

No. 711851.

711851

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

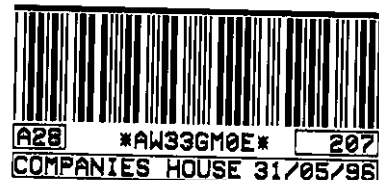
ARTICLES OF ASSOCIATION

OF

GLAXO OPERATIONS UK LIMITED

(As amended up until 15 May 1996)

(Incorporated 1st January 1962)



**CERTIFIED TRUE EXTRACT FROM THE MINUTES
OF AN EXTRAORDINARY GENERAL MEETING
HELD ON WEDNESDAY 15 MAY 1996**

3 IT WAS RESOLVED AS A SPECIAL RESOLUTION THAT Article 28 of the Articles of Association be amended to read as follows:

28. The directors may delegate any of their powers to any committee consisting of one or more persons as the directors may consider appropriate. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with one or more directors shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying. Insofar as any such power or discretion is so delegated, any reference in these articles to the exercise by the directors of such power of discretion shall be read and construed as if it were a reference to such committee.

CERTIFIED A TRUE EXTRACT



.....
S M BICKNELL
COMPANY SECRETARY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. **711851**

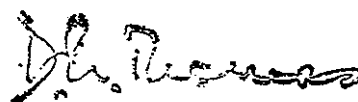
I hereby certify that

GLAXO LABORATORIES LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

GLAXO OPERATIONS UK LIMITED

Given under my hand at Cardiff the **1ST JULY 1978**


D. R. THOMAS

Assistant Registrar of Companies

No. 711851.



Certificate of Incorporation

I Hereby Certify, that

GLAXO LABORATORIES LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is LIMITED.

GIVEN under my hand at London this First day of January One
Thousand Nine Hundred and Sixty two.

A. J. C. MANN,

Assistant Registrar of Companies.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

GLAXO OPERATIONS UK LIMITED

(As amended up until 13th December 1994)

1. The name of the Company is "GLAXO OPERATIONS UK 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 acquire for the purposes of reconstruction the whole or such part as may be thought expedient of the assets and undertaking of Glaxo Laboratories Limited and for the purpose of such acquisition to enter into such agreements or arrangements as may be considered necessary or expedient.
 - (2) To carry on in the United Kingdom and elsewhere all or any of the businesses of manufacturing chemists, wholesale and retail druggists, importers, exporters and manufacturers of and refiners of and dealers in pharmaceutical, medicinal, chemical, biological, immunological and therapeutic preparations and articles whether simple or compound, makers of and dealers in preparations and articles proprietary or otherwise of all kinds and materials dressings, apparatus and contrivances of every description and for any purpose including in particular but without limiting the generality of the foregoing scientific, medical, dental, veterinary, agricultural, horticultural, fishery and forestry purposes, surgical and scientific instruments and appliances and generally to carry on any of the businesses and to do all such things as are incidental or conducive to the attainment of the above objects or any of them;

- (3) To carry on business as manufacturers and distributors of and dealers in foods for infants and invalids, dietetic foods, cereals and foodstuffs of all descriptions for human and animal use;
- (4) To carry on business in the United Kingdom and elsewhere as dealers in and producers, manufacturers, importers and exporters of milk, butter, cheese, casein and its allied products, condensed milk, concentrated milk, preserved milk, dried milk, sugar of milk and all products and substances of any description derived from the manipulation or treatment of milk or milk products in any manner whatsoever;
- (5) To carry on all or any of the businesses of chemical engineers, sterilisers, dyers, cleaners, makers of chemical plant and materials, charcoal manufacturers, metallurgists, miners and mine owners, prospectors, refiners, engineers, and metal and wood workers, printers, bookbinders, publishers, manufacturers of paper and packing materials, booksellers, library proprietors, stationers, watchmakers and jewellers, goldsmiths and silversmiths, electroplaters, fancy goods dealers and general storekeepers;
- (6) To carry on business as laboratory proprietors, breeders, importers and exporters of and dealers in live or dead animals; to act as analytical and consulting chemists, and to undertake analytical and research work of any kind;
- (7) To establish, provide, maintain, conduct or otherwise subsidise research laboratories or experimental workshops of scientific or technical research and experiments, and to undertake and prosecute scientific and technical tests and experiments of all kinds, and generally to promote such scientific and technical studies, investigations and researches as may be considered likely to assist any of the businesses which the Company is authorised to carry on;
- (8) To carry on all or any of the businesses of commission agents, importers, exporters, owners or charterers of ships and aircraft or other vessels, lightermen, stevedores, ship and insurance brokers, carriers, forwarding agents, ship's husbands, wharfingers, warehousemen, planters, growers, farmers, stock owners and breeders, pasturers, graziers, maltsters, preservers, packers, machinists, mechanical engineers, smelters, metallurgists, mine and quarry owners, tallow melters, coopers, dealers, builders, carpenters, tinsmiths, designers, bankers and general merchants;
- (9) To manufacture, buy, sell, alter, repair, improve, manipulate, treat, prepare for market, and deal in all kinds of plant, machinery, apparatus, appliances, tools, utensils, commodities, substances, materials, articles and things necessary or useful for carrying on any of the above specified businesses or usually dealt in by persons engaged therein;
- (10) To carry on any other trade or business, whether subsidiary or not, which can, in the opinion of the Company, be carried on advantageously in connection with any of the trades or businesses aforesaid, or which, in the opinion of the Board of Directors, will enhance the value of the Company's property or be conducive either directly or indirectly to the attainment of the above objects or any of them;
- (11) To lay out land for building purposes, and to build on, improve, let on building lease, advance money to persons building on, or otherwise develop the same in such manner as may seem expedient to advance the Company's interest;

- (12) To purchase, take on lease or in exchange, hire, apply for or otherwise acquire and hold for any estate or interest any rights, privileges, lands, buildings, easements, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any property, rights and information so acquired;
- (13) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests or possessed of property suitable for the purposes of the Company;
- (14) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares or by the issue of securities, or partly in one mode and partly in another and generally on such terms as may be determined;
- (15) To construct, purchase, take on lease or exchange, hire or otherwise acquire, lay down, enlarge, alter, maintain, improve, control or superintend any roads, railways, tramways, sidings, bridges, aerodromes, reservoirs, canals, docks, wharves, locks, watercourses, shops, stores, factories buildings, works, plant and machinery which may seem necessary or convenient to the Company's business, and to contribute to or subsidise the construction and maintenance of any of the above, and to take part in the maintenance or control thereof;
- (16) 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;
- (17) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person, firm 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 or from which this Company would or might derive any benefit, whether direct or indirect;
- (18) To amalgamate with any other company or companies;
- (19) 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 or debentures, debenture stock or other securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;

- (20) To promote any company or companies for the purpose of its or their 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;
- (21) To guarantee the payment of moneys secured by or payable under or in respect of, or the performance of, bonds, debentures, debenture stock, shares, contracts, mortgages, charges, obligations and securities of any company, whether British, colonial or foreign, or of any person whomsoever;
- (22) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in such investments or securities as may be thought expedient;
- (23) To lend money to such persons and on such terms as the Company may approve, and in particular to customers of and persons and companies having dealings with the Company, and to give any guarantees or indemnities as may seem expedient;
- (24) 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 the Company;
- (25) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance, and to redeem, purchase or pay off any such securities;
- (26) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested either directly or indirectly;
- (27) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others;
- (28) To draw, make, accept, indorse, discount, execute and issue bills of exchange, promissory notes and bills of lading, warrants, debentures and other negotiable or transferable instruments or securities;

- (29) 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;
- (30) To establish or support pension and superannuation funds, and to grant pensions, allowances, gratuities and bonuses to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, or of its subsidiary companies or predecessors in business, their widows, children and dependants, and to subscribe to benevolent and other funds for the benefit of such persons, and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees or to advance the objects or interests of the Company;
- (31) To distribute any of the Company's property among the members in specie;
- (32) To establish and maintain local registers, agencies and branch places of business, and procure the Company to be registered or recognised to carry on business in any parts of the world;
- (33) To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise;
- (34) To do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and by or through agents, sub-contractors, trustees or otherwise;
- (35) To do all such other things as are incidental to or the Company may think conducive to the attainment of 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 shall be separate and distinct objects of the Company and shall not be in any wise limited by reference to any other paragraph or the order in which the same occur or the name of the Company 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.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £625,000,000 divided into 625,000,000 shares of £1.00 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 DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ELLEN TINDELL, 59-67, Gresham Street, London, E.C.2. Clerk.	One
MARY KATHLEEN SALTER, 59-67, Gresham Street London, E.C.2. Clerk.	One

DATED this 14th day of December, 1961.

WITNESS to the above Signatures:-

M.I. WORDLEY,

59-67, Gresham Street,

London, E.C.2.

Clerk.

ARTICLES OF ASSOCIATION OF
GLAXO OPERATIONS UK LIMITED

(Articles adopted by Special Resolution on 25th October 1991)

PRELIMINARY

1. The regulations in Table A in the Companies (Tables A to F) Regulations 1985 and in any Table A applicable to the Company under any former or subsequent enactment relating to companies shall not apply to the Company.
2. In these articles, if not inconsistent with the subject or context, the words and expressions set out in the first column below shall bear the meaning set opposite them respectively:-

The Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
The Company	The company to which these articles relate.
Office	The registered office of the Company.
These articles	These Articles of Association as from time to time amended.
In writing	Written or produced by any substitute for writing or partly one and partly another.
Secretary	Any person appointed by the directors to perform any of the duties of the Secretary, including any joint, deputy or assistant Secretary.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include bodies corporate and unincorporate. Subject as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these articles.

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these articles or the Act and, unless the Act otherwise provides, where for any purpose an extraordinary resolution is required a special resolution shall be effective.

SHARE CAPITAL

3. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary or elective resolution determine.
4. Subject to section 80 of the Act and Article 49.(b) of these articles, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, and section 89(1) of the Act shall not apply.

5. The Company may by ordinary resolution alter the Memorandum of Association in any of the ways permitted by section 121 of the Act and, subject to the provisions of the Act, may by special resolution reduce in any way its share capital, any capital redemption reserve and any share premium account.

TRANSFER OF SHARES

6. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor.

GENERAL MEETINGS

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The directors may whenever they think fit, and on requisition in accordance with the Act shall, proceed with proper expedition to convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by giving at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if so agreed by a majority of members together holding not less than 95 per cent in nominal value of the shares in the Company.
10. The notice shall be given to all the members and to the directors, and shall specify the time, day and place of the meeting and the general nature of the business to be transacted and, in the case of any annual general meeting, shall specify the meeting as such.
11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum of members is present. A quorum for a general meeting shall be a member or members present in person or by proxy and holding or representing the holder or holders of not less than fifty per cent of the shares in the capital of the Company.
13. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the Company or if there is no such chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman the members present may elect one of their number to be chairman of the meeting.
14. Directors shall be entitled to attend and speak at all general meetings of the Company.

15. Every member present in person or by proxy shall have one vote for each share of which he is the holder.
16. Subject to the provisions of the Act, all or any of the members may participate in a general meeting by means of any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting is then present.
17. Subject to the provisions of the Act, a resolution in writing signed by or on behalf of each member shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents of like form each signed by or on behalf of one or more members. In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative.
18. Any document appointing a proxy shall be in writing and shall be signed by the appointer or his attorney duly authorised in writing or if the appointer is a corporation signed by a director or secretary or attorney duly authorised of the corporation. A proxy need not be a member of the Company.
19. Any document appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Office of the Company or at such other place as is specified for that purpose in the notice convening the meeting any time prior to the time of the holding of the meeting at which the person named in the instrument proposes to vote.
20. Any document appointing a proxy may be in the usual common form or such other form as the directors may accept.

NUMBER OF DIRECTORS

21. The number of directors shall not be less than 2.

ALTERNATE DIRECTORS

22. Any director, other than an alternate director, may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors. An alternate director shall cease to be an alternate director if his appointer ceases to be a director.
23. An alternate director (except when absent from the United Kingdom) shall be entitled to receive notices of meetings of the directors and of any committee of the directors of which his appointer is a member and shall be entitled to attend and vote as a director and be counted in the quorum at any such meeting at which his appointer is not personally present. An alternate director shall be entitled generally at any such meeting to perform all the functions of his appointer, and for the purposes of the proceedings at such a meeting the provisions of these articles shall apply as if the alternate director were a director. An alternate director shall not, save as aforesaid, have power to act as a director nor shall he be deemed to be a director for the purposes of these articles.

24. An alternate director shall be entitled to contract and to be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent as if he were a director.

POWERS OF DIRECTORS

25. Subject to the provisions of the Act, the Memorandum of Association, these articles and to any special resolutions, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum of Association or these articles and no special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that special resolution had not been passed. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
26. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of contract of service between the director and the Company.
27. The directors may appoint, by power of attorney or otherwise, any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

28. The directors may delegate any of their powers to any committee consisting of one or more persons as the directors may consider appropriate. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with one or more directors shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying. Insofar as any such power or discretion is so delegated, any reference in these articles to the exercise by the directors of such power or discretion shall be read and construed as if it were a reference to such committee.

DIRECTORS' INTERESTS

29. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest he may have, a director notwithstanding his office:-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
30. For the purposes of the preceding article, a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

31. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
32. All or any of the directors may participate in a meeting of the directors by means of any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting is then present.
33. The quorum for the transaction of the business of the directors shall be two. A person who holds office as an alternate director shall, if his appointer is not present, be counted in the quorum.
34. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

35. The directors may appoint one of their number to be the chairman of the directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
36. All acts done by a meeting of directors or of a committee of directors or by a person acting as a director (notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote) shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
37. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents of like form each signed by one or more directors. A resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
38. Save as otherwise provided by these articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which, directly or indirectly, he has an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any of its subsidiaries, or by virtue of his being or intending to become a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any of its subsidiaries for subscription, purchase or exchange;
 - (d) the resolution relates in any way to a retirement benefits scheme or an employees' share scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes, or by the Company in general meeting;
 - (e) his interest arises by virtue of any contract for the purchase or maintenance for any director of insurance against any liability;

- (f) any contract in which the director is interested by virtue of his interest in shares or debentures or other securities of the Company or Glaxo plc and/or any subsidiaries of Glaxo plc or by reason of any other interest in or through the Company;
- (g) any contract concerning any other body corporate or unincorporate (not being a body in which the director owns one per cent or more) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever;
- (h) any contract for the benefit of employees of the Company or Glaxo plc or of any of the subsidiaries of the Company or Glaxo plc under which the director benefits in a similar manner as the employee and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom the contract relates.

For the purposes of this article, an interest of a person who for any purpose of the Act is connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointer shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

39. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

SECRETARY

40. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

THE SEAL

41. The common seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. Any instrument to which the seal is affixed shall be signed by a director and by the Secretary or by a second director. Where the Act so permits, any instrument signed by one director and the Secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under seal. The Secretary shall maintain a record of any document so executed.

DIVIDENDS

42. Subject to the provisions of the Act, the directors may pay dividends if it appears to them that they are justified by the profits of the Company as being available for distribution.
43. The Company may, upon the recommendation of the directors, direct payment of a dividend in whole or part by the distribution of specific assets.

CAPITALISATION OF PROFITS

44. The directors with the authority of an ordinary resolution of the Company may:-
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
 - (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid.

NOTICES

45. Unless any provision of the Act or these articles otherwise requires, any notice to be given to or by any person pursuant to these articles need not be in writing.
46. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called. Any notice in writing or other document to be given to or by any person pursuant to these articles may be served on or delivered to such person either personally or by sending it through the post addressed to such person at their address as last known to the sender. Any notice or document sent by post shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put in the post. Any notice or document not sent by post but left at such person's address as last known to the sender shall be deemed to have been served or delivered on the day it was so left. Any notice or document, whether sent by post or otherwise served or delivered, shall be at the addressee's risk after it has been deemed to have been served or delivered.
47. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

INDEMNITY

48. Subject to the provisions of the Act, the Company may purchase and maintain for any director, auditor, secretary or other officer of the Company insurance against any liability. Subject to such provisions, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

THE PARENT COMPANY

49. Whenever Glaxo plc, and/or any subsidiaries of Glaxo plc, hereinafter collectively called the "Parent Company", hold, in aggregate, a majority of the issued ordinary shares of the Company which confer the right to attend and vote at general meetings of the Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these articles:-
- (a) the Parent Company may at any time and from time to time appoint any person to be a director or other officer or remove from office any director or other officer howsoever appointed but so that any such appointment or removal shall be deemed an act of the Company;
 - (b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company; and
 - (c) any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by a director or its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

WINDING UP

50. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and for that purpose may value any assets and determine how the division shall be carried out as between the members. The liquidator with the like sanction may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.