



THE COMPANIES ACTS 1948 to 1967

and

THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CREIGHTONS plc

Registered Number 1227964

 **BURNESS** 
s o l i c i t o r s

Edinburgh
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PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

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Company incorporated 29 September 1975 as Hibavend Limited; name changed by a special resolution passed 14 March 1986 to Creighton Laboratories Limited, certificate of incorporation on change of name dated 1 April 1986; company re-registered as a public company on 6 May 1986 with the name Creighton Laboratories plc, certificate of re-registration dated 22 May 1986; name changed to Creighton's Naturally plc by a special resolution passed 25 August 1989, certificate of incorporation on change of name dated 29 August 1989; name changed to Creightons plc by a special resolution passed 30 September 1997, certificate of incorporation on change of name dated 2 October 1997

1. The Company's name is CREIGHTONS plc.
2. The Company is to be a public company.
3. The Registered Office of the Company will be situate in England.
4. The Objects for which the Company is established are:-
 - (a) To carry on business as manufacturers of and dealers in chemicals, gases, drugs, medicines, plaster of Paris, gypsum plasters, rubber plasters, medicated plasters and plasters used for technical purposes, disinfectants, fertilisers, salts, acids, foodstuffs, oils, isinglass, colours, glues, gums, pigments, varnishes, compositions, dyes, toothpaste, face power, face cream, skin creams, shaving soaps and creams, soaps, medicated soaps, elastic bandages and combinations thereof, quill pens, tooth picks, brushes, toilette requisites and preparations,

perfumes, proprietary articles, laboratory reagents and chemical, photographic, electrical, surgical, hospital, laboratory and scientific furniture, equipment, apparatus and materials.

- (b) To carry on business as wholesale and retail chemists and druggists, chemical engineers, sterilizers, dyers, cleaners, makers of chemical plant and materials, nurses' outfitters, laboratory proprietors, charcoal manufacturers, metallurgists, engineers and metal woodworkers, printers, publishers, booksellers, library proprietors, watch-makers and jewellers, goldsmiths and silversmiths, electro platers, fancy goods dealers, grocery and provision dealers and general storekeepers.
- (c) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, manufacturers' agents, factors, brokers, bankers and dealers, both wholesale and retail, in all articles of commercial, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, warehouses, workshops and factories of all kinds and hotels, restaurants, cafes, wine and spirit merchants, licensed victuallers; managers of and in property of all kinds including houses, flats, rooms, whether furnished or unfurnished and to let the same to tenants on lease or otherwise, with or without service; insurance agents and insurance brokers in all their branches; builders, contractors, painters, decorators, carpenters, joiners, public works contractors, constructional, civil, precision, mechanical, sanitary, hydraulic, heating, electrical, electronic, ventilating, aeronautical and general engineers in all their branches; and in raw materials generally, manufactured goods, materials, butchers, grocery, greengrocers,

provisions and general produce, live and dead stock, game and poultry, fish, sweets and confectionery and all other articles of food, florists, farmers and horticulturists generally; and to carry on the business of storage contractors, wharfingers, travel agents and booking agents in all their branches; aeroplane and ship owners, operators, charterers, shipping and forwarding agents; motor garage proprietors, motor engineers and dealers in all their branches; textile piece goods and articles manufactured from textile fabrics, plastics and the like in all their branches; furriers, hide and skin merchants and leather and fancy goods manufacturers, importers, exporters and dealers in all their branches; opticians, manufacturers of and wholesale and retail dealers in lenses and scientific and surgical instruments and apparatus of all kinds including cameras, photographic, film and other apparatus, film producers' agents and distributors in all their branches; chemists, cosmetics and the like and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents or otherwise.

- (d) To carry on the business of exporters, manufacturers of and wholesale and retail dealers in any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell,

buy, exchange, alter, improve, manipulate prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses whether as principals, agents, trustees, manufacturers mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their branches.

- (e) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them,
- (f) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's businesses.
- (g) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (h) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.

- (i) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (j) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (k) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (l) To guarantee the payment of any debenture, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (m) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid for.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (o) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.

- (p) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the 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.
- (q) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (r) To promote or aid in the promotion of any company or, companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (s) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (t) To distribute any property of the Company in specie among the members.
- (u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

5. The liability of the members is limited.

6. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.*

* On 20th January 1983 the Share Capital of the Company was increased to £1,000 by the creation of a further 900 Ordinary Shares of £1 each.

On 6th May 1986 the Share Capital of the Company was increased to £51,300 by the creation of a further 50,300 Ordinary Shares of £1 each.

On 1st September 1986 each Ordinary Share of £1 was subdivided into five ordinary shares of 20p each. On the same date the authorised share capital was increased to £1,000,000 by the creation of an additional 4,743,500 Ordinary Shares of 20p each.

On 21st September 1988 the authorised share capital was increased to £1,200,000 by the creation of an additional 1,000,000 Ordinary Shares of 20p each.

On 14th January 1997 the authorised share capital was increased to £4,200,000 by the creation of an additional 15,000,000 ordinary shares of 20p each.

On 30th September 1997 the authorised share capital was increased to £5,000,000 by the creation of an additional 4,000,000 ordinary shares of 20p each.

WE, the several persons whose names, addresses and descriptions 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
DESCRIPTORS OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

Jean Herbert
133 Moorgate,
London, EC2.

ONE

Company Director.

Thomas Arthur Herbert, L.L.B.,
133 Moorgate,
London, EC2.

Barrister-at-law.

Dated the 1st day of July 1975.

Witness to the above signatures:-

Christine Freda Herbert,
133 Moorgate,
London, EC2.

Company Director.

03/11/97

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CREIGHTONS plc

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