

**G**

## COMPANIES FORM No. 12

**12****Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

Pursuant to section 12(3) of the Companies Act 1985

Please do not write  
in this margin

To the Registrar of Companies

Please complete  
legibly, preferably in  
black type, or bold  
block lettering.\* Insert full name  
of company.

For official use

|  |  |  |
|--|--|--|
|  |  |  |
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For official use

|         |
|---------|
| 2251877 |
|---------|

Name of Company

|                           |
|---------------------------|
| * <b>BALPATIC LIMITED</b> |
|---------------------------|

I, **Graham Nicholas Paul**of **2 Station Road****New Barnet****Herts. EN5 1QW**† Delete as  
appropriate

do solemnly and sincerely declare that I am a ~~(Solely engaged in the formation of the company)~~†  
[person named as secretary or director of the company in the statement delivered to the Registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of  
the above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of  
the provisions of the Statutory Declarations Act 1835

Declared at **18 Station Rd**  
**New Barnet**  
**Herts**

the **11<sup>th</sup>** day of **March**  
One thousand nine hundred and **eighty eight**

before me **[Signature]**

A Commissioner for Oaths†

Declarant to sign below

**[Signature]**† Or Notary Public or  
Justice of the Peace  
or Solicitor having  
the powers conferred  
on a Commissioner  
for Oaths.Presentor's name, address and  
reference (if any):

Fast Form  
2 Station Road  
New Barnet  
Herts.  
EN5 1QW  
Tel. 01-441 3131

For official use

New companies section

Post room

COMPANIES REGISTRATION

15 APR 1988

M

CHICK

17

**Statement of first directors and  
secretary and intended situation  
of registered office**

Pursuant to section 10 of the Companies Act 1985

Please do not write  
in this margin

To the Registrar of Companies

For official use

Please complete  
legibly, preferably in  
black type, or bold  
block lettering.

\* Insert full name  
of company

Name of Company

|                    |
|--------------------|
| * DALPATIC LIMITED |
|--------------------|

The intended situation of the registered office of the company on incorporation is as  
stated below

|                |          |         |
|----------------|----------|---------|
| 2 Station Road |          |         |
| New Barnet     |          |         |
| Hertfordshire  |          |         |
|                | Postcode | EN5 1QW |

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below



|                           |          |         |
|---------------------------|----------|---------|
| FAST FORM                 |          |         |
| 2 Station Road            |          |         |
| New Barnet, Hertfordshire | Postcode | EN5 1QW |

Number of continuation sheets attached (see Note 1)

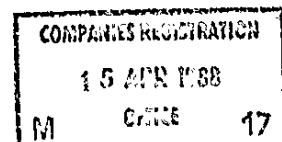
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Presentor's name,  
address and reference  
(if any):

Fast Form  
2 Station Road  
New Barnet  
Herts.  
EN5 1QW

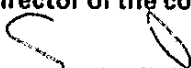
For official use  
General section

Postroom



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

|   |          |  |  |
|---|----------|--|--|
| Name (Note 3) Simon Bernard Paul  |          | Business occupation<br>COMPANY DIRECTOR      |  |
| Previous name(s) (Note 3)   |          | Nationality<br>BRITISH                       |  |
| Address (Note 4) 2 Station Road   |          | Date of birth (where applicable)<br>(Note 6) |  |
| New Barnet  | Postcode | EN5 1QW                                      |  |
| Other directorships <sup>(1)</sup> Silvercap Limited  |          |  |  |
|   |          |  |  |
|   |          |  |  |
|   |          |  |  |
|   |          |  |  |
| I consent to act as director of the company named on page 1                                 |          | Date 11 MAR 1988                             |  |
| Signature  |          |  |  |

(1) Enter particulars of other directorships held or previously held (see Note 5). If this space is insufficient use a continuation sheet.


|   |          |  |  |
|---|----------|--|--|
| Name (Note 3)   |          | Business occupation                          |  |
| Previous name(s) (Note 3)                                   |          | Nationality                                  |  |
| Address (Note 4)  |          | Date of birth (where applicable)<br>(Note 6) |  |
|   | Postcode |  |  |
| Other directorships <sup>(1)</sup>                          |          |  |  |
|   |          |  |  |
|   |          |  |  |
|   |          |  |  |
|   |          |  |  |
| I consent to act as director of the company named on page 1 |          | Date   |  |
| Signature   |          |  |  |

|   |          |  |  |
|---|----------|--|--|
| Name (Note 3)   |          | Business occupation                          |  |
| Previous name(s) (Note 3)                                   |          | Nationality                                  |  |
| Address (Note 4)  |          | Date of birth (where applicable)<br>(Note 6) |  |
|   | Postcode |  |  |
| Other directorships <sup>(1)</sup>                          |          |  |  |
|   |          |  |  |
|   |          |  |  |
|   |          |  |  |
|   |          |  |  |
| I consent to act as director of the company named on page 1 |          | Date   |  |
| Signature   |          |  |  |

Please do not write in this binding margin


The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please complete legibly, preferably in black type, or bold block lettering.

|   |                         |
|---|-------------------------|
| Name (Notes 3 & 7) <b>Graham Nicholas Paul</b>  |                         |
| Previous name(s) (Note 3)   |                         |
| Address (Notes 4 & 7) <b>2 Station Road</b>   |                         |
| <b>New Barnet</b>   |                         |
| <b>Hertfordshire</b>  | Postcode <b>EN5 1QW</b> |
| I consent to act as secretary of the company named on page 1                                |                         |
| Signature  | Date <b>11 MAR 1988</b> |

|  |      |
|--|------|
| Name (Notes 3 & 7)   |      |
| Previous name(s) (Note 3)                                    |      |
| Address (Notes 4 & 7)  |      |
| Postcode   |      |
| I consent to act as secretary of the company named on page 1 |      |
| Signature  | Date |

delete if the form is signed by the subscribers

|   |                         |
|---|-------------------------|
|  | Date <b>11 MAR 1988</b> |
| Signature of agent on behalf of subscribers   |                         |

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by 1 person or persons authorised to sign or them.

|        |      |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

*The Companies Act 1985*

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

DALPATIC

LIMITED



1. The Company's name is "DALPATIC LIMITED."
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:—
  - (A) To carry on in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses; manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators, painters, bricklayers, carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders and decorators, merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor



engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers, greengrocers, fishmongers, and poultry merchants, farmers, florists, horticulturists, bakers, confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers, jewellers, radio, television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers, market research specialists, business advisers, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith either together as one business or as separate and distinct businesses, in any part of the world.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependents or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company or any such subsidiary.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or



restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions 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.

(P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that:—

(A) 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 corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and

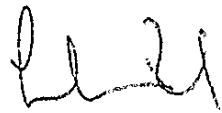
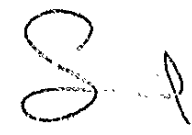
(B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur, but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The Company's share capital is £100, divided into 100 shares of £1.00 each.


---

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names.

| NAMES AND ADDRESSES OF SUBSCRIBERS   | Number of Shares taken by each Subscriber |
|--|---|
| Graham Nicholas Paul<br>2 Station Road<br>New Barnet<br>Hertfordshire<br>EN5 1QW  | ONE                                       |
| Simon Bernard Paul<br>2 Station Road<br>New Barnet<br>Hertfordshire<br>EN5 1QW   | ONE                                       |

Dated this 11<sup>TH</sup> day of MARCH, 1988.

Witness to the above Signatures--

Sarah J. Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW 

COMPANY LIMITED BY SHARES

**Articles of Association**

OF

DALPATI

LIMITED

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1. Subject as hereinafter provided, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

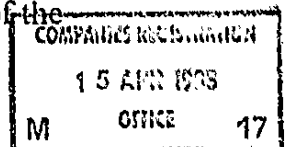
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4. At the date of the adoption of these Articles the capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

5. (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the



Company upon its incorporation. The said authority will expire five years from the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless—

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen or more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

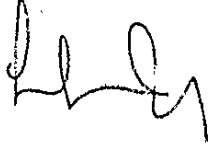
14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

---

NAMES AND ADDRESSES OF SUBSCRIBERS

---

Graham Nicholas Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW



Simon Bernard Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW



---

Dated this 11th day of March, 1988.

Witness to the above Signatures—

Sarah J. Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2251877

I hereby certify that

**DALPATIC LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 5 MAY 1988

A handwritten signature in dark ink, appearing to read 'J. D. GAWLEY'.

**MR. J. D. GAWLEY**

an authorised officer



Number of } 2251877  
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

DALPATIC LIMITED

Passed 12th July , 1988.

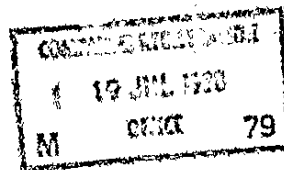
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 2 Station Road, New Barnet, Hertfordshire.

on the 12th day of July , 1988 the subjoined  
SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

- " That the name of the Company be changed to  
SOLGAR VITAMINS LIMITED "

29 7 88 OKY



NW  
1330

(7)

000021

Signature [Signature]

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company

Note —To be filed within 15 days after the passing of the Resolution(s)

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2251877

I hereby certify that

DALPATIC LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SOLGAR VITAMINS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 29 JULY 1988

A handwritten signature in dark ink, appearing to be 'P. J. Jones', written over a faint circular stamp.

P. J. Jones

an authorised officer

Company No. 2251877

The Companies Act 1985

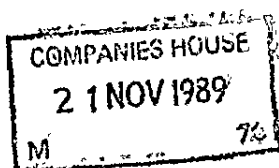
Company limited by shares

SOLGAR VITAMINS LIMITED

Special Resolutions passed on 24th August, 1989

At an extraordinary general meeting of the company duly convened and held on 24th August, 1989 the undermentioned resolutions were passed as special resolutions:-

1. 'That the one share of £1 registered in the name of Rand Harlan Skolnick together with the ninety-eight unissued shares of £1 each be and are hereby redesignated "A" ordinary shares of £1 each.'
2. 'That the one share of £1 registered in the name of Solgar Company Incorporated be and is hereby redesignated as a "B" ordinary share of £1, such share having the undermentioned rights and restrictions:-
  - (a) In the event of a liquidation, the "B" ordinary share shall rank pari passu with the "A" ordinary shares in all respects.'
  - (b) The "B" ordinary share shall not confer upon the holder thereof the right to vote on any issue, nor the right to attend and vote at any general meetings of the company nor to participate in any dividends.
3. 'That the company's memorandum and articles shall be amended to reflect the changes in the share capital of the company as detailed in resolutions 1 and 2 above'.



  
.....  
CHAIRMAN

D.12895/310  
dva

**G**

COMPANIES FORM No. 122

**122****Notice of consolidation, division,  
sub-division, redemption or  
cancellation of shares, or conversion,  
re-conversion of stock into shares**Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

2251877

Name of company

SOLGAR VITAMINS LIMITED

\* Insert full name  
of company

gives notice that: On August 24th 1989 :-

1. 'That the one share of £1 registered in the name of Rand Harlan Skolnick together with the ninety-eight unissued shares of £1 each be and are hereby redesignated "A" ordinary shares of £1 each.'
2. 'That the one share of £1 registered in the name of Solgar Company Incorporated be and is hereby redesignated as a "B" ordinary share of £1, such share having the undermentioned rights and restrictions:-
  - (a) In the event of a liquidation, the "B" ordinary share shall rank pari passu with the "A" ordinary shares in all respects.'
  - (b) The "B" ordinary share shall not confer upon the holder thereof the right to vote on any issue, nor the right to attend and vote at any general meetings of the company nor to participate in any dividends.'

(A COPY OF THE SPECIAL RESOLUTION IS ATTACHED)

† delete as  
appropriate

Signed

[Director][Secretary]† Date 10/20/89

Presenter's name address and  
reference (if any):Shipley Blackburn  
14-16 Regent Street  
London, SW1Y 4PS  
D.12895/310/dvaFor official Use  
General SectionPost room  
COMPANIES HOUSE  
21 NOV 1989  
M 78

COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

OF

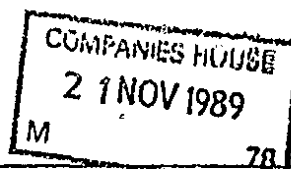
SOLGAR VITAMINS

LIMITED

*(A private company adopting Table A with modifications)*

Incorporated the 5th day of May, 19 88

LEGAL & TRADE CREDIT MANAGEMENT LIMITED  
SIDCUP HOUSE, 12-18 STATION ROAD, SIDCUP  
KENT DA15 7EH. TELEPHONE: 01-302 2522



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COMPANY LIMITED BY SHARES

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**Memorandum of Association**  
OF  
SOLGAR VITAMINS  
LIMITED

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1. The Company's name is " SOLGAR VITAMINS LIMITED."
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:—
  - (A) To carry on in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses; manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators, painters, bricklayers, carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders and decorators merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor

engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers, greengrocers, fishmongers, and poultry merchants, farmers, florists, horticulturists, bakers, confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers, jewellers, radio, television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business transfer agents and employment agents, computer operators, programmers and dealers, market research specialists, business advisers, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith either together as one business or as separate and distinct businesses, in any part of the world.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of any other person, firm or company whether a customer of the Company or otherwise, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.



- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or of any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary or to the dependents or any member of the family of such persons, and to contribute to any fund and pay premiums for the purchase or provision of any such benefit and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company or any such subsidiary.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or

restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions 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.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal 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.

- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

And IT IS HEREBY DECLARED that:-

- (A) 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 corporate or unincorporate, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere, and
  - (B) the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be no way limited by reference to any other paragraphs hereof or to the order in which the same occur but shall be construed in as wide a sense as possible as if each of the said paragraphs defined the objects of a separate and distinct company.
- 4. The liability of the members is limited.
  - 5. The Company's share capital is £100 divided into 99 "A" ordinary shares of £1 each; and 1 "B" ordinary share of £1. \*\*

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\*\* The share capital of the company was subdivided by way of special resolution passed on 24th August, 1989.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names

| NAMES AND ADDRESSES OF SUBSCRIBERS   | Number of Shares taken by each Subscriber |
|--|---|
| Graham Nicholas Paul<br>2 Station Road<br>New Barnet<br>Hertfordshire<br>EN5 1QW | ONE                                       |
| Simon Bernard Paul<br>2 Station Road<br>New Barnet<br>Hertfordshire<br>EN5 1QW   | ONE                                       |

Dated this       day of       , 19   .

Witness to the above Signatures—

Sarah J. Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW

The Companies Act 1985

Company Limited by Shares

ARTICLES OF ASSOCIATION

of

SOLGAR VITAMINS LIMITED

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
4. The share capital of the company is £100 divided into 99 "A" ordinary shares of £1 each: and 1 "B" ordinary share of £1, such "B" share having the undermentioned rights and restrictions:-
  - (a) In the event of a liquidation, the "B" ordinary share shall rank pari passu with the "A" ordinary shares in all respects.
  - (b) The "B" ordinary shall not confer upon the holder thereof the right to vote on any issue, nor the right to attend and vote at general meetings of the company nor to participate in any dividends.
5.
  - (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
  - (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the

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NOTE = Share capital subdivided by way of special resolution passed on 24th August 1989.

Company upon its incorporation. The said authority will expire five years from the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 81.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless—

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen or more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

### NAMES AND ADDRESSES OF SUBSCRIBERS

Graham Nicholas Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW

Simon Bernard Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW

Dated this       day of                      , 19     .

Witness to the above Signatures—

Sarah J. Paul  
2 Station Road  
New Barnet  
Hertfordshire  
EN5 1QW



**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference  
date given during the course of  
an accounting reference period****225(1)**Please do not  
write in this  
margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

|  |  |  |  |  |
|--|--|--|--|--|
|  |  |  |  |  |
|--|--|--|--|--|

2251877

Name of company

\* SOLGAR VITAMINS LIMITED

\* insert full name  
of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes  
1 to 5 overleaf  
before completing  
this form

Day Month

|   |   |   |   |
|---|---|---|---|
| 3 | 0 | 0 | 9 |
|---|---|---|---|

† delete as  
appropriate

The current accounting reference period of the company is to be treated as [shortened][extended]† and  
[is to be treated as having come to an end][will come to an end]† on

Day Month Year

|   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|
| 3 | 0 | 0 | 9 | 1 | 9 | 9 | 0 |
|---|---|---|---|---|---|---|---|

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and  
complete as  
appropriate

The company is a [subsidiary][holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed

[Director][Secretary]† Date

30-1-90

Presenter's name address and  
reference (if any):Shipley Blackburn  
14-16 Regent Street  
London SW1Y 4PSFor official Use  
General Section

Post room

