

Company number 04207571

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Veterinary Solutions Limited ("Company")

SATURDAY



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COMPANIES HOUSE

29 June 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution ("Resolution").

SPECIAL RESOLUTION

THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being all persons entitled to vote on the Resolution on 29 June 2009, hereby irrevocably agree to the Resolution:

Signed by:

JULIAN BRYAN

Date

J. Bryan
29 June 2009

Signed by:

ELIZABETH O'BRIEN

Date

E. O'Brien
29 June 2009

Signed by:

LEE CAIRNS

Date

L. Cairns
29 June 2009

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Certified a True Copy

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N. V. Proskauer

Proskauer Rose LLP

NICOLAS VANDER
75 DAVIES ST., LONDON
8/7/09

Signed by:
TOM MELVIN
Date

W. O'Brien - Attorney for and on behalf of
THOMAS WAKEN MELVIN
29 June 2009

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Harvey Ingram LLP, 8th Floor, Edmund House, 12-22 Newhall Street Birmingham B3 3EW.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 26 July 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

THE COMPANIES ACTS 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VETERINARY SOLUTIONS LIMITED

(Adopted by written resolution on 29 June 2009)

1. GENERAL

- 1.1. The Company is a private company and no shares or debentures of the Company may be offered to the public.
- 1.2. The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826), and as otherwise amended before the adoption of these Articles (Table A) shall apply to the Company, except insofar as they are varied or excluded by, or are inconsistent with, the following Articles.
- 1.3. In Regulation 1 of Table A the words 'and the articles' shall be deemed to have been added after the words 'these regulations' in each place where they occur.
- 1.4. Regulations 40, the last sentence of regulation 66, regulations 76 to 79 (inclusive), 87, and 94 to 98 (inclusive) of Table A do not apply to the Company.

2. COMPANY SHARE CAPITAL

- 2.1. The authorised share capital of the Company is £160,000 divided into 160,000 ordinary shares of £1 each.
- 2.2. The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of authorised but unissued share capital of the Company for the time being. The authority given by this article shall expire at the end of five years from the date it was given.
- 2.3. Sections 89 and 90 of the Companies Act 1985 (or as amended and restated in the Companies Act 2006) shall not apply to the Company.

3. TRANSFER OF SHARES

- 3.1. The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share (whether or not it is a fully paid share) to any person.

4. GENERAL MEETINGS

- 4.1. A notice of meeting need not be given to the directors (in their capacity as directors) and regulation 38 of Table A shall be deemed to be modified accordingly
- 4.2. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons, or if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

5. APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS

- 5.1. The directors may pay, or agree to pay, gratuities, pensions and other retirement superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.
- 5.2. A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company.
- 5.3. The appointment or removal shall be made either by an instrument signed by or on behalf of the person or persons making it and delivered to the office or by a statement delivered to the Company using electronic communications including facsimile transmission, telex or email at such address as the Company may for the time being have specified for the purpose.
- 5.4. A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.
- 5.5. A director shall not be required to retire by rotation.
- 5.6. In this article, "address" in relation to electronic communications including fax transmission or email includes any number or address used for the purposes of such communications.

6. PROCEEDINGS OF DIRECTORS

- 6.1. A meeting of directors shall not be validly called unless at least seven (7) clear days' notice of the meeting has been given to every director (including an alternate director) entitled to receive notice of the meeting unless he waives the requisite notice.
- 6.2. A director (including an alternate director) shall be deemed to have received the requisite notice if he or his alternate director (or, in the case of an alternate director, his appointor) is present at the meeting.
- 6.3. A person may participate in a meeting of the directors or of a committee of directors by means of a conference telephone call or any communication equipment which allows all the participants of the meeting to hear each other simultaneously notwithstanding accidental disconnection of the means of electronic communication during the meeting. Participation in a meeting in this manner is deemed to constitute presence in person at the meeting. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 6.4. Subject to disclosure in accordance with section 177 and 182 of the Companies Act 2006, a director is entitled to vote at any meeting of the directors or of a committee of directors on

any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

7. NOTICES

- 7.1. Any notice to be given to or by any person pursuant to the Articles shall be deemed to be given personally in writing at the time of transmission if it is given by electronic communication including facsimile communication, telex or email.

8. THE SEAL

- 8.1. Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A(4) of the Act instead of being sealed.

9. INDEMNITY

- 9.1. Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities incurred by him in the execution of his duties or in relation to them, including any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of his duties or in relation to them.
- 9.2. The Company may purchase and maintain indemnity insurance cover for any director, officer or auditor of the Company and such indemnity insurance cover extends to former directors and officers of the Company.