
A PUBLIC COMPANY LIMITED BY SHARES

Memorandum
(As altered by Special Resolution passed on 11 May 1998)

and

Articles of Association
(Adopted by Special Resolution passed on 11 May 1998)

of

VICKERS PUBLIC LIMITED COMPANY
(FORMERLY VICKERS GROUP PUBLIC LIMITED COMPANY)

(Incorporated on 25 February 1998)

Lovell White Durrant
65 Holborn Viaduct
London EC1A 2DY
A4/JFD/FLeG



A PUBLIC COMPANY LIMITED BY SHARES

Articles of Association

of

VICKERS PUBLIC LIMITED COMPANY¹

(Adopted by Special Resolution
Passed on 11 May 1998)

I. PRELIMINARY

Application

1. No regulations or articles made pursuant to or contained or set out in any schedule to any statute or any statutory instrument concerning companies shall apply to the Company and the following shall be the Articles of Association of the Company.

Interpretation

2. (a) In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS

MEANINGS

"1985 Act"

The Companies Act 1985;

"Articles"

The Articles of Association as herein contained or as from time to time altered by special resolution or, if permitted by the Statutes, by ordinary resolution;

"Base Rate"

The base rate of Lloyds Bank plc (or such other bank as the Board may elect) as it stands from time to time;

"Board"

The Board of Directors for the time being of the

¹ Name changed from Vickers Group plc on 6 July 1998

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

of

VICKERS PUBLIC LIMITED COMPANY

1. The name of the Company is ¹"VICKERS PUBLIC LIMITED COMPANY"
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:-
 - (a) (i) To carry on business as an investment holding company and (whether as principal or agent) to acquire, invest in and hold by way of investment shares, stocks, debentures, debenture stocks, bonds, bills, notes, obligations, certificates of deposit, mortgages, policies of assurance and securities of all kinds created, issued or guaranteed by any company, association or partnership, whether with limited or unlimited liability, constituted or carrying on business in any part of the world, or by any individual person, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, in any part of the world, units of and participations in any unit trust scheme, mutual fund or collective investment scheme in any part of the world, bank acceptances, reversionary interests, metals, coins, alloys, minerals, produce of agriculture and husbandry and other commodities and property real and personal, movable and immovable of any and every kind, including any currency, and any rights and interests in or to or over any of the foregoing:
 - (ii) To advance, issue, deposit or lend money, securities and property of any kind, and to draw, make, issue, accept, discount, buy, sell, hold and exchange, bills, notes, warrants, coupons and other negotiable or transferable instruments, documents and obligations;

¹ The name of the Company was originally "Measurechange Public Limited Company", and was changed to "Vickers Group Public Limited Company" on 23 April 1998 and changed to Vickers plc on 6 July 1998.