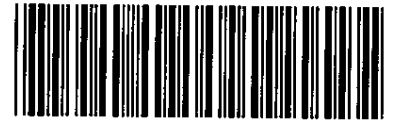


**The Companies Act 1985****Private Company Limited By Shares**

**MEMORANDUM OF ASSOCIATION  
of  
WANTAGE HEALTH STORE LIMITED<sup>1</sup>**

SATURDAY



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COMPANIES HOUSE

- 1 The Company's name is Wantage Health Store Limited<sup>2</sup>.
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are:-
  - 3.1 To carry on the business of a general commercial company in all aspects
  - 3.2 To carry on any other trade or business which can, in the opinion of the Board of Directors, be carried on by the Company to its best advantage
  - 3.3 To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, 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 for the purposes of or in connection with the Company's business.
  - 3.4 To construct, alter or maintain any buildings or plant for the Company's business and to finance in any manner or subsidise the whole or any part of the construction and maintenance costs in connection with them.
  - 3.5 To acquire by subscription allotment or transfer, and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever whether secured or not, in any company constituted or carrying on business in any part of the world, and bonds stocks debentures, debenture stock and other securities of any kind, whether secured or not, issued by any Government or Authority, municipal, local or otherwise, whether in the United Kingdom or in any other part of the world, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by ownership
  - 3 6 To receive money on deposit either with or without security and or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security

<sup>1</sup> Amended by written resolution dated 6 November 2008 from HL 3288 Limited

<sup>2</sup> Amended by written resolution dated 6 November 2008 from HL 3288 Limited

charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act in the manner of, or as, bankers.

- 3.7 To borrow and raise money in any manner, and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by any means and to enter into partnership or any joint venture arrangement or other collaboration with any person, persons, firm or company
- 3.8 To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, or issue any other form of guarantee or bond or collateral security generally
- 3 9 To apply for, licence, purchase or otherwise acquire, hold exploit or use any patents, licences, trademarks design rights, copyrights and other forms of intellectual property, or licence or agree to confer any right to use or publish any such intellectual property; to acquire hold and exploit or develop secret or proprietary or other information and to use, exercise, develop or grant licences in respect of the property, rights or information as acquired.
- 3 10 To participate in the formation, acquisition, disposal or other operation, management, supervision or control of the business or operation of any company or organisation or undertaking and for that purpose to appoint and remunerate any persons acting in connection with any such activity or business or company or organisation or undertaking
- 3.11 To employ experts, consultants and other professional persons firms or organisations to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights, or generally
- 3 12 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company the promotion of which shall be in any manner calculated to

- advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company
- 3 13 To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- 3.14 to invest and deal with the monies 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 the Board of Directors of the Company may from time to time decide
- 3.15 To pay for any property or rights acquired by the Company either in cash or by the issue of 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 Board of Directors of the Company may determine.
- 3 16 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 or 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 mortgages or other securities of any company or corporation or partly in one mode and partly in another, or in other ways, and generally on such terms as the Board of Directors of the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- 3.17 To enter into arrangements for joint working in business or 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 the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- 3 18 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- 3.19 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 Board of Directors of the Company may think fit.

- 3.20 To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- 3.21 To establish, or contribute to or otherwise assist in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, or any club or establishment whether those institutions or societies are connected with the business carried on by the Company or its predecessors or not.
- 3.22 To distribute in specie assets of the Company properly distributable amongst the members, 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.
- 3.23 To do all or any of the things authorised in this Memorandum, either alone or in conjunction with others, or as factors, trustees, distributors or agents for others, or by or through factors, trustees distributors or agents.
- 3.24 To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set out in any sub-clause of this clause shall not be restrictively construed but given the widest interpretation, and they shall not, unless the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set out in that sub-clause or from the terms of any other sub-clause or by the name of the Company. No sub-clause or the object or objects specified or the powers conferred by a sub-clause shall be regarded as subsidiary or ancillary to any of the other objects or powers, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the sub-clauses.

4. The liability of the Members is limited.

5 The share capital of the Company at the date of the adoption of this memorandum is £1,000 (One Thousand Pounds) divided into One thousand Ordinary Shares of £1 each

I, the person whose name, address and description is subscribed, am desirous of being formed into a Company in pursuance of this Memorandum of Association, and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

## **THE COMPANIES ACTS 1985 AND 2006**

### **PRIVATE COMPANY LIMITED BY SHARES**

#### **ARTICLES OF ASSOCIATION OF WANTAGE HEALTH STORE LIMITED<sup>3</sup>**

##### **1. PRELIMINARY**

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 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 prior to the adoption of these Articles (**Table A**) apply to Wantage Health Store Limited<sup>4</sup> (**Company**) except in so far as they are excluded or varied by these articles.
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.
- 1.3 Regulations 3, 8, 24, 41, 64, 66, 76-78, 84, 89, 94 and 118 of Table A do not apply to the Company.
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public.

##### **2. SHARE CAPITAL**

- 2.1 The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1.00 each.
- 2.2 In accordance with and subject to the provisions of Part V of the Companies Act 1985 the Company may:
- (a) subject to any rights conferred on the holders of any other shares issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder;
  - (b) subject to any rights conferred on the holders of any class of shares purchase its own shares (including any redeemable shares);
  - (c) make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of

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<sup>3</sup> Amended by written resolution dated 6 November 2008 from HL 3288 Limited

<sup>4</sup> Amended by written resolution dated 6 November 2008 from HL 3288 Limited

distributable profits of the Company or the proceeds of a fresh issue of shares.

3. **LIEN**

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether, if registered, as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

4. **TRANSFER OF SHARES**

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.

5. **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.

6. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

7. **ALTERNATE DIRECTORS**

- 7.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in determining whether a quorum is present.
- 7.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member; to attend and vote at any such meeting at which the director

appointing him is not personally present; and generally to perform all the functions of his appointor as a director in his appointer's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK.

- 7.3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company direct.

## **8. POWERS OF DIRECTORS**

- 8.1 The unissued shares for the time being shall be under the control of the directors, who are hereby generally and unconditionally authorised to allot, grant options over or otherwise dispose of or deal with any unissued shares and relevant securities (as defined in section 80(2) of the Act) to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding the Company, provided that the authority contained in this article 8.1, to the extent that it relates to relevant securities (as defined in section 80(2) of the Act) shall, unless revoked or varied in accordance with section 80 of the Act:

- (a) be limited to a maximum nominal amount of shares equal to £1,000; and
- (b) expire on the fifth anniversary of the date of adoption of these Articles, but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the directors after such anniversary of their powers pursuant to such authority.

- 8.2 In exercising their authority under this article the directors shall not be required to have regard to sections 89(1) and 90(1) to (6) (inclusive) of the Act which sections shall be excluded for all purposes from applying to the Company.

## **9. DIRECTORS' APPOINTMENTS AND INTERESTS**

Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office

shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

## **10 PROCEEDINGS OF DIRECTORS**

10.1 If and so long as the minimum number of directors specified under these Articles is one, then a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand.

10.2 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

10.3 Subject to disclosure in accordance with section 317 of the Companies Act 1985, 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.

## **11 INDEMNITY**

11.1 Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.



- 112 The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs