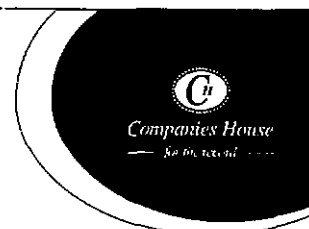


000346 | 20

In accordance with  
Section 1046 of the  
Companies Act 2006 &  
Regulation 4(1) of the  
Overseas Companies  
Regulations 2009

**OS IN01**

## Registration of an overseas company opening a UK establishment



A fee is payable with this form  
Please see 'How to pay' on the last page

☒ **What this form is for**  
You may use this form to register a  
UK establishment

☒ **What this form is NOT for**  
You cannot use this form to change  
the details of an existing company  
officer or establishment

WEDNESDAY



\*AKCTCZHR\*  
A\* 7 23/11/2011 246  
COMPANIES HOUSE

**Part 1****Overseas company details (Name)**

For official use

Do you propose to carry on business in the UK under the corporate name as  
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A1**
- To register using an alternative name, go to **Section A2**

→ **Filling in this form**  
Please complete in typescript (10pt  
or above), or in bold black capitals  
All fields are mandatory unless  
specified or indicated by \*

**A1 Corporate company name**Corporate name<sup>1</sup>

GLAXOSMITHKLINE CONSUMER HEALTHCARE  
INVESTMENTS (IRELAND) LIMITED

<sup>1</sup> This must be the corporate name in  
the home state or country in which  
the company is incorporated under  
which you propose to carry on  
business in the UK

**A2 Alternative name**

The company wishes to register an alternative name under which it proposes to  
carry on business in the UK under section 1048 of the Companies Act 2006

Corporate name<sup>2</sup>

Alternative name  
(if applicable)<sup>3</sup>

<sup>2</sup> Please give your corporate name  
as incorporated in your home state  
or country

<sup>3</sup> A company may register an  
alternative name under which it  
proposes to carry on business in the  
United Kingdom under Section 1048  
of the Companies Act 2006

**A3 Overseas company name restrictions<sup>4</sup>**

This section does not apply to a European Economic Area (EEA) company  
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or  
restricted words or expressions that require you to seek comments of a  
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response

<sup>4</sup> **Overseas company name  
restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

OS IN01

Registration of an overseas company opening a UK establishment

**Part 2 Overseas company details****B1****Particulars previously delivered**Have particulars about this company been previously delivered in respect of another UK establishment <sup>①</sup>

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

<sup>①</sup> The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.UK establishment  
registration numberB R        **B2****Credit or financial institution**Is the company a credit or financial institution? <sup>②</sup>☐ Yes☒ No<sup>②</sup> Please tick one box**B3****Company details**

If the company is registered in its country of incorporation, please enter the details below

<sup>③</sup> This includes whether the company is a private or public company or whether or not the company is limitedLegal form <sup>④</sup>

PRIVATE LIMITED COMPANY

Country of  
incorporation \*

IRELAND

<sup>④</sup> This will be the registry where the company is registered in its parent countryIdentity of register  
in which it is  
registered <sup>⑤</sup>

COMPANIES REGISTRATION OFFICE, IRELAND

Registration number in  
that register5 0 4 2 4 8    **B4****EEA or non-EEA member state**

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

**B5****Governing law and accounting requirements**

Please give the law under which the company is incorporated

<sup>⑥</sup> This means the relevant rules or legislation which regulates the incorporation of companies in that stateGoverning law <sup>⑥</sup>

IRISH

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

**OS IN01**

Registration of an overseas company opening a UK establishment

Please give the period for which the company is required to prepare accounts by parent law

From

<sup>d</sup>3<sup>d</sup>0 <sup>m</sup>0<sup>m</sup>9 2011

To

<sup>d</sup>3<sup>d</sup>1 <sup>m</sup>1<sup>m</sup>2 2012

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months

09

**B6**

**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ①

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☒ Please tick this box if no accounts have been disclosed

① Please tick the appropriate box(es)

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 3

## Constitution

C1

### Constitution of company

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution ①  
☐ I enclose a certified translation, if applicable ②

① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2

### EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3  
→ No Go to Part 4 'Officers of the company'

C3

### Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

- Yes Go to Part 4 'Officers of the company'  
→ No If any of the above details are not included in the constitutional documents, please enter them in Section C4

The information is not required if it is contained within the constitutional documents accompanying this registration

C4

### Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ①

Building name/number	6900
Street	CORK AIRPORT BUSINESS PARK KINSALE ROAD
Post town	CORK
County/Region	CO CORK
Postcode	
Country	IRELAND

Please give the objects of the company and the amount of issued share capital

Objects of the company ②	
Amount of issued share capital ③	

① This address will appear on the public record

② Please give a brief description of the company's business

③ Please specify the amount of shares issued and the value

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 4****Officers of the company**

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

**Continuation pages**

Please use a continuation page if you need to enter more officer details.

**Secretary****D1****Secretary details<sup>①</sup>**

Use this section to list all the secretaries of the company  
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

VICTORIA ANNE

Surname

WHYTE

Former name(s)<sup>②</sup>**① Corporate details**

Please use **Sections E1-E5** to enter corporate secretary details

**② Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

**D2****Secretary's service address<sup>③</sup>**

Building name/number

980

Street

GREAT WEST ROAD

Post town

BRENTFORD

County/Region

MIDDLESEX

Postcode

TW8 9QS

Country

**③ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

**D3****Secretary's authority**

Please enter the extent of your authority as secretary Please tick one box

Extent of authority

- ☐ Limited <sup>④</sup>
- ☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
- ☐ Jointly <sup>⑤</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

**④** If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

**⑤** If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate secretary

<b>E1</b>	<b>Corporate secretary details<sup>①</sup></b> Use this section to list all the corporate secretaries of the company Please complete Sections E1-E5 Please use a continuation page if necessary	<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b> Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
<b>E3</b>	<b>EEA companies<sup>②</sup></b> Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a> <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered <sup>③</sup>		
Registration number		
<b>E4</b>	<b>Non-EEA companies</b> Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

# OS IN01

Registration of an overseas company opening a UK establishment

**E5**

## Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01

Registration of an overseas company opening a UK establishment

## Director

<b>F1</b>	<b>Director details ①</b>	
	Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.	
Full forename(s)	DEREK	<b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details.  <b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.  <b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3.  <b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.
Surname	DAVIES	
Former name(s) ②		
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Date of birth	06 06 1963	
Business occupation (if any) ④		

<b>F2</b>	<b>Director's service address ⑤</b>	
Building name/number	980	<b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record.
Street	GREAT WEST ROAD	
Post town	BRENTFORD	
County/Region	MIDDLESEX	
Postcode	TW8 9QS	
Country	UK	



# OS IN01

## Registration of an overseas company opening a UK establishment

F4

### Director's authority

	Please enter the extent of your authority as director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ① <input checked="" type="checkbox"/> Unlimited	
Description of limited authority, if applicable		<p>① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
	Are you authorised to act alone or jointly? Please tick one box  <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ②	
If applicable, name(s) of person(s) with whom you are acting jointly		

# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Director

<b>F1</b>	<b>Director details ①</b>		<b>① Corporate details</b> Please use Sections G1-G5 to enter corporate director details  <b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes  <b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section F3  <b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank
Please use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5			
Full forename(s)	PAUL FREDERICK		
Surname	BLACKBURN		
Former name(s) ②			
Country/State of residence ③	ENGLAND		
Nationality	BRITISH		
Date of birth	<div> <div>d</div> <div>0</div> <div>3</div> </div> <div> <div>m</div> <div>1</div> <div>0</div> </div> <div> <div>y</div> <div>1</div> <div>9</div> <div>5</div> <div>4</div> </div>		
Business occupation (if any) ④			

<b>F2</b>	<b>Director's service address ⑤</b>		<b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record
Building name/number	980		
Street	GREAT WEST ROAD		
Post town	BRENTFORD		
County/Region	MIDDLESEX		
Postcode	<div> <div>T</div> <div>W</div> <div>8</div> </div> <div> <div>9</div> <div>G</div> <div>S</div> </div>		
Country	UK		

# OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4

## Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01

## Registration of an overseas company opening a UK establishment

### Corporate director

<b>G1</b>	<b>Corporate director details <sup>①</sup></b>	
	Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	
Name of corporate body or firm		<b>① Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
<b>G2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only	
<b>G3</b>	<b>EEA companies <sup>②</sup></b>	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered <sup>③</sup>		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
<b>G4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered <sup>④</sup>		
If applicable, the registration number		

# OS IN01

## Registration of an overseas company opening a UK establishment

**G5**

### Corporate director's authority

	Please enter the extent of your authority as corporate director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input type="checkbox"/> Unlimited		
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box		
	<input type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 5 UK establishment details

<b>H1</b>	<b>Documents previously delivered - constitution</b> Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H2	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
<b>H2</b>	<b>Documents previously delivered – accounting documents</b> Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment? → No Go to Section H3 → Yes Please enter the UK establishment number below and then go to Section H3	
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Sections H3 and H4 must be completed in all cases		
<b>H3</b>	<b>Delivery of accounts and reports</b> Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ① <input checked="" type="checkbox"/> In respect of this establishment Please go to Section H4 <input type="checkbox"/> In respect of another UK establishment Please give the registration number below, then go to Section H4	① Please tick the appropriate box
UK establishment registration number	B R <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

**OS IN01**

Registration of an overseas company opening a UK establishment

**H4****Particulars of UK establishment ①**

	Please enter the name and address of the UK establishment	
Name of establishment	GLAXOSMITHKLINE CONSUMER HEALTHCARE INVESTMENTS (IRELAND) LIMITED	
Building name/number	980	
Street	GREAT WEST ROAD	
Post town	BRENTFORD	
County/Region	MIDDLESEX	
Postcode	TW8 9QS	
Country	UK	
	Please give the date the establishment was opened and the business of the establishment	
Date establishment opened	d 1 b 1 m 1 y 2 0 y 1 y 1	
Business carried on at the UK establishment	HOLDING + MANAGEMENT OF INTELLECTUAL PROPERTY	

**① Address**

This is the address that will appear on the public record

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 6****Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

**J1****Permanent representative's details**

Please use this section to list all the permanent representatives of the company  
Please complete Sections J1-J4

**Continuation pages**

Please use a continuation page if you need to enter more details.

Full forename(s)

DEREK

Surname

DAVIES

**J2****Permanent representative's service address <sup>①</sup>**

Building name/number

980

Street

GREAT WEST ROAD

Post town

BRENTFORD

County/Region

MIDDLESEX

Postcode

TW8 9QS

Country

**① Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

**J3****Permanent representative's authority**

Please enter the extent of your authority as permanent representative  
Please tick one box

Extent of authority

☐ Limited <sup>②</sup>☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☒ Alone☐ Jointly <sup>③</sup>

If applicable, name(s) of person(s) with whom you are acting jointly

--

**②** If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

**③** If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below



# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Permanent representative

<b>J1</b>	<b>Permanent representative's details</b>		
	Please use this section to list all the permanent representatives of the company Please complete Sections J1-J4		
Full forename(s)	PAUL FREDERICK		
Surname	BLACKBURN		
<b>J2</b>	<b>Permanent representative's service address ①</b>		
Building name/number	980		<b>① Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record.
Street	GREAT WEST ROAD		
Post town	BRENTFORD		
County/Region	MIDDLESEX		
Postcode	TW8 9QS		
Country	UK		
<b>J3</b>	<b>Permanent representative's authority</b>		
	Please enter the extent of your authority as permanent representative Please tick one box		
Extent of authority	<input type="checkbox"/> Limited ② <input checked="" type="checkbox"/> Unlimited		<b>② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</b>  <b>③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</b>
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box  <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ③		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01 - continuation page

## Registration of an overseas company opening a UK establishment

### Permanent representative

<b>J1</b>	<b>Permanent representative's details</b>		
	Please use this section to list all the permanent representatives of the company Please complete Sections J1-J4		
Full forename(s)	VICTORIA ANNE		
Surname	WHYTE		
<b>J2</b>	<b>Permanent representative's service address <sup>①</sup></b>		
Building name/number	980		<b>① Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.  If you provide your residential address here it will appear on the public record.
Street	GREAT WEST ROAD		
Post town	BRENTFORD		
County/Region	MIDDLESEX		
Postcode	TW8 9QS		
Country	UK		
<b>J3</b>	<b>Permanent representative's authority</b>		
	Please enter the extent of your authority as permanent representative Please tick one box		
Extent of authority	<input type="checkbox"/> Limited <sup>②</sup> <input checked="" type="checkbox"/> Unlimited		<b>② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</b>  <b>③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</b>
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box  <input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly <sup>④</sup>		
If applicable, name(s) of person(s) with whom you are acting jointly			

# OS IN01

Registration of an overseas company opening a UK establishment

## Part 7

### Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☐ If there is no such person, please tick this box

## K1

### Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below  
Please complete Sections K1-K2

#### Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

VICTORIA ANNE

Surname

WHYTE

## K2

### Service address of person authorised to accept service <sup>①</sup>

Building name/number

980

Street

GREAT WEST ROAD

Post town

BRENTFORD

County/Region

MIDDLESEX

Postcode

T W 8 9 G S

Country

UK

#### ① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

**OS IN01**

Registration of an overseas company opening a UK establishment

**Part 8**

**Signature**

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

*[Handwritten signature]*

X

This form may be signed by  
Director, Secretary, Permanent representative

# OS IN01

## Registration of an overseas company opening a UK establishment



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **BALBIR KELLY-BISLA**

Company name **GLAXOSMITHKLINE SERVICES**

**UNLIMITED**

Address **980 GREAT WEST ROAD**

Post town **BRENTFORD**

County/Region **MIDDLESEX**

Postcode **TW8 9QS**

Country **UK**

DX

Telephone **020 8047 5000**



### Checklist

**We may return forms completed incorrectly or with information missing**

**Please make sure you have remembered the following:**

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



### Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



### How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

#### England and Wales

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

#### Scotland

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

#### Northern Ireland

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1

#### Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC030531

UK Establishment No BR015528

The Registrar of Companies hereby certifies that

**GLAXOSMITHKLINE CONSUMER HEALTHCARE  
INVESTMENTS (IRELAND) LIMITED**

has this day been registered under the Companies Act 2006 as having  
established a UK Establishment in the United Kingdom

Given at Companies House on **1st December 2011**



**COMPANIES ACTS 1963 TO 2009**

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**COMPANY LIMITED BY SHARES  
SINGLE MEMBER COMPANY**

---

**MEMORANDUM**

**AND**

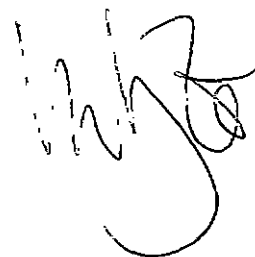
**ARTICLES OF ASSOCIATION**

**OF**

**GLAXOSMITHKLINE CONSUMER HEALTHCARE INVESTMENTS  
(IRELAND) LIMITED**

**Certified a True Copy**

**Landwell  
Solicitors  
One Spencer Dock  
North Wall Quay  
Dublin 1**

A handwritten signature in black ink, appearing to be 'WJG', is written over the text of the solicitors.

**COMPANIES ACTS 1963 to 2009**

---

**COMPANY LIMITED BY SHARES**

**SINGLE MEMBER COMPANY**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**GLAXOSMITHKLINE CONSUMER HEALTHCARE INVESTMENTS  
(IRELAND) LIMITED**

(as amended by Special Resolution with effect on 17<sup>th</sup> November 2011)

- 1 The name of the Company is "GlaxoSmithKline Consumer Healthcare Investments (Ireland) Limited"
- 2 The objects for which the Company is established are -
  - (a) To acquire, hold, licence and dispose of all manner of intellectual property, including but not limited to patents, trademarks, brevets d'invention, licences, protections and concessions, whether in the United Kingdom or elsewhere
  - (b) To undertake and carry on in the United Kingdom or elsewhere, any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being
  - (c) To purchase or otherwise acquire and undertake all or any part of the undertaking assets, business, property, privileges, contracts, rights, obligations and liabilities of any company, corporation, society partnership or person carrying on any business which the Company is authorised or empowered to carry on or possessed of property suitable for the objects of the Company or of any company or corporation in which the Company holds shares, bonds, debentures or other securities or obligations, and to pay for the same in cash or in shares or securities or obligations of the Company or partly in cash and partly in



shares or securities or obligations or any other consideration, and to carry on the business of any such company, corporation, society, partnership or person whose assets are so acquired

- (d) To amalgamate with any other company
- (e) To apply for, purchase or otherwise acquire any patents brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired
- (f) To enter into partnerships (including, for the avoidance of doubt limited partnerships) or into any arrangements for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company
- (g) To take or otherwise acquire and to hold shares and securities in any company other than the Company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same
- (h) To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions
- (i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit directors and ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances and to do any acts or things or make any arrangements or provisions enabling employees of the Company or other persons aforesaid to become shareholders in the Company or otherwise to participate in the profits of the Company upon such terms and in such manner as the Company thinks fit, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, or any other object whatsoever which the Company may think advisable
- (j) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company

- (k) Generally to purchase, take on lease, exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business
- (l) To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others
- (m) To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees
- (n) To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, factories, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist, or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof
- (o) To invest and to deal with the moneys of the Company not immediately required in such manner as may from time to time be determined
- (p) To lend and advance money or give credit to any persons, firms or companies and in particular to customers of and others having dealings with the Company upon such terms as may seem expedient, and to guarantee, support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, and in particular (without prejudice to the generality of the foregoing) to give (with or without consideration) security for any debts, obligations or liabilities of any company which is for the time being the holding company or a subsidiary (both as defined by Section 155 Companies Act 1963) of the Company or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business
- (q) To borrow or raise money either without security or secured in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, by mortgage or other security charged upon all or any of the Company's property both present and future, including its uncalled capital and to purchase, redeem or pay off any such securities

- (r) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of 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
- (s) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (t) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise
- (u) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company
- (v) To adopt such means of making known the products or services of the Company as may seem expedient and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interests, by publication of books and periodicals and by granting prizes, rewards and donations
- (w) To obtain any Act of the Oireachtas or Provisional Order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (x) To procure the Company to be registered or recognised in any country or place
- (y) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the Company, provided always that no surplus arising upon any such sale shall be available for distribution through the profit and loss account
- (z) To promote freedom of contract, and to resist, insure against, counteract and discourage interference therewith, to join any lawful Federation, Union or Association, or to do any lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the trade or business of the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike, movement or organisation which may be thought detrimental to the interests of the Company or its employees and to subscribe to any association or fund for any such purpose.
- (aa) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others

- (bb) To distribute any of the property of the Company in specie to the member
- (cc) To do all such other things as the Company may think incidental or conducive to the attainment of the above objects or any of them

Provided 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 incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be in no way limited or restricted by reference to, or inference from, the terms of any other paragraph, and
- (b) the provisions of this Clause shall be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law

3 The liability of the member is limited

4 The share capital of the Company is €100,000 divided into 100,000 shares of €1 each

# **COMPANIES ACTS 1963 TO 2009**

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## **COMPANY LIMITED BY SHARES**

### **SINGLE MEMBER COMPANY**

---

## **ARTICLES OF ASSOCIATION**

**OF**

## **GLAXOSMITHKLINE CONSUMER HEALTHCARE INVESTMENTS (IRELAND) LIMITED**

(as adopted by Special Resolution with effect on 17<sup>th</sup> November 2011)

### **PRELIMINARY**

1. The regulations contained in Part I of Table A (hereinafter called "Table A, Part I") in the First Schedule to the Companies Act 1963 (with the exception of regulations 22, 47, 69, 70, 71, 75 to 77 inclusive, 79, 91 to 98 inclusive, 100, 133 and 138) will apply to the Company subject to the alterations herein contained and will, so far as not inconsistent with these presents, bind the Company and the members
2. The regulations contained in Table A, Part II in the First Schedule to the Companies Act 1963 (with the exception of regulation 9) will apply to the Company save in so far as they are excluded or varied hereby

### **SHARE CAPITAL**

3. Subject to the provisions of Part XI of the Companies Act 1990 the Company may
  - (a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as shall be provided by the Articles of Association of the Company provided always that the nominal value of the issued share capital which is not redeemable shall not at any time, be less than one tenth of the nominal value of the total issued share capital of the Company,
  - (b) purchase its own shares,
  - (c) cancel any of its own shares following purchase,

- (d) re-designate any of its own shares following purchase as treasury shares provided always that the nominal value of treasury shares held by the Company, may not, at any one time, exceed ten per cent of the nominal value of the issued share capital of the Company,

For so long as the Company holds shares as treasury shares -

- (i) the Company shall not exercise any voting rights in respect of those shares and any purported exercise of those rights shall be void, and
  - (ii) no dividend or other payment (including any payment in a winding up of the Company) shall be payable to the Company in respect of those shares
- (e) cancel or re-issue as shares of any class any shares held by the Company as treasury shares,
- (f) not make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares,
- (g) notice or redemption in writing shall be given in accordance with this sub-paragraph (g) to the holders of Shares to be purchased or redeemed Any notice of purchase or redemption shall specify the number of shares to be purchased or redeemed, the date fixed for purchase or redemption and the place at which the certificates for such shares are to be presented for purchase or redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the Certificates for the shares to be purchased or redeemed If any certificate so delivered to the Company includes any shares not to be purchased or redeemed on that occasion a fresh certificate for such shares shall forthwith be issued to the holder delivering such certificate to the Company

## **ALLOTMENT**

- 4. Subject to any direction to the contrary which may be given to the Company in General Meeting any unissued shares of the Company (whether forming part of the original or any increased Capital) shall be at the disposal of the directors and they may allot, grant option over to otherwise dispose of them to such persons, on such terms and conditions and at such times as they may consider to be in the best interests of the Company and its shareholders, but so that no share shall be issued at a discount, Section 23(1) of the Companies (Amendment) Act, shall not apply to the allotment by the Company of any equity security as defined by Section 23(13) of that Act
- 5 The directors are generally and unconditionally authorised from time to time to exercise all powers of the company to allot relevant securities (as such expression is defined in Section 20 of the Companies (Amendment) Act 1983) up to a maximum aggregate of the number of authorised but unissued

relevant securities in the capital of the company (whether from part of the original or any increased Capital) but this authority shall not extend beyond such date as shall be five years from the date of incorporation of the Company provided always that the directors shall have power, notwithstanding that the date aforesaid shall have expired, to allot relevant securities in pursuance of an offer of agreement made before the expiry of such date as aforesaid as if the authority conferred hereby had not expired

## **PRIVATE COMPANY**

6. The Company is a private company and accordingly -
- (a) the right to transfer shares is restricted in the manner hereinafter prescribed,
  - (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the termination of such employment to be members of the Company) is limited to fifty so, however, that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this regulation be treated as a single member,
  - (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited, and
  - (d) the Company shall not have power to issue share warrants to bearer

## **SHARE CERTIFICATES**

- 7 Every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of 15 cent for every certificate after the first or such less sum as the directors shall from time to time determine so however that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon

## **TRANSFER OF SHARES**

8. No share in the capital of the Company may be transferred without the approval of the directors who may, in their absolute discretion and without

assigning any reasons, decline to register any transfer of any share, whether or not it is a fully paid share

## **LIEN AND CALLS ON SHARES**

9. The lien conferred by regulation 11 of Table A, Part I, shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders
10. Regulation 15 of Table A, Part I shall be modified by the deletion therefrom of the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call"
11. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of such share until the name of the transferee is registered in the Register of Members in respect thereof, provided that in the case of a share not fully paid the instrument of transfer shall be executed by or on behalf of the transferor and the transferor and the transferee

## **MEETINGS OF THE COMPANY**

12. Regulation 48(2) of Table A, Part I, shall be modified by the deletion therefrom of the words "subject to Regulation 47"
13. Subject to Sections 133 and 141 of the Companies Act 1963 an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by seven days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the day, the place and the hour of the meeting and in the case of special business the general nature of that business, and shall be given in a manner authorised by these regulations to such persons as are under the regulations of the Company entitled to receive such notices from the Company
14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided a quorum of members shall be two, present in person or by proxy
15. Subject to Section 141 of the Companies Act 1963 a resolution in writing signed by all of the members for the time being entitled to attend and vote on such resolutions at a general meeting (or being bodies corporate by their duly authorised representatives) shall have the same effect and validity as a resolution passed at a general meeting of the Company duly convened and held, and may consist of several documents in like form, each signed by one or more persons, and if described as a special resolution shall be deemed to



be a special resolution within the meaning of the Companies Acts 1963 to 2009 Any such resolution shall be served on the Company

- 16 Without prejudice to the provisions of Section 141(2) of the Companies Act 1963 a general meeting shall, notwithstanding that it is called by a shorter notice than that specified in Regulation 4 of Table A, Part II, be deemed to have been duly called if it is so agreed by the Auditors of the Company and all the members entitled to attend and vote thereat
17. Any corporation which is a member of the Company may authorise such persons as it thinks fit to act as its representative at any meeting or meetings of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company The corporation shall serve on the Company a copy of such resolution duly certified by a director or other officer of such corporation

### **SINGLE-MEMBER COMPANY**

18. If at any time the Company has only one member, that is to say that all the issued shares of the Company are registered in the name of a sole person (whether a natural person or a body corporate), it will be a single-member company within the meaning of the European Communities (Single-Member Private Limited Companies) Regulations 1994 (the "Single Member Company Regulations") If and so long as the Company is a single-member company, the following provisions will apply notwithstanding anything to the contrary in these Articles or Table A
  - (a) **Annual General Meetings:** The sole member may decide to dispense with the holding of annual general meetings Such decision will be effective for the year in which it is made and subsequent years, but nevertheless the sole member or the Auditors may require the holding of an annual general meeting in any such year in accordance with the procedure laid down in the Single-Member Company Regulations
  - (b) Where a decision to dispense with the holding of annual general meetings is in force, the accounts and the directors' and Auditors' reports that would otherwise be laid before an annual general meeting shall be sent to the sole member as provided in the Single-Member Company Regulations, and the provisions of the Acts with regard to the annual return and the accounts which apply by reference to the date of the annual general meeting will be construed as provided in the Single-Member Company Regulations
  - (c) **Quorum at General Meetings:** The sole member, present in person or by proxy, is a sufficient quorum at a general meeting
  - (d) **Resolutions of Shareholders:** All matters requiring a resolution of the Company in general meeting (except the removal of the Auditors from office) may be validly dealt with by a decision of the sole member The

sole member must provide the Company with a written record of any such decision or, if it is dealt with by a written resolution under regulation 6 of Part II of Table A, with a copy of that resolution, and the decision or resolution shall be recorded and retained by the Company

- (e) **Contracts with Sole Member:** Where the Company enters into a contract with the sole member which is not in the ordinary course of business and which is not in writing, and the sole member also represents the Company in the transaction (whether as a director or otherwise), the directors shall ensure that the terms of the contract are forthwith set out in a written memorandum or are recorded in the minutes of the next directors' meeting

- 19 If and whenever the Company becomes a single-member company or ceases to be a single-member company, it shall notify the Registrar of Companies as provided in the Single-Member Company Regulations

## **PROXIES**

- 20 A proxy need not be a member of the Company
- 21 An instrument appointing a proxy shall be in writing in the usual common form
- 22 An instrument appointing a proxy shall
- (a) in the case of an individual, be signed by the appointer or his attorney, or
  - (b) in the case of a corporation be either given under its common seal or signed on its behalf by an attorney or officer of the corporation

The directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed

- 23 A signature to any instrument appointing a proxy may be written or printed
24. The instrument appointing a proxy shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll before the time appointed for the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid

## **DIRECTORS**

- 25 Unless otherwise determined by an ordinary resolution of the Company, the number of the directors shall not be less than two or more than ten
26. No director shall be required to hold a share qualification but each director shall nevertheless be entitled to receive notice of and to attend and speak at

every general meeting of the Company, and regulation 136 of Part 1 of Table A shall be modified accordingly

27. All of the directors of the Company shall be persons who are resident in the United Kingdom
28. Subject to Article 25, the directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors

## **BORROWING POWERS**

29. The directors may exercise all of the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligations of the Company or any third party without any limitation as to amount

## **PROCEEDINGS OF DIRECTORS**

30. A director may vote in respect of any contract, appointment or arrangement in which he is interested, and he shall be counted in the quorum present at the meeting
31. The directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and in particular they may exercise the voting powers in favour of any resolution appointing the directors or any of them as directors or officers of such other company or providing for the payment of remuneration or pensions to the directors or officers of such other company. Any director of the Company may vote in favour of the exercise of such voting rights notwithstanding that he may be or may be about to become a director or officer of such other company
32. A resolution in writing signed by all the directors for the time being entitled to receive notice of the meetings of the directors shall have the same effect and validity as a resolution of the board of directors duly passed at a meeting of the board of directors duly convened and constituted and may consist of several documents in like form each signed by one or more persons. Any such documentation shall be served on the Company. Any such resolution in writing as is referred to in regulation 109 of Table A, Part I, may consist of several documents in the like form each signed by one or more of the directors
33. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors and regulation 101 of Part I of Table A shall be modified accordingly.

- 34 No meetings of the directors or any committee of the directors shall be held outside of the United Kingdom and none of the functions of the board of directors pertaining to the management and control of the Company shall be exercised or exercisable outside of the United Kingdom and any such meeting which the directors may purport to hold outside of the United Kingdom and the proceedings thereat shall be void and of no effect. The directors shall meet at least once a year in the United Kingdom. The chairman of all meetings of the directors or any committee of the directors must be physically present in the United Kingdom.
- 35 The quorum necessary for the transaction of the business of the directors shall be two directors.
- 36
- (a) The meetings and proceedings of any committee formed by the directors shall be governed by the provisions of these Articles of Association regulating the meetings and proceedings of the directors so far as the same are applicable and are not superseded by any regulations imposed upon such committee by the directors.
  - (b) When forming a committee of the directors, the directors may authorise, or may authorise such committee to authorise, any person who is not a director to attend all or any meetings of any such committee on such terms as the directors (or as the case may be such committee) shall think fit, but any person so authorised shall not be entitled to vote at such meetings.

## **ALTERNATE DIRECTORS**

- 37
- (a) A director may, with the approval of the directors, appoint any person to be his alternate director and at his own discretion may remove such person from office as his alternate director.
  - (b) The alternate director shall be subject in all respects to the terms and conditions existing with reference to the other directors and shall be entitled to receive notices of all meetings of the directors and to attend, speak and vote at any such meeting at which his appointer is not present.
  - (c) One person may act as an alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
  - (d) Any appointment or removal of an alternate director shall be in writing signed by the director making such appointment or removal and shall be served on the Company.

- (e) If a director shall cease to be a director for any reason then any person holding office as an alternate director for that director shall cease ipso facto to hold such office
- (f) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being, but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote

### **DISQUALIFICATION OF DIRECTORS**

38. The office of a Director shall be vacated -

- (a) if he becomes restricted or disqualified pursuant to an Order made under the provisions of the Companies Act 1990,
- (b) if he is adjudged a bankrupt or insolvent or makes any arrangement or composition with his creditors generally,
- (c) if he is found a lunatic or becomes of unsound mind,
- (d) if he is absent from the meetings of the directors during a period of six successive calendar months without special leave of absence from the other directors,
- (e) if he is requested in writing by all his co-directors to resign,
- (f) if he resigns his office by notice in writing served on the Company, or
- (g) if he resigns his office by spoken declaration at any board meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting

### **ROTATION OF DIRECTORS**

39. The Directors shall not retire by rotation and regulations 92 to 100 inclusive of Part 1 of Table A, shall be modified accordingly

### **EXECUTIVE DIRECTOR**

40. The directors from time to time may appoint any person (not being a director) to the office of "Executive Director" for such period and on such terms as they think fit, and fix, determine and vary his duties, powers and functions. The directors may revoke such appointment, but without prejudice to any claim such Executive Director may have for damages for breach of any contract of service between him and the Company. An Executive Director shall not be a member of the board of directors or any committee of directors, he shall not attend meetings of directors except on the invitation of the board of directors and he shall not be entitled to vote at any meeting of directors

## **THE SEAL**

- 41 The seal shall be used only by the authority of the directors or of a committee of directors authorised by directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a director and shall be counter-signed by the secretary or by a second director or by some other person appointed by the directors for that purpose. The expression "director" in this context shall include any alternate director appointed under Article 36 hereof

## **NOTICES**

42.

- (a) Any notice required to be given by the Company to any person (the "recipient") under these articles may be given by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been serviced at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 24 hours after dispatch in the case of post, cables and telegrams and at the expiration of 12 hours after dispatch in the case of telex, telefax, electronic mail or other method of communication approved by the directors
- (b) Regulation 136(a) of Table A, Part I, shall be extended so that for the words therein "every member" there shall be substituted the words "every member, wherever resident, entitled to attend and vote thereat and every director, wherever resident"
- (c) Any document (including, but not limited to, any notice, appointment, removal and resolution) required or authorised by these articles to be sent to or served on the Company shall be in writing sent to or served on the Company at its registered office or its principal place of business in the United Kingdom, and may be sent or served by means of delivery, post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, and may bear a printed or facsimile signature of the person or persons required by these articles to sign such document. The communication of such a document by such means shall be confirmed as soon as possible by delivery to the Company at its registered office or principal place of business in the United Kingdom of such document bearing an original signature of the person by whom it is required to be signed but (provided that the directors are satisfied as to the authenticity of the document communicated as aforesaid) shall be acted upon by the Company and the directors meanwhile, provided that in the absence of fraud or wilful deceit any such document shall be valid and effective for all purposes

notwithstanding that for any reason the document is not subsequently so confirmed Any such document shall take effect, in the absence of any agreement to the contrary between the Company and the person by whom or on whose behalf the document was sent or served, at the time of receipt in the case of delivery and post, and at the expiration of 24 hours after receipt thereof at the Company's registered office or principal place of business in the United Kingdom in any other case

## **INDEMNITY**

- 43 Subject to Section 200 of the Companies Act 1963 every director of the Company shall be indemnified by the Company against, and it shall be the duty of the directors out of the funds of the Company to pay, all costs, losses and expenses which any such director may incur or become liable to by reason of any contract entered into or any act or thing done by him as such director or in any way in the proper discharge of his duties And no director shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be vested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act by any person with whom any moneys securities or effects shall be deposited, for any other loss, damage or misfortune whatever which shall happen in the proper execution of duties of this office or in relation thereto unless the same happen through his own wilful act or default