

No. 912171

The Companies Acts 1948-1985

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COMPANY LIMITED BY SHARES

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AMENDED  
MEMORANDUM and ARTICLES  
OF ASSOCIATION  
of  
ANIMAL HEALTH TRUST PROMOTIONS LIMITED

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Incorporated the 2nd day of August 1967

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The Companies Act, 1948

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COMPANY LIMITED BY SHARES

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AMENDED  
MEMORANDUM OF ASSOCIATION

of

ANIMAL HEALTH TRUST PROMOTIONS LIMITED

\*(formerly "ANIMAL HEALTH TRUST" PROMOTIONS LIMITED)

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- \*1. The name of the Company is "ANIMAL HEALTH TRUST PROMOTIONS 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 carry on the business of card makers, printers, engravers, publishers, book binders and art journalists in all their branches.
  - (2) To carry on business as manufacturers, distributors, buyers, sellers and dealers in cards, books, pictures, prints and art works and as wholesale and retail stationers.
  - (3) To carry on the business of printers, publishers, distributors and sellers of programmes, hand-outs, tickets and other items of a similar nature connected with performances at cinemas, theatres, circuses, opera houses, concert halls, sports stadiums and other places of public entertainment and recreation and buyers and sellers of and dealers in advertising space therein.
  - (4) To promote, present and assist in the promotion and presentation of performances, displays, and exhibitions at cinemas, theatres, circuses, opera houses, concert halls, sports stadiums and other places of public entertainment and recreation.
  - (5) To carry on the business of fancy goods dealers tobacco merchants, warehousemen and general storekeepers, art, colour and general printers, lithographic printers, offset printers, photogravure printers, linotype setters and as engravers,
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\* Name changed by Special Resolution dated 17th March 1992.

photographers, lithographers, artists, designers and draughtsmen; newspaper, magazine, periodical and journal proprietors; Press agents, newsagents, journalists, advertising agents; literary, dramatic, music, sporting and entertainment critics.

- (6) To carry on business as manufacturers, importers, exporters, buyers and sellers of and dealers in merchandise of all description including but without prejudice to the generality of the foregoing, canned and bottled goods, metals, machinery, foodstuffs, beverages, chemicals, raw materials of all description, textiles, manufactured articles, produce, goods and merchandise of all kinds and descriptions.
- (7) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (8) To subscribe to or contribute to or otherwise aid any charitable institution without any limit as to quantum and in particular without prejudice to the generality of the foregoing words to the Animal Health Trust (hereinafter called "the Trust") and for such purposes to enter into and make covenants and agreements.
- (9) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights, concessions, licences, easements or privileges which the Company may think necessary or convenient for the purposes of its business.
- (10) To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company and to act as director or other officer of any other company.
- (11) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person 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 any business or transaction capable of being conducted so as directly or indirectly to benefit this Company; and to lend money to, guarantee the contracts of, or otherwise assist any such person or Company, and to take or otherwise acquire shares and securities of any such Company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same and to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- (12) To take or otherwise acquire, and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being

conducted so as directly or indirectly to benefit this Company.

- (13) To enter into any arrangements with any governments 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.
- (14) To grant pensions, annuities, gratuities, allowances and bonuses to employees and officers, ex-employees and ex-officers of the Company or its predecessors in business or any subsidiary Company of the Company or to the widows, children and other dependants of such persons; to make payments towards insurance, and to form and contribute to provident and benefit funds and pension schemes for the benefit of any such persons aforesaid; and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of its employees and officers.
- (15) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (16) 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.
- (17) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money lender.
- (18) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (19) To undertake and execute any trusts the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (20) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of the dividends and interest of any shares, debentures or other securities of any Company, and generally to give guarantees and indemnities.
- (21) To apply for, purchase, or otherwise acquire, any patents, patent rights, brevets d'invention, trademarks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem

capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, right, or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage, and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (23) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit.
- (24) To procure the Company to be registered or recognised in any foreign country or place.
- (25) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (26) 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.
- (27) To do all such other things as are incidental or conducive to the attainment of the above objects.

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 whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each Sub-clause of this Clause, shall, except where otherwise expressed in such Sub-clause, be in no wise restricted or limited by reference to or inference from the terms of any other Sub-clause, or the name of the Company, and none of the Sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first eight Sub-clauses of this Clause.

**\*4. The liability of the Members is limited.**

**\*5. The share capital of the Company is £100 divided into 100 shares of £1 each, with power to increase and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.**

**\* Articles 4 and 5 were deleted by Special Resolution passed 17th March 1992 and Articles 6 and 7 were renumbered accordingly.**

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.

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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber.

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JOHN HENRY MASON

ONE

15 The Crest  
Palmers Green  
London N13

Joint Secretary of the Animal Health Trust

DENIS FREDERICK LEY BEER

ONE

47 Kings Avenue  
Woodford Green  
Essex

Joint Secretary of the Animal Health Trust

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DATED this 10th day of July 1967

WITNESS to the above Signatures:-

DOROTHY MARY WINNIE  
33 Park View Gardens  
Hendon  
London NW4

Private Secretary

The Companies Act 1948

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COMPANY LIMITED BY SHARES

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AMENDED  
ARTICLES OF ASSOCIATION

of

ANIMAL HEALTH TRUST PROMOTIONS LIMITED

\*(formerly "ANIMAL HEALTH TRUST" PROMOTIONS LIMITED)

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\*1. Subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to this Company. References in these Articles to numbered regulations shall, unless the context otherwise requires, be deemed to be references to regulations in Part I of Table A. Regulations 89 to 92 of Table A shall not apply to this Company.

2. (A) The directors may determine in any manner permitted by Clause 3(8) of the Memorandum of Association that the whole or any part of the income of the Company (but not exceeding the total amount which would otherwise be available for distribution by way of dividend) shall be paid to the Animal Health Trust to be applied towards the promotion and carrying out of the objects of that trust.

\*(B) No member of the Council of Management or other governing body or other person engaged or concerned in the management of the Animal Health Trust shall enter into or be concerned or interested directly or indirectly in any contract with the Company unless it is expressly resolved prior to entering into such contract both by the directors of the Company and the Council of Management of the Trust that such a contract would in their opinion be for the benefit of the Animal Health Trust.

\*(C) The Company's auditors shall include in their annual report a statement showing whether to the best of their knowledge and belief the above provisions have been complied with.

3. The shares shall be under the control of the Directors, who may

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\* Name changed by Special Resolution passed 17th May 1992. Article 1 amended, Article 2(B) deleted and Articles 2(C) and (D) relettered as Articles (B) and (C)

allot or otherwise dispose of the same to such persons, on such terms and conditions and either at a premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any shares at a premium or at par during such tie and for such consideration and the Directors think fit, and to grant to any person subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares an option to require the Company to allot to him or his nominees any further shares in the Company at not less than par.

4. The words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted from Regulation 11.

5. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of a show of hands a poll is demanded by any Member present in person or by proxy, and the first paragraph of Regulation 58 shall not apply.

6. Regulation 60 shall not apply.

7. Until otherwise determined by a General Meeting, the number of Directors shall not be less than two nor more than seven and Regulation 75 shall be modified accordingly.

8. The limit on the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors imposed by the proviso in Regulation 79 shall not apply.

9. A Director may vote in respect of any contract, arrangement or appointment in which he is interested in any manner whatsoever and he shall be counted for the purposes of constituting a quorum. Regulation 84 shall be modified accordingly.

10. In Regulation 86 of the words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" shall not apply.

11. In line 3 of Regulation 17 there shall be added after the words "think proper" the words "but in no case exceeding 10% thereof".

\*12. 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.

\*13. An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in

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\* Articles 12-16 were inserted by Special Resolution passed 17th March 1992 and the remaining Articles were renumbered accordingly



his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. It shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.

\*14. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director; but, if a Director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

\*15. Any appointment or removal of an alternate Director shall be by written notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

\*16. Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

17. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing the moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company, or any investments representing the same, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the Members on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend. For the purpose of this provision surplus moneys or investments means moneys or investments in the hands of the Company over and above a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being and any share premium account and capital redemption reserve fund.

18. Regulation 134 shall apply as if paragraph (b) thereof were omitted.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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John Henry Mason

15 The Crest  
Palmers Green  
London W13

Joint Secretary of the Animal Health Trust

Denis Frederick Ley Beer

47 Kings Avenue  
Woodford Green  
Essex

Joint Secretary of the Animal Health Trust

DATED this 10th day of July 1967

WITNESS to the above Signatures:-

Doroth Mary Winnie  
33 Park View Gardens  
Hendon  
London NW4

Private Secretary