

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ARNOLDS VETERINARY PRODUCTS LIMITED

1. The name of the Company is "ARNOLD & SONS VETERINARY INSTRUMENTS LIMITED".¹
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) To establish, commence, acquire and carry on the businesses of buyers, importers, exporters, manufacturers of, and dealers in, all substances, preparations, manufacturers, contrivances and things used or required for the health, well being and physical comfort of animals and human beings, and to buy, manufacture and supply all the requirements of physicians, surgeons, dentists, veterinary surgeons, chemists, sanitary experts, nurses and others engaged in the care of the health and well being of animals and human beings.
 - (B) Subject to and in accordance with due compliance with 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(c) and/or Section 151(2) of the Act.
 - (C) To carry on business as wholesale and retail chemists and druggists, chemical engineers, sterilizers, dyers, cleaners, makers of proprietary articles of all kinds and of electrical, chemical, photographic, surgical,

¹ The name of the Company was changed from Arnold & Sons Veterinary Instruments Limited to Arnolds Veterinary Products Limited by Special Resolution passed 18 December 1967



dental, veterinary and scientific apparatus and materials, nurses' outfitters, laboratory proprietors, charcoal manufacturers, metallurgists, engineers, and metal and woodworkers, printers, publishers, booksellers, library proprietors, watchmakers, and jewellers, goldsmiths and silversmiths, electro-platers, fancy goods dealers, grocery and provision dealers, and general storekeepers.

- (D) To carry on business as stationers, printers, lithographers, stereotypers, electrotypers, photographic printers, engravers, die-sinkers, envelope manufacturers, machine rulers, book-binders, account book manufacturers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, typefounders, photographic manufacturers, fancy and other card dealers, advertising agents, designers, draughtsman, booksellers, publishers, paper manufacturers and dealers in paper and materials for the manufacture thereof or any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company.
- (E) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have, dealings with the Company.
- (F) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (G) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (H) To enter into any arrangements with any Government or Authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (I) To apply for, or join in applying for, purchaser or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protection and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (J) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (K) To guarantee payment or performance of any debts, contracts or obligations, or become security for any company for any purpose whatsoever and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (L) To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (M) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.

- (N) Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (O) To receive money on deposit upon such terms as the Company may approve.
- (P) To invest and deal with the moneys of the Company in such manner as it may from time to time be determined.
- (Q) To lend money to any company on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, but not to carry on the business of a registered money lender.
- (R) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (RR) Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the company or in any company which is for the time being the company's holding company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's holding company or any company which is contemplated to become the company's holding company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the company or of the company's holding company, or otherwise associated with the company in business or of any company, firm or person which the directors of the company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the company (both present and future) including its uncalled capital in support of such guarantees or

otherwise as security for any such obligations and liabilities of others.

- (S) To remunerate any company for services rendered or to be rendered, in placing or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (T) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (U) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (V) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures, or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (W) 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.
- (X) To support or subscribe to any charitable or public objects and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities or charitable aid to any Director or other person who may have served the Company or its predecessors in business, or of any subsidiary, allied or associated company or to the wives, children or

other relatives or dependents of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.

- (Y) 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 modifications of the Company constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Z) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (AA) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (BB) To distribute any of the property of the Company in specie among the shareholders.
- (CC) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (DD) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in nowise 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 £750,000 divided into 750,000 ordinary shares of £1 each.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ARNOLDS VETERINARY PRODUCTS LIMITED

(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 in so far 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

- (A) No resolution shall be voted on and no other business shall be transacted at any meeting 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.
- (B) 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**

- (A) The same person may be appointed as the alternate director of more than one Director.
- (B) 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 appointor is a member at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director. Regulation 66 shall be modified accordingly.
- (C) 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 appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor. Regulation 69 shall not apply.

5. **Delegation of Directors' Powers**

- (A) 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 the 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. References 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.

- (B) 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.
- (C) 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**

- (A) 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.
- (B) 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' Appointment and Interests**

- (A) 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.

- (B) 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.
- (C) 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**

- (A) 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.
- (B) 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.
- (C) Regulation 92 shall apply to resolutions in writing of Directors and extend to include alternate directors, and shall be modified accordingly.
- (D) 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.

- (E) 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.
- (F) 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 appointor or one of his appointors 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.

10. **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 the 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.