

358393/20



The Companies Acts 1948 to 1967

**UNLIMITED COMPANY HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**PHARMACEUTICAL ENGINEERING AND DESIGN**

(As amended by Written Resolution dated 7/6/ 2006)

1. The name of the Company is "PHARMACEUTICAL ENGINEERING AND DESIGN"<sup>1</sup>.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - 3.1 To carry on business as designers and consultants for all kinds of pharmaceutical machinery and equipment, electrical and mechanical maintenance systems, for structural, civil and mechanical and electrical engineering works, and for public and other works of every description, and to carry on business as consultants, designers, advisers and managers in all such works; to act as agents for pharmaceutical and other engineers, contractors and merchants, and to carry on business as manufacturers, importers, exporters, and distributors of and dealers in iron, steel, brass, lead and other metals, concrete, cement, lime, asphalt, plaster, whiting, chalk, sand, magnesite, gypsum, Plaster of Paris, artificial and natural stone and slabs, bricks, tiles, pipes, slates and builders' and contractors' materials and requisites generally.
  - 3.2 To carry on business as civil, structural, mechanical, electrical, and mining engineers and as public works contractors, and to manufacture, import, buy, sell, exchange, erect, install, repair, alter, remodel, let or take on hire or otherwise deal in any plant, machinery, material, article or thing capable of being conveniently made, used or sold in any of the businesses or activities aforesaid. To carry on any other trade or business whether subsidiary or not, which can in the opinion of the Company be

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<sup>1</sup> The Company re-registered as an unlimited company on

2006

carried on advantageously in connection with any of the trades or businesses aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.

- 3.3 To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- 3.4 To manage, purchase or otherwise acquire, erect, maintain, alter, remove, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property, machinery and tools and liabilities of any person or company, carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or any other company, whether full paid or otherwise.
- 3.5 To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates, or partnerships and to pay or provide for brokerage, commission, and underwriting in respect of any such issue. To lend and advance money or give credit to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons, firms or companies.
- 3.6 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company carrying on business within the objects of this Company.
- 3.7 To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such

consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company.

- 3.8 To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.
- 3.9 To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking property and assets present and future and uncalled capital of the Company or any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interests, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company or a subsidiary of the Company each as defined by Section 736 of the Companies Act 1985 or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, or any other person firm or company whatsoever. For the purpose of this paragraph, guarantee shall be construed so as to include any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money the purpose of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.
- 3.10 Except insofar as prohibited by Section 151 of the Companies Act 1985, to give, directly or indirectly, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company, financial assistance of any kind (including but not limited to financial assistance within the meaning of section 152(1) of the Companies Act 1985) to any person or company in any manner on any terms and for any

purposes whatsoever and in particular (without derogation from the generality of the foregoing) to give financial assistance for the purpose of or in connection with the purchase of or subscription for securities in the capital of the Company or any holding company, subsidiary or wholly-owned subsidiary (as defined in Section 736 of the Companies Act 1985) of the Company to be made by any person or company.

- 3.11 To make, draw, accept, endorse, and negotiate bills of exchange, or other negotiable instrument.
- 3.12 To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- 3.13 To remunerate or make donations to any person, firm or company rendering services to this Company, or as the Company may think conducive to the attainment of any of its objects whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- 3.14 To distribute among the members in specie any property of the Company, or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3.15 To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures, or debenture stock, or other securities or obligations of any company, and to invest or lend any of the monies of the Company not immediately required for its operation in such manner, with or without security, as the Directors may determine.
- 3.16 To procure the Company to be registered or recognised in any country or place abroad.
- 3.17 To act as or employ any person, firm or company to be agents, contractors, managers, trustees, secretaries, or otherwise to arrange such insurances as the Company may deem expedient, to pay all premiums and to assist financially any ex-employees of the Company or their relatives or dependants.

- 3.18 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

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, be in no way limited or restricted 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 sub-clause.

4. The liability of the members is unlimited.
5. The Share Capital of the Company is £102,000 divided into 102,000 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.

We the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the 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 Descriptions of Subscribers	Number of Shares taken by each Subscriber
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DW JOY 87 Brewer Street London W1	ONE
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Public Accountant and Auditor

N G ANDREWS 87 Brewer Street London W1	ONE
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Accountant

Dated this 21 Day of January 1974

WITNESS to the above signatures:

JL KEOGH  
64 Aviemore Way  
Beckenham  
Kent

Accounts Clerk

THE COMPANIES ACTS 1985 AND 1989

TABLE E

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION

of

PHARMACEUTICAL ENGINEERING AND DESIGN

(adopted by written resolution passed on 7/5/ 2006)

1. The regulations contained in Table A in the schedule to the Companies (Tables A to F) regulations 1985 (as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000) ("**Table A**") shall apply to the Company unless or to the extent that they are excluded or modified by, or are inconsistent with, the following provisions and, with the provisions set out in this document, shall constitute the articles of association of the Company and, for the avoidance of doubt, references in this document to "these articles" shall be construed accordingly.
2. References in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A. Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company.
3. The words "*at least seven clear days' notice*" shall be substituted for the words "*at least fourteen clear days' notice*" in regulation 38 of Table A.
4. The share capital of the Company is £102,000 divided into 102,000 ordinary shares of £1.00 each.
5. The Company may by special resolution:
  - 5.1 increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;

- 5.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- 5.3 subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
- 5.4 cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person;
- 5.5 reduce its share capital, any share capital reserve and any share premium account in any way.
6. Any director or his alternate may validly participate in a meeting of the directors or a committee of the directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Companies Acts, 1985 and 1989 (as amended) ("**Act**"), all business transacted in such manner by the directors or a committee of the directors shall for the purposes of the articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
7. Without prejudice to the obligation of any director to disclose his interest in contracts in accordance with the Act, a director may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest, and if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution. Regulations 94 to 98 shall be modified accordingly.
8. The directors shall not be subject to retirement by rotation. Reference in any regulation to retirement by rotation shall be disregarded.
9. Regulation 88 shall be modified by excluding the third sentence and substituting instead the following sentence:



"Every director shall receive notice of a meeting of directors or a committee of directors whether or not he is absent from the United Kingdom".

10. Regulation 66 shall be modified by excluding the last sentence and substituting instead the following sentence:

"Every alternate director shall receive notice of a meeting of directors or a committees of directors whether or not he is absent from the United Kingdom".

11. A member whose registered address is not within the United Kingdom shall be entitled to have notices given to him at that address, irrespective of whether he has given the Company an address within the United Kingdom at which notices may be given to him also, or otherwise. The last sentence of regulation 112 and regulation 116 shall be modified accordingly.