may decide that the business of the Company (or any part or parts thereof) may be carried on as a division or divisions of the Company and may discontinue or amalgamate any such division.
- b) The directors may constitute a divisional board of each division and appoint divisional directors to manage the affairs of such division. All such divisional directors shall be appointed and removed by the directors as they may think fit (or as the Company may direct).
- c) The directors may delegate to a divisional board with powers to sub-delegate) such of their powers, authorities and discretions in relation to that division and on such terms and conditions as they may think fit.
- d) a divisional director shall not be constituted a director of the Company by reason only of holding the position of divisional director.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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WILLIAM JAMES PATEY  
(Pharm. Chemist)  
Nock Hill,  
Denham,  
Bucks.

HENRY MACKAY SEWARD  
12 Queensborough Terrace,  
Hyde Park,  
London. W2

Advertising Advisor

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Dated the 3rd day of June, 1935

Witness to the above Signatures:-

EDWARD JOHN TREVETT  
44 Woodstock Road,  
Stroud Green, N4

Solicitors Clerk