

Company No. 732993

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

- of -

MAYNE NICKLESS (U.K.) LIMITED

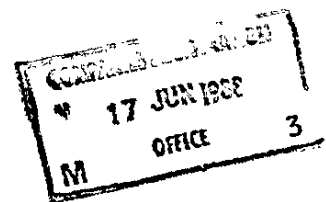
(passed 1st June 1988)

At an Extraordinary General Meeting of the Company duly convened and held on the first day of June 1988 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Company adopt new Articles of Association in the form of the draft produced to the Meeting and signed by the Chairman for the purposes of identification in substitution for and to the exclusion of the existing Articles of Association of the Company.

Signed.....*P. J. L. J. L. J. L.*  
Chairman of the Meeting



Company No. 732993

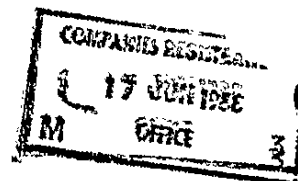
THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES  
NEW  
ARTICLES OF ASSOCIATION  
of  
MAYNE NICKLESS (U.K.) LIMITED  
(Adopted by Special Resolution  
passed on the first day of June 1988)

INTERPRETATION

1. In these Articles -

"The Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985.



2. Regulations 8, 24, 41, 73 to 80 (inclusive), and 118 in Table A shall not apply to the Company. The Articles hereinafter contained and (subject to the modifications hereinafter expressed) the remaining regulations contained in Table A shall constitute the regulations of the Company.

#### SHARE CAPITAL

3. The Share Capital of the Company at the date of the adoption of these Articles is £25,000,000, divided into 25,000,000 Ordinary Shares of £1 each, 14,900,000 of which have been issued.
4. Subject to any direction to the contrary which may be given by the Company in General Meeting, the Directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of Section 80(2) of the Act) to such persons (including any Director) on such terms and at such time or times as they think fit, provided that no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with Article 4 shall be the nominal

amount of unissued shares at the date of the adoption of these Articles or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the Directors by Articles 4 and 5 shall remain in force for a period of five years from the date of the adoption of these Articles and thereafter provided this authority is renewed from time to time by the Company General Meeting in accordance with Section 80 of the Act.

#### TRANSFER OF SHARES

7. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of any share whether or not it is a fully paid share.

#### LIEN

8. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall have a first and paramount lien on all shares registered in the name of any person (whether

solely or jointly with others) for all monies owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such monies are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

#### PROCEEDINGS AT GENERAL MEETINGS

9. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.

10. A poll may be demanded at any General Meeting by any member present in person or by proxy (or in the case of a corporation, by a representative or by proxy) and entitled to vote. Regulation 46 in Table A shall be modified accordingly.

11. In the case of a corporation, the signature of a director or the secretary thereof and 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 passing resolutions in writing pursuant to regulation 53 in Table A.

12. A proxy shall be entitled to vote on a show of hands and regulation 54 in Table A shall be modified accordingly.

13. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 in Table A.

#### DELEGATION OF DIRECTORS' POWERS

14. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit. A Director thus appointed to any executive office who ceases at any time and from

any cause to hold the office of Director shall (without prejudice to any claim for damages for breach of any contract of service between him and the Company) ipso facto and immediately cease to hold such executive office.

APPOINTMENT DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by ordinary resolution, a Member or Members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at General Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or by their duly authorised attorneys (or in the case of a Member being a company signed by one of its directors or officers on its behalf), or in such other form as the Directors may accept, and shall take effect upon such appointment or removal being lodged with or otherwise communicated to the Company at its registered office or being handed or otherwise

communicated to the Chairman of a meeting of the Directors at which a quorum is present.

16. Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than two nor more than twelve.

17. Unless and until otherwise determined by the Company or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the Members notice of the age of a Director or person proposed to be appointed as such.

18. Regulation 81 in Table A shall be amended by substituting for paragraph (c) thereof, the following provision:



- (c) he becomes, in the opinion of all his co-Directors, incapable by reason of mental disorder of discharging his duties as a Director;

#### ALTERNATE DIRECTORS

19. When an Alternate Director is also a Director or acts as an Alternate Director for more than one Director, such Alternate Director shall have one vote for every Director so represented by him (in addition to his own vote, if he is himself a Director) and when so acting, shall be considered as two Directors for the purpose of making a quorum if the quorum exceeds two.

#### PROCEEDINGS OF DIRECTORS

20. Subject to a declaration of interest having been made in accordance with Section 317 of the Act, a Director may vote as a Director in regard to any contract, transaction or arrangement or any proposed contract, transaction or arrangement in which he is interested directly or indirectly, or upon any matter arising in connection therewith. If he does so vote, his vote shall be counted, and he may be counted in determining whether there is a quorum at the meeting at which any such contract, transaction or arrangement is under consideration. Regulations 94 and 95 in Table A shall be deemed to be modified accordingly.

21. Regulation 88 in Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom".

the following sentence:

"Notice of every meeting of Directors shall be given to each Director or his Alternate Director, including Directors and Alternate Directors who may, for the time being, be absent from the United Kingdom and have given the Company their address outside the United Kingdom."

22. (a) If all the Directors for the time being in the United Kingdom not being less than the number required for a quorum at a meeting of the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in the terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days,

on the day on which, and at the time at which, the document was last signed by a Director and, where a document is so signed, the document shall be deemed to constitute a minute of that meeting.

(b) For the purposes of sub-Article (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

(c) A reference in sub-Article (a) to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution, or a reference to an alternate Director whose appointor has signed the document mentioned in sub-Article (a).

(d) For the purposes of this Article 21, a Director may authorise any other Director or the Secretary to sign the document mentioned in sub-Article (a) on his behalf. Any such authority

may be in writing or be communicated by cablegram, radiogram, telegram, telex or facsimile transmission or may be communicated orally by radio, telephone, closed circuit television or other means of audio or audio visual communication and for the purposes of this Article 21 any document mentioned in sub-Article (a) signed by a Director or the Secretary who certifies that he is signing for and on behalf of a Director pursuant to such authority shall be deemed to have been signed on behalf of that Director pursuant to such authority and shall be as valid and effectual as if it had been signed by that Director.

#### NOTICES

23. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 in Table A shall be amended accordingly.

24. A member who (having no registered address with the commonwealth of Australia or the United Kingdom) has not supplied to the Company an address within the commonwealth of Australia or the United Kingdom for the service of notices shall not be entitled to receive notices from the Company.

25. Regulation 116 in Table A shall be amended by deleting the words ",if any, within the United Kingdom," from the said Regulation.

#### INDEMNITY

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in

the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.