In accordance with Section 1046 of the Companies Act 2006 & Regulation 14 of the Overseas Companies Regulations 2009.

# OS CC01

## Return by an overseas company of an alteration to constitutional documents

Companies House

✓ **What this form is for**
You may use this form to show an alteration to constitutional documents of an overseas company.

✗ **What this form**
You cannot use t
any other change
company.

SATURDAY

*A67TK9F6*
A06 03/06/2017 #103
COMPANIES HOUSE

, please
at
.gov.uk

## 1 Overseas company details

| | |
|---|---|
| Company number | F C 0 3 2 5 8 4 |
| Company name in full or alternative name as registered in the UK | GlaxoSmithKline Consumer Healthcare Investments (Ireland) (No.3) Limited |

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

## 2 Alteration of the constitutional document(s)

| | |
|---|---|
| Details of change | Under Irish Companies Act 2014 - requirement for a Company's existing mem & arts to be replaced with a one document certificate |

## 3 Date of alteration to the constitutional document(s)

The company gives notice❶ that the constitutional document(s) for this company were altered on the date below.

| | |
|---|---|
| Date of alteration | d 1 d 8 m 1 m 1 y 2 y 0 y 1 y 6 |

Copies of the following documents have been attached.

- A new certified copy of the constitution of the company, as altered.
- A certified translation, if applicable.

❶ This notice must be delivered to the Registrar within 21 days of the notice of alteration being received in the UK in due course of post (if dispatched with due diligence).

## 4 UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below.

| UK establishment name | Registration number |
|---|---|
| | |
| | |
| | |
| | |

## 5 Signature

I am signing this form on behalf of the overseas company.❷

Signature

X

Signature

Paul Williamson
Authorised Signatory
For and on behalf of
Edinburgh Pharmaceutical Industries Limited
Company Secretary

X

❷ This form may be signed by: Director, Secretary, Permanent representative.

# OS CC01

Return by an overseas company of an alteration to constitutional documents

## 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: Global Subsidiary Support - Corp Sec

Company name:

Address: 980 Great West Road

Post town: Brentford

County/Region: Middlesex

Postcode: TW8 9GS

Country: United Kingdom

DX:

Telephone: 0208 047 2695

## Checklist

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

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

- ☐ The company name and number as registered in the UK match the information held on the public Register.
- ☐ You have entered details of the alteration to the constitutional documents in Section 2.
- ☐ You have entered the date of alteration to the constitutional document(s) in Section 3.
- ☐ You have completed Section 4, if applicable.
- ☐ You have submitted the new constitutional documents of the company (with a certified translation, if appropriate) with this form.
- ☐ You have signed the form.

## Important information

**Please note that all information on this form will appear on the public record.**

## Where to send

**You may return this form to any Companies House address:**

**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.

## Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk
or email 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

**COMPANIES ACT, 2014**

Certified a True Copy

**PRIVATE COMPANY LIMITED BY SHARES**

# CONSTITUTION

of

# GLAXOSMITHKLINE CONSUMER HEALTHCARE INVESTMENTS (IRELAND) (NO 3) LIMITED

**(as adopted by special resolution passed on 18 November 2016)**

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## 1. NAME

The name of the Company is GlaxoSmithKline Consumer Healthcare Investments (Ireland) (No 3) Limited.

## 2. PRIVATE COMPANY LIMITED BY SHARES

The Company is a private company limited by shares registered under Part 2 of the Companies Act 2014 (the "**Act**").

## 3. LIABILITY LIMITED

The liability of the members is limited.

## 4. INTERPRETATION

4.1 **Definitions**: In this Constitution the following terms shall have the following meanings:

"**Great Britain**" means England, Scotland and Wales; and

"**United Kingdom**" means Great Britain and Northern Ireland.

4.2 **Construction**: In this Constitution, unless a contrary intention is stated, a reference to:

(a) the singular shall include the plural and vice versa;

(b) either gender includes the other;

(c) a person shall be construed as a reference to any individual, firm or company, corporation, governmental entity or agency of a state or any association or partnership (whether or not having separate legal personality) or two or more of the foregoing;

(d) a person includes that person's legal personal representative, permitted assigns and successors;

(e) time shall be construed by reference to whatever time may from time to time be in force in Ireland;

(f) any agreement document or instrument is to the same as amended, novated, modified, supplemented or replaced from time to time;

(g) 'including' means comprising, but not by way of limitation to any class, list or category; and

(h) 'writing' shall include a reference to any electronic mode of representing or reproducing words in visible form.

4.3 **Headings**: Headings are to be ignored in the construction of this Constitution.

## 5. OPTIONAL PROVISIONS

The optional provisions of the Act (as defined in section 54(1) of the Act) shall apply to the Company save and so far as they are excluded or modified by this Constitution and such optional provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.

## 6. CAPITAL

6.1 **Capital Structure**: The share capital of the Company is divided into shares of STG£1.00 each.

6.2 **The Issuance of New Shares**:

(a) The directors are generally and unconditionally authorised to exercise all powers of the Company to allot shares (as defined by section 70(3)(b) of the Act).

(b) In accordance with section 69(8) of the Act, the application of section 69(6) of the Act is excluded in relation to the allotment by the Company of shares (as defined by section 70(3)(b) of the Act).

6.3 **Purchase of Own Shares**: Subject to and in accordance with the provisions of the Act, the Company may purchase its own shares (including any redeemable shares).

6.4 **Financial Assistance**: The Company may give any form of financial assistance which is permitted under section 82 the Act for the purpose of an acquisition by subscription, purchase, exchange or otherwise made or to be made by any person of or for any shares in the Company or, where the Company is a subsidiary, in the Company's holding company.

## 7. TRANSFER OF SHARES

No share in the capital of the Company shall be transferred without the approval of the directors who, in their absolute discretion, and without assigning any reason for doing so, may decline to register any transfer of any share, whether or not it is a fully paid share. Section 95(1) of the Act shall not apply to the Company.

## 8. PROCEEDINGS AT GENERAL MEETINGS

8.1 **Location**: Annual general meetings and extraordinary general meetings shall be held in the United Kingdom.

8.2 **Delivery of Proxies:** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office or at such other place within the State as is specified for that purpose in the notice convening the meeting, before the commencement of 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 commencement of the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid.

8.3 **Poll**: In addition to the rights to demand a poll set out in section 189(2) of the Act, a poll may be demanded by any member present in person or by proxy who is entitled to vote thereat.

8.4 **No Casting Vote of Chairman**: Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall not have a second or casting vote. Section 187(8) of the Act shall not apply to the Company.

## 9. DIRECTORS

9.1 **Residence of Directors**: A majority of the directors of the Company shall be persons who are resident solely in the United Kingdom for United Kingdom tax purposes.

9.2 **Additional Board Members**: The directors may appoint a person who is solely resident in the United Kingdom for United Kingdom tax purposes as an addition to the board or to fill a casual vacancy, provided that if and so long as any company is for the time being a holding company (within the meaning of section 8 of the Act) (a "**Holding Company**") of the Company, the directors shall obtain the consent in writing of such company to such appointment. A Holding Company of the Company

shall have the power to appoint directors (whether to fill casual vacancies or as an addition to the Board or otherwise), and the power to remove any director, howsoever appointed, shall reside exclusively in such Holding Company. Any such appointment or removal shall be effected by a notice in writing signed by a director or secretary of the Holding Company and shall be effective forthwith upon the delivery of such notice to the Company at the registered office of the Company.

9.3 **Appointment and Removal from Office**: Without prejudice to the provisions of section 146 of the Act, the Company may by special resolution remove any director before the expiration of his term of office. The Company may by ordinary resolution appoint another person in place of the director so removed provided a majority of the directors shall be solely resident in the United Kingdom for United Kingdom tax purposes.

9.4 **Location of Board Meetings**: The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The location of a majority of such meetings in each calendar year shall be in the United Kingdom. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. If the directors so resolve, it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the United Kingdom, is for the time being absent from the United Kingdom.

9.5 **Power of Attorney**: The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Regulations) and for such period and subject to such conditions as they may think fit. Any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

9.6 **Board Meetings held by Electronic Means**: For the purposes of this constitution, provided that a majority of the directors participating in the meeting are physically located in the United Kingdom at the time of the meeting, the contemporaneous linking together by telephone or other means of electronic communication of a number of directors not less than the quorum shall be deemed to constitute a meeting of the directors, and all the provisions in this constitution as to meetings of the directors shall apply to such meetings, provided that each director participating is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Section 161(6) of the Act shall be modified accordingly in its application to the Company.

9.7 **No Rotation of Directors**: A director appointed to fill a casual vacancy or as an addition to the existing directors shall not be required to retire from office at the

annual general meeting next following his appointment and section 144(3)(c) of the Act shall not apply to the Company.

9.8 **No Share Qualification**: A director or alternate director shall not be required to hold any shares in the Company by way of qualification, and section 136 of the Act shall not apply to the Company.

9.9 **Remuneration of Directors**: The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. Section 155(2) of the Act shall not apply to the Company.

9.10 **Executive Directors**: The directors may from time to time appoint one or more of themselves to be managing director or any other category of executive director. Sections 159(4) to (6) of the Act (inclusive) shall apply to all executive directors as they apply to a managing director.

9.11 **Dividends**: Subject to section 117 of the Act, the directors may direct payment of any interim dividend wholly or partly by the distribution of specific assets of the Company.

9.12 **Alternate Directors**:

(a) A Holding Company of the Company shall be entitled to appoint any person as an alternate director for a director provided that a majority of the directors are solely resident in the United Kingdom for United Kingdom tax purposes and may at any time revoke any appointment so made, any such appointment or removal being effected in the manner provided for in Regulation 9.3. A director shall be entitled to appoint any person (provided that a majority of the directors are solely resident in the United Kingdom for United Kingdom tax purposes) as his alternate director and may at any time revoke any appointment so made, provided that, if and so long as any company is for the time being a Holding Company of the Company, the Holding Company shall consent in writing to such appointment or revocation. Any such appointment or removal of an alternate by a director shall be effected by a notice in writing by the director concerned and shall be effective forthwith upon the delivery of such notice to the Company at its registered office.

(b) Subject to the provisions of Regulation 9.12(a) more than one person may stand appointed at a particular time to be an alternate director as respects a particular director (the "**appointer**"), provided that only one person so appointed shall be entitled to represent and vote on behalf of the appointer in respect of any particular meeting or resolution. Section 165(2) of the Act shall not apply to the Company.

(c) Subject to the provisions of Regulation 9.12(a) an alternate director shall be entitled to receive notice of and to attend and vote at any meeting of the directors at which the appointer is not personally present and, in the absence of the appointer, to exercise all the powers, rights, duties and authorities of the appointer

as a director including (without limitation) with regard to the signing or countersigning of instruments to which the seal of the Company is affixed, but excluding the right to appoint an alternate. For the purposes of section 161(1) of the Act, the signature of an alternate director shall suffice in place of the signature of the appointer. Section 165(3) of the Act shall not apply to the Company.

(d) Subject to the provisions of Regulation 9.12(a) a person may act as an alternate for 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 shall be in addition to his own vote. An alternate shall be counted for the purpose of reckoning whether a quorum is present at any meeting attended by him at which he is entitled to vote, but where he is himself a director or is the alternate of more than one director he shall only be counted once for such purpose.

(e) An alternate director's appointment shall terminate if for any reason the appointer ceases to be a director.

(f) An alternate director shall not by virtue of his appointment be an agent of the appointer.

9.13 **Use of Company Property**: For the purposes of section 228(1)(d) of the Act, the reasonable personal use by a director for his own benefit of any property of the Company and made available for use by the director in connection with the business or affairs of the Company shall be permitted, subject to any restrictions imposed by the Company under contract or otherwise and provided that such use shall not be materially prejudicial to the commercial interests of the Company.

9.14 **Disqualification of Directors**: The office of director shall be vacated if:

(a) the director is adjudged bankrupt, or any event equivalent or analogous thereto occurs, in the United Kingdom or any other jurisdiction or he makes any arrangement or composition with his creditors generally; or

(b) a declaration of restriction is made in relation to the director and the directors, at any time during the currency of the declaration, resolve that his office be vacated;

(c) the health of the director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity;

(d) the director resigns his office by notice in writing to the Company;

(e) the director is absent from meetings of the directors for six successive months without leave, and his alternate director (if any) shall not during such period have attended in his stead, and the directors resolve that his office be vacated;

(f) the director is convicted of an indictable offence, other than an offence specified in section 839 and other than a conviction on indictment of an offence specified in

section 855(1) or section 856(1) of the Act, and the directors resolve that his office be vacated;

(g) the director is removed from office by a resolution duly passed pursuant to section 146 of the Act, or under any provision of this Constitution; or

(h) the director ceases to be resident solely in the United Kingdom for United Kingdom tax purposes and this would result in a half or less than half of the directors being a person resident solely in the United Kingdom for United Kingdom tax purposes;

and sections 148(2) to (3) of the Act (inclusive) shall not apply to the Company.

## 10. COMMITTEES OF DIRECTORS

The meetings and proceedings of any committee formed by the directors shall be governed by the provisions sections 160(10) to (12) of the Act (inclusive) and the provisions of this Constitution regulating the meetings and proceedings of directors so far as the same are applicable and are not superseded by any regulations imposed on such committee by the directors.

## 11. NOTICES

The provisions of section 218(5) of the Act shall apply in relation to the Company and shall apply to notices served upon the persons listed in section 180(1) of the Act. For the purposes of section 218(3)(d) of the Act, notices may be served by electronic means (including electronic email and other any electronic mode of representing or reproducing words in visible form but excludes short messaging or multi-media messaging system) and by his signing the written resolution adopting this Constitution, each person who is a member of the Company as at the date of its adoption, and by his signing an application for the issuance to him of shares and/or by his becoming a member of the Company, each person who becomes a member of the Company after the adoption of this Constitution, irrevocably consents to the use of electronic means for the service or giving of notices in relation to him.

## 12. INDEMNITY

Subject to the Act:

(a) every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted or in connection with any application under sections 233 and 234 of the Act in which relief is granted to him by the court. Section 235(3) of the Act shall apply to the Company; and

(b) every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This Regulation 12(b) shall have effect only in so far as its provisions are not void under section 235 of the Act.