

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

M E M O R A N D U M

O F

A S S O C I A T I O N

O F

NATIONAL VETERINARY SUPPLIES LIMITED¹

1. The name of the Company is "WILLINGTON MEDICALS 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 carry on the businesses of manufacturing chemists, druggists, drysalters, oil and colour men, and to import, manufacture and deal in chemicals, drugs and medicines, patent

¹ The name of the Company was changed from Willington Medicals Limited to National Veterinary Supplies Limited by special resolution dated 11 September 1992.



medicines, pharmaceutical products, patent, chemical, concentrated and prepared foods, surgical and electrical goods and instruments, proprietary articles of all kinds, toilet, personal and household articles and sweetmeats, chemical, photographic and scientific apparatus and materials, medicated and other wines and spirits, alcoholic and non-alcoholic beverages and liquors of all kinds, industrial and other preparations and articles, compounds, cement, oil, paints, pigments and varnishes, drug, dyewear, paint and colour grinders.

- (b) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company, either by wholesale or retail.
- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or calculated to enhance the value of or render profitable any of the Company's properties or rights but so that nothing in this sub-clause contained shall empower the Company to carry on any assurance business or to grant annuities within the provisions of the Assurance Companies Act 1909 as extended by the Industrial Assurance Companies Act 1923 the Road Traffic Acts 1930-34 and the Air Navigation Act 1936 or to re-insure any class of insurance business to which those Acts apply.

- (d) To buy, sell, manufacture and deal in articles and things of all kinds which may be required for the purposes of or be commonly dealt in by persons engaged in any such business or required by workmen and others employed by the Company.
- (e) To purchase or otherwise acquire for any estate or interest any business, undertaking, property, assets or rights of any kind, patents, patent rights, inventions and concessions and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (f) To construct, maintain, improve and remove or replace any buildings, hydraulic works, gas works, electric works, factories, mills, offices, warehouses, bridges, reservoirs, canals, docks, wharves, roads, railways, machinery, engines, walls, fences, banks, dams, sluices, watercourses and other works and conveniences and to manage, work, control and superintend the same.
- (g) To sell, exchange, lease, grant licences and other rights over or otherwise deal with or dispose of the undertaking and all or any part of the property of the Company for such consideration as may be thought fit and in particular for stocks or shares (whether fully paid up or not) or any securities of any other Company.
- (h) To enter into partnership or into any arrangement for sharing profits, union of interests, joint-adventure, co-operation, amalgamation, reciprocal concession or for any other purpose with any corporation, firm or

person carrying on or about to carry on any business which this Company is authorised to carry on.

- (i) To give credit to customers of the Company and others, to lend money with or without security and to guarantee the contracts or obligations of or the capital or principal of and the dividends or interest on any stock, shares or securities of any corporation, firm or person.
- (j) To invest monies of the Company not immediately required in such manner as may from time to time be determined and to hold, sell, or otherwise deal with such investments.
- (k) To borrow or raise or secure the payment of money in such manner and on such terms as the Directors may deem expedient and in particular by the issue of bonds, debentures or debenture stock perpetual or redeemable or by mortgage, charge or lien upon the whole or any part of the property of the Company, present or future, including uncalled capital.
- (kk) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums

interest dividends and other monies payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company, as defined by Section 736 of the Companies Act 1985.

- (l) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (m) To promote or assist in promoting or contract with any person or company for the promotion of any other company or business whatsoever.
- (n) To underwrite, subscribe for, conditionally or unconditionally, purchase or otherwise acquire and to hold, dispose of and deal in the stocks, shares and securities of any other company.
- (o) To distribute any property of the Company amongst the members of the Company in specie.
- (p) To establish and support or to aid in the establishment and support of associations, institutions, funds and trusts calculated to benefit any of the employees and ex-employees of the Company and the dependents and connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any

exhibition or for any public, general or useful objects.

- (q) To apply for, promote and obtain any Act of Parliament and any order or sanction of any authority, national, local, municipal, or otherwise for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or any extension of its powers 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 the Company or its objects.
- (r) To do whatever may be necessary or expedient to procure the Company to be registered or incorporated as a body politic or corporate or otherwise to establish for the Company a legal domicile or representation and to enable the affairs and operations of the Company to be effectively carried on in any part of the world.
- (s) Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 ("the Act") (if and so far as such provisions are applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (t) To carry out all or any of the foregoing objects in any part of the world and either as principals, agents, contractors trustees or otherwise.

- (u) To do all such other things as may be considered conducive to the foregoing objects or any of them.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company 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 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 such paragraph) shall be separate and distinct objects and shall not be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.
5. The share capital of the Company is £5,000 divided into 5,000 shares of £1 each.²

² The Share Capital of the Company is £1,515,000 divided into 1,515,000 Ordinary Shares of £1 each.

Company No. 339801

THE COMPANIES ACT 1979

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NATIONAL VETERINARY SUPPLIES LIMITED¹

(as amended by Special Resolution passed on 24 June 1997)

1 Preliminary

The regulations in Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 SI 1985 No. 805 as amended) shall apply to the Company, save insofar as the Articles set out below disapply, modify or are inconsistent with them, to the exclusion of the Table A contained in any other enactment. References to Regulations are to Regulations in Table A.

2 Share Capital

Subject to the provisions of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant rights, options or warrants to subscribe or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

3 Proceedings at General Meetings

3.1 No resolution shall be voted on and no other business shall be transacted at any meeting

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unless a quorum is present when such vote is taken or other business is transacted and no resolution or transaction shall be effective unless a quorum is so present. The first sentence of Regulation 40 shall be modified accordingly.

- 3.2 A resolution in writing shall not be effective to do anything required by law to be done in general meeting. In the case of a member which is a corporation, the resolution may be signed on behalf of that corporation by any two of its Directors or by one of its Directors and its Secretary. Regulation 53 shall be modified accordingly.

4 **Alternate Directors**

- 4.1 The same person may be appointed as the alternate director of more than one Director.
- 4.2 Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at all meetings of Directors and of all meetings of committees of Directors of which his appointer is a member at which his appointer is not personally present and generally at such meeting to perform all the functions of his appointer as a Director. Regulation 66 shall be modified accordingly.
- 4.3 A person appointed as an alternate director who is not a Director is not and shall not be deemed to be a Director by reason of such appointment and except as provided in these Articles shall not have power to act as a Director. An alternate director shall owe the Company the same fiduciary duties and duty of care and skill

in the performance of his office as are owed by a Director. Subject as provided in Article 9.5, the provisions of these Articles relating to whether or not a Director may vote or be counted in the quorum on resolutions concerning matters in which such Director has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply mutatis mutandis to every such alternate director. The provisions of Regulations 85 and 86 (as modified by these Articles) shall apply to alternate directors except that paragraph (b) of Regulation 85 shall extend to the Company in addition to the bodies corporate referred to therein. An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointer except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointer. Regulation 69 shall not apply.

5 **Delegation of Directors' Powers**

- 5.1 The Directors may delegate any of their powers or discretions to any committee of two or more persons, who may include persons who are not Directors whether with or without voting rights or with qualified voting rights provided that (i) more than half of the persons for the time being appointed as members of the committee shall be Directors and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee who are present at the meeting when the resolution is passed or (if such resolution is in writing) sign or approve such resolution are Directors or their alternate directors acting as such. The Directors may from time to time impose

regulations to govern the proceedings of any such committee. Reference in Table A or these Articles to committees of Directors shall be construed as including references to any such committee whether or not consisting only of Directors. Regulation 72 shall be modified accordingly.

5.2 Subject to any conditions imposed by the Directors in relation to the delegation of powers or discretions to a committee of Directors, the proceedings of a committee with two or more members shall be governed by any regulations imposed by the Directors pursuant to Article 5.1 and, except where they conflict with such regulations, by the provisions of these Articles regulating the Proceedings of Directors (including without limitation Regulations 92 and 94 (as modified by these Articles)) so far as they are capable of applying but so that references in such provisions to Directors shall be construed as references to any member of such committee (whether or not a Director). The last sentence of Regulation 72 shall not apply.

5.3 Any member of a committee of Directors who is not a Director may be paid such remuneration or fees as the Directors may determine and may be paid such travelling, hotel and other expenses (if any) properly incurred by him in connection with his attendance at meetings of the committee or otherwise in connection with the discharge of his duties as such member as the Directors (or any Director authorised in that behalf by the Directors) may approve.

6 **Appointment and Retirement of Directors**

6.1 The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply and references in any other Regulation to Directors retiring by rotation shall be disregarded.

6.2 No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age. Section 293 of the Act shall not apply.

7 **Disqualification and Removal of Directors**

The office of a Director shall be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer. Regulation 81 shall be modified accordingly.

8 **Directors' Appointments and Interests**

8.1 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest, a Director may notwithstanding his office hold and be remunerated in respect of any office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company and be remunerated therefor and shall not by reason of his office be accountable to the Company for any benefit which he derives from any such office or place of profit. Regulations 84 and 85 shall be modified accordingly.

8.2 For the purposes of Regulation 85 (as modified by these Articles) a Director shall be deemed to

be interested in any transaction or arrangement (if he would not otherwise be so interested) in which he is treated as interested for the purposes of Section 317 of the Act. In the case of any transaction or arrangement with the Company in which the Director is interested before it is made or entered into, a general notice given by a Director and which otherwise complies with paragraph (a) of Regulation 86 shall not be a disclosure as provided therein unless it relates to a specified company or firm of which he is a member or a specified person who is connected with the Director within the meaning of Section 346 of the Act. Regulation 86 shall be modified accordingly.

- 8.3 References in this Article and in Regulations 85 and 86 (as modified by these Articles) to transactions or arrangements shall include contracts, guarantees and indemnities (whether or not constituting a transaction or arrangement). Regulations 85 and 86 shall be modified accordingly.

9 **Proceedings of Directors**

- 9.1 If the same person is the alternate director for more than one Director he shall be entitled in the absence of two or more of his appointors to separate votes on behalf of each such appointor on a cumulative basis in addition (if he is himself a Director) to his own vote. Regulation 88 shall be modified accordingly.
- 9.2 A Director who is also an alternate director, if his appointor is not present, shall be counted only once in identifying the number of Directors for the purposes of the quorum for the

transaction of the business of the Directors.
Regulation 89 shall be modified accordingly.

- 9.3 Regulation 92 shall apply to resolutions in writing of Directors and extend to include alternate directors, and shall be modified accordingly.
- 9.4 Any Director or alternate director who attends a meeting of Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of these Articles and shall be counted in the quorum accordingly.
- 9.5 Subject to the provisions of the Act, a Director may vote at a meeting of Directors on any resolution on which he would otherwise be prohibited from voting by Regulation 94 (including a resolution for the approval of an alternate director appointed by him) provided that before such resolution is moved he discloses to the meeting or is deemed pursuant to Regulation 86 (as modified by these Articles) to have disclosed the nature and extent of his interest. Regulation 94 shall be modified accordingly.
- 9.6 If an alternate director has an interest in a matter for the purposes of Regulation 94 only because he is treated as having an interest of his appointer or one of his appointers and such alternate director is himself a Director and/or is also an alternate director for any other Director or Directors not personally present at the meeting, Regulation 94 (as modified by Article 9.4) shall apply separately to each of

the votes to which he is entitled on a cumulative basis and (notwithstanding that he is so treated as having an interest and provided he is not otherwise precluded from voting) he may vote and shall be counted in the quorum in respect of his office as Director and as alternate director for such other Director or Directors. Regulations 94 (as modified as aforesaid) and 95 shall be modified accordingly.

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Accounts

A member, subject to such conditions and regulations as the Directors may determine having regard to any obligation binding upon the Company to keep confidential information supplied to it by other persons, may inspect personally or by his agent at any time and from time to time any account or book or document of the Company (and take and retain copies thereof). Regulation 109 shall not apply.