

100317/20

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

MONDAY



D493QG5T

DSR 08/06/2015 #11
COMPANIES HOUSE

D48C9HPL

DSR 28/05/2015 #14
COMPANIES HOUSE

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

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

Part 1 Overseas company details (Name)

For official use
FE 3 2 5 5 3

A1 Corporate name of overseas company

Corporate name¹

GLAXOSMITHKLINE CONSUMER HEALTHCARE
INVESTMENTS (IRELAND) (NO3) LIMITED

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 A3**
- 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 *

1 This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ²

2 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. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions³

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

**3 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

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Part 2 Overseas company details**B1 Particulars previously delivered**

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

→ 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

❶ 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 number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes☒ No

❷ Please tick one box

B3 Company details

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

Legal form ❸

PRIVATE LIMITED COMPANY

Country of
incorporation *

IRELAND

Identity of register
in which it is
registered ❹

COMPANIES REGISTRATION OFFICE, IRELAND

Registration number in
that register

560724

❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

❹ This will be the registry where the company is registered in its parent country

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

Governing law ❺

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

→ Yes Complete the details below

→ No Go to Part 3

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

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

From

d d m m

To

d d m m

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

Months

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 ❶

☐ 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

❶ Please tick the appropriate box(es)

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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

Street

Post town

County/Region

Postcode

Country

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

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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 details¹

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)

Surname

Former name(s)²

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 address³

Building name/number

Street

Post town

County/Region

Postcode

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 ⁴
- ☐ Unlimited

Description of limited authority, if applicable

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

- ☐ Alone
- ☐ Jointly ⁵

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

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Corporate secretary**E1****Corporate secretary details^①**

Use this section to list all the corporate secretaries of the company
Please complete Sections E1-E5 Please use a continuation page if necessary

Name of corporate body or firm	EDINBURGH PHARMACEUTICAL INDUSTRIES LIMITED
Building name/number	
Street	SHEWALTON ROAD
Post town	IRVINE
County/Region	AYRSHIRE
Postcode	KA11 1 5AP
Country	

① Registered or principal address

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

E2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
→ No Complete Section E4 only

E3**EEA companies^②**

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 ^③	COMPANIES HOUSE, UNITED KINGDOM
Registration number	SC005534

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4**Non-EEA companies**

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	
Governing law	
If applicable, where the company/firm is registered ^④	
If applicable, the registration number	

④ Non-EEA

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

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E5

Corporate secretary's authority

	<p>Please enter the extent of your authority as corporate secretary Please tick one box</p>	
Extent of authority	<p><input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box</p> <p><input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷</p>	<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>
If applicable, name(s) of person(s) with whom you are acting jointly	<p></p> <p></p> <p></p>	

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Director

F1

Director details ^①

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)	PAUL FREDERICK																
Surname	BLACKBURN																
Former name(s) ^②																	
Country/State of residence ^③	UNITED KINGDOM																
Nationality	BRITISH																
Date of birth	<table><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td>0</td><td>3</td><td>1</td><td>0</td><td>1</td><td>9</td><td>5</td><td>4</td></tr></table>	d	d	m	m	y	y	y	y	0	3	1	0	1	9	5	4
d	d	m	m	y	y	y	y										
0	3	1	0	1	9	5	4										
Business occupation (if any) ^④	FINANCIAL CONTROLLER																

① Corporate details

Please use Sections G1-G5 to enter corporate director details.

② Former name(s)

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.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section F3.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

F2

Director's service address ^⑤

Building name/number	980
Street	GREAT WEST ROAD
Post town	BRENTFORD
County/Region	MIDDLESEX
Postcode	TTW 8 9 9 5
Country	UNITED KINGDOM

⑤ 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.

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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			

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Registration of an overseas company opening a UK establishment

Director

F1 Director details ^①		
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)	ALAN GEORGE	<p>① Corporate details Please use Sections G1-G5 to enter corporate director details</p> <p>② Former name(s) 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</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section F3</p> <p>④ Business occupation If you have a business occupation, please enter here If you do not, please leave blank</p>
Surname	BURNS	
Former name(s) ^②		
Country/State of residence ^③	UNITED KINGDOM	
Nationality	BRITISH	
Date of birth	3 ^d 1 st 03 1975	
Business occupation (if any) ^④	FINANCIAL CONTROLLER	

F2 Director's service address ^⑤		
Building name/number	980	<p>⑤ Service address This is the address that will appear on the public record This does not have to be your usual residential address</p> <p>If you provide your residential address here it will appear on the public record</p>
Street	GREAT WEST ROAD	
Post town	BRENTFORD	
County/Region	MIDDLESEX	
Postcode	TW8 995	
Country	UNITED KINGDOM	

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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			

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Corporate director

G1	Corporate director details ① Use this section to list all the corporate directors of the company Please complete G1-G5 Please use a continuation page if necessary	① Registered or principal address 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	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									
G2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section G3 only → No Complete Section G4 only								
G3	EEA companies ② Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)							
Where the company/firm is registered ③									
Registration number									
G4	Non-EEA companies 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	④ Non-EEA 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 ④									
If applicable, the registration number									

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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

Extent of authority

- ☐ Limited ❶
☐ Unlimited

Description of limited
authority, if applicable

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

- ☐ Alone
☐ Jointly ❷

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

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

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

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Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1	Documents previously delivered - constitution 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"/>	
H2	Documents previously delivered – accounting documents 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		
H3	Delivery of accounts and reports 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"/>	

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H4**Particulars of UK establishment ¹**

Please enter the name and address of the UK establishment

1 Address

This is the address that will appear on the public record

Name of establishment

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

Building name/number

980

Street

GREAT WEST ROAD

Post town

BRENTFORD

County/Region

MIDDLESEX

Postcode

TW8 995

Country

Please give the date the establishment was opened and the business of the establishment

Date establishment opened

20 05 2015

Business carried on at the UK establishment

HOLDING AND MANAGEMENT OF
INTELLECTUAL PROPERTY OF ALL TYPES

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Registration of an overseas company opening a UK establishment

Permanent representative

J1	Permanent representative's details		
	Please use this section to list all the permanent representatives of the company Please complete Sections J1-J4		
Full forename(s)	ALAN GEORGE		
Surname	BURNS		
J2	Permanent representative's service address¹		
Building name/number	980		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.
Street	GREAT WEST ROAD		
Post town	BRENTFORD		
County/Region	MIDDLESEX		
Postcode	TW8 9QS		
Country			
J3	Permanent representative's authority		
	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		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.
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			

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Permanent representative

J1	Permanent representative's details		
	Please use this section to list all the permanent representatives of the company Please complete Sections J1-J4		
Full forename(s)	EDINBURGH PHARMACEUTICAL INDUSTRIES		
Surname	LIMITED		
J2	Permanent representative's service address ¹		
Building name/number	980	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.	
Street	GREAT WEST ROAD		
Post town	BRENTFORD		
County/Region	MIDDLESEX		
Postcode	TW8 9GS		
Country			
J3	Permanent representative's authority		
	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		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
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			

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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) PAUL FREDERICK
Surname BLACKBURN

J2 Permanent representative's service address ¹

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 ²
☒ Unlimited

Description of limited authority, if applicable
Are you authorised to act alone or jointly? Please tick one box
☒ Alone
☐ Jointly ³

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

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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)

EDINBURGH PHARMACEUTICAL INDUSTRIES

Surname

LIMITED

K2

Service address of person authorised to accept service ¹

Building name/number

980

Street

GREAT WEST ROAD

Post town

BRENTFORD

County/Region

MIDDLESEX

Postcode

TW8 9GS

Country

UNITED KINGDOM

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.

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Registration of an overseas company opening a UK establishment

Part 8

Signature

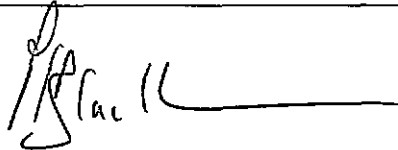
This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X

A handwritten signature in black ink, appearing to be 'J. P. Mac 11', written over a horizontal line.

X

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

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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 **GROUP OPERATIONS
CORPORATE SECRETARIAT**

Company name **GLAXOSMITHKLINE**

SERVICES UNLIMITED

Address **980 GREAT WEST ROAD**

Post town **BRENTFORD**

County/Region **MIDDLESEX**

Postcode **TW8 9GS**

Country **UNITED KINGDOM**

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 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

Number 560724

Certificate of Incorporation

I hereby certify that

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

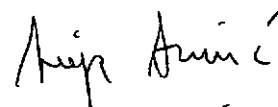
is this day incorporated under
the Companies Acts 1963 to 2013,
and that the company is limited

Given under my hand at Dublin, this
Monday, the 20th day of April, 2015



for Registrar of Companies

Certified a True Copy



Soja Arsenic
Authorised Signatory
for and on behalf of
Edinburgh Pharmaceutical
Industries Limited,
Company Secretary

COMPANIES ACTS 1963 TO 2013

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

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

(As amended by special resolution on 20 May 2015)

McCann FitzGerald
Solicitors
Riverside One
Sir John Rogerson's Quay
Dublin 2
RSL\16843374 7

Certified a True Copy

Sonja Arsenić
Sonja Arsenić
Authorised Signatory
For and on behalf of
Edinburgh Pharmaceutical
Industries Limited,
Company Secretary

COMPANIES ACTS 1963 TO 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

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

- 1 The name of the Company is GlaxoSmithKline Consumer Healthcare Investments (Ireland) (No 3) Limited
- 2 The objects for which the Company is established are
 - (a) To purchase, license or otherwise acquire any intellectual property of whatever nature anywhere in the world and the rights subsisting therein and to do all such things as may be necessary for the protection of intellectual property rights,
 - (b) To carry on all of the said businesses or any one or more of them as a distinct or separate business or as the principal business of the Company, to carry on any other business manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or any one of the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights
 - (c) To act as managers, consultants, supervisors and agents of other companies or undertakings, and to provide for such companies or undertakings, managerial, advisory, technical, purchasing, selling and other services, and to enter into such agreements as are necessary or advisable in connection with the foregoing
 - (d) To acquire by subscription, purchase, exchange, tender or otherwise and to accept and take hold, or hold upon security, or sell shares, stocks, debentures, debenture stock, bonds, bills, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation, government, state, dominion, colony, sovereign, ruler, commissioners, trust, municipal, local or other authority or body of whatsoever nature wheresoever situated
 - (e) To make such provision for the education and training of employees and prospective employees of the Company and others as may seem to the Company to be advantageous to or calculated, whether directly or indirectly, to advance the interests of the Company or any member thereof
 - (f) To take part in the formation, management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants or other experts and agents
 - (g) To purchase, take on lease or in exchange, or otherwise acquire and hold for investment any estate or interest in any lands, buildings, easements, rights, privileges, concessions, grants and any real and personal property of any kind To invest and deal with the moneys of the Company not immediately required and in such manner as from time to time may be determined

- (h) To sell, improve, manage, develop, exchange, lease, hire, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking, property and rights of the Company on such terms as the Company thinks fit and in particular (without limitation) either with or without the Company receiving any consideration or benefit
- (i) To establish, regulate and discontinue franchises and agencies, and to undertake and transact all kinds of trust, agency and franchise business which an ordinary individual may legally undertake
- (j) To buy, acquire, sell, manufacture, repair, convert, alter, take on hire, let on hire and deal in machinery, plant, works, implements, tools, rolling stock, goods, and things of any description
- (k) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be preliminary thereto
- (l) To amalgamate or enter into partnership or any joint purpose or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm society, partnership or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any such body or person, carrying on any business which this Company is authorised to carry on or possessed of any investments or other property suitable for the purposes of the Company and to conduct or carry on, or liquidate and wind up, any such business
- (m) To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings, and generally of any assets, property or rights
- (n) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patents, copyright or secret processes, which may be useful for the Company's objects, and to grant licences to use the same
- (o) To borrow and raise money including, without limitation, by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description and to pay or provide for brokerage, commission and underwriting in respect of any such issue
- (p) To secure or otherwise collateralise on such terms and in such manner as may be thought fit, any indebtedness or obligation of the Company, either with or without the Company receiving any consideration or benefit, whether by personal covenant of the Company, or by mortgage, charge, pledge, assignment, trust or any other means involving the creation of security over all or any part of the undertaking, assets, property, rights, goodwill, uncalled capital and revenues of the Company of whatever kind both present and future or by any other means of collateralisation including, without limitation, by way of transfer of title to any of such undertaking, assets, property, rights, goodwill, uncalled capital and revenues
- (q) To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Company receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures

charged upon all or any of the undertaking, assets, property, rights, goodwill, uncalled capital and revenues of the Company both present and future

- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments. Provided always that nothing herein contained shall empower the Company to act as stock and share brokers or dealers
- (s) To advance and lend money or provide credit and financial accommodation upon such security as may be thought proper, or without taking any security therefor either with or without the Company receiving any consideration or benefit
- (t) To remunerate by cash payment or allotment of shares or securities of the Company credited as fully paid-up or otherwise, any person or company for services rendered or to be rendered to the Company, whether in the conduct or management of its business, or in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company
- (u) To provide for the welfare of persons in the employment of, or holding office under, or formerly in the employment of, or holding office under the Company, or its predecessors in business, or any directors or ex-directors of the Company, and the wives, widows and families, dependants or connections of such persons, by grants of money, pensions or other payments, and by forming and contributing to pension, provident or benefit funds or profit sharing or co-partnership schemes for the benefit of any such persons, and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendances, and other assistance, as the Company shall think fit, and to form, subscribe to or otherwise aid, charitable, benevolent, religious, scientific, national, or other institutions, exhibitions or objects, which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise
- (v) To procure the registration or incorporation of the Company in or under the laws of any place outside the State
- (w) To establish or promote or concur in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company
- (x) As an object of the Company and as a pursuit in itself or otherwise, and whether for the purpose of making a profit or avoiding a loss or for any other purpose whatsoever, either with or without the Company receiving any consideration or benefit, to engage in currency and interest rate transactions and any other financial or other transactions of whatever nature, including any transaction for the purposes of, or capable of being for the purposes of, avoiding, reducing, minimising, hedging against or otherwise managing the risk of any loss, cost, expense or liability arising, or which may arise, directly or indirectly, from a change or changes in any interest rate or currency exchange rate or in the price or value of any property, asset, commodity, index or liability or from any other risk or factor affecting the Company's business, including but not limited to dealings, whether involving purchases, sales or otherwise, in foreign and Irish currency, spot and forward exchange rate contracts, forward rate agreements, caps, floors and collars, futures, options, swaps, and any

other currency interest rate and other hedging arrangements and such other instruments as are similar to, or derivatives of, any of the foregoing

- (y) To accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for any of the acts and things aforesaid, or property acquired, any stock, shares, debentures, mortgages or other securities of this or any other company
- (z) To obtain any Ministerial order or licence or any provisional order or Act of the Oireachtas or Charter 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
- (aa) To enter into any arrangement with any government or local or other authority 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, and to exercise and comply with the same
- (bb) To distribute in specie or otherwise as may be resolved, any assets of the Company among its members, and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company
- (cc) To do all or any of the matters hereby authorised in any part of the Republic of Ireland or in any part of the world and either alone or in conjunction with, or as contractors, factors, trustees or agents for, any other company or person, or by or through any factors, trustees or agents
- (dd) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company nor shall any express statement in any object that it is an object of the Company be taken to mean or imply that any object not expressly stated to be such is not an object of the Company

- 3 The liability of the members is limited
- 4 The share capital of the Company is Stg£500,000,000 divided into 500,000,000 shares of Stg£1 each

Names, Subscribers	Addresses	and	Descriptions	of	Number of Shares taken by each Subscriber
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Body Corporate

Total Shares taken	One
--------------------	-----

Address

COMPANIES ACTS 1963 TO 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GLAXOSMITHKLINE CONSUMER HEALTHCARE INVESTMENTS (IRELAND) (NO 3)
LIMITED

(As amended by special resolution on 20 May 2015)

PRELIMINARY

- 1 The Company is a private Company, and accordingly the Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1963 (which Act is hereinafter called "the Act" and which Table is hereinafter called "Table A"), except Regulation 1, 6 and 9 therein, shall apply to the Company, but so that in Regulation 2(b) "ninety-nine" shall be substituted for "fifty"
- 2 The Regulations, other than Regulations numbered 8, 24, 47, 51, 54, 77, 79, 81, 84, 86, 91 to 96 (inclusive), 98, 101, 102, 105, 109 to 112 (inclusive), 133, 136 and 138, contained in Part 1 of Table A shall apply to the Company save in so far as they are excluded or modified hereby
- 3 In these Articles, the following terms shall have the following meanings

"Acts" means the Companies Acts 1963 to 2013 and every other enactment which is to be read together with any of those Acts,

"electronic address" means any address or number used for the purposes of sending or receiving documents or information by electronic means,

"electronic means" are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means,

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

"United Kingdom" means Great Britain and Northern Ireland
- 4 Expressions in these Articles referring to writing shall be construed, unless the contrary intention appears, as including references to printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form provided that it shall not include writing in electronic form except (i) as provided in these Articles and (ii) in the case of a notice, document or information to be given, served or delivered to the Company, where the Company has agreed to receipt in such form and such notice, document or information is given, served or delivered in such form and manner as may have been specified by the directors from time to time for the giving, serving or delivery of notices, documents or information in electronic form Expressions in these Articles referring to execution of any document shall include any mode of execution whether under seal or under hand and any mode of electronic signature as may from time to time be approved by the directors

- 5 A notice, document or information is given, served or delivered in "electronic form" if it is given, served or delivered by electronic means including, without limitation, by making such notice, document or information available on a website or by sending such notice, document or information by e-mail

CAPITAL

- 6 The share capital of the Company is Stg£500,000,000 divided into 500,000,000 shares of Stg£1 each
- 7 Subject to the provisions of Part XI of the Companies Act 1990, the Company may issue, or convert any of its shares into, shares which are, or are liable at the option of the Company or the holder thereof, to be redeemed and may redeem such shares accordingly. Subject as aforesaid, the Company may cancel any shares so redeemed or may hold them as treasury shares and re-issue any such treasury shares as shares of any class or classes or cancel them
- 8 The lien conferred by Regulation 11 in Part I of Table A shall attach to fully paid as well as partly paid shares and shall also apply in respect of all monies immediately payable by the registered holder or his estate to the Company

ALLOTMENT

- 9 (a) Subject to the provisions of these Articles, the Company's shares shall be at the disposal of the Directors, provided that if and so long as any company is for the time being a holding company of the Company, being a company holding more than half in nominal value of the equity share capital (as defined in section 155(5) of the Act), or holding more than half of the shares in the Company carrying voting rights (a "Holding Company"), the prior consent in writing of such company has been obtained (such consent not being required when the shares are to be allotted to such Holding Company), they may allot, grant options over or 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
- (b) The directors are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the meaning of section 20 of the Companies (Amendment) Act 1983. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be 500,000,000 shares of Stg£1 each. The authority hereby conferred shall expire on the date which is five years after the date of incorporation of the Company
- (c) The Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement, notwithstanding that the authority hereby conferred has expired
- (d) Subsections (1), (7) and (8) of section 23 of the Companies (Amendment) Act 1983 shall not apply to any allotment by the directors of equity securities within the meaning of the said section 23

PURCHASE OF OWN SHARES

- 10 Subject to the provisions of the Companies Acts 1963 to 2013 and to any rights conferred on the holders of any class of shares, the Company may purchase all or any of its own shares of any class, including any redeemable shares, and may cancel any shares so purchased or may hold them as treasury shares and reissue any such treasury shares as shares of any class or

classes or cancel them. Neither the Company nor the directors shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Notwithstanding anything to the contrary contained in these Articles, the rights attached to any class of shares shall be deemed not to be varied by anything done by the Company pursuant to this Article.

TRANSFER OF SHARES

- 11 (a) All transfers of shares may be effected by transfer in writing in the usual or common form, or in such other form as the directors may accept.
- (b) The instrument of transfer of a share shall be signed by or on behalf of the transferor but need not (in cases other than partly paid shares) be executed on behalf of the transferee and need not be attested and Regulation 22 in Part I of Table A shall be modified accordingly. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.

SHAREHOLDERS' WRITTEN RESOLUTIONS

- 12 A resolution in writing (other than one in respect of which extended notice is required by the Act to be given) signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives).

GENERAL MEETINGS

- 13 Annual general meetings and extraordinary general meetings shall be held in the United Kingdom.
- 14 Notice in writing of a general meeting of the Company is to be taken as given to a person in any case in which notice of the meeting is sent by electronic means to such electronic address as may have been provided to the Company by that person.

PROCEEDINGS AT GENERAL MEETINGS

- 15 The following words shall be added to the end of Regulation 53 in Part I of Table A "and fixing the remuneration of the directors"
- 16 The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 55 in Part I of Table A.
- 17 It shall not be necessary to give any notice of an adjourned meeting and Regulation 58 in Part I of Table A shall be construed accordingly.
- 18 A poll may be demanded by any member present in person or by proxy and Regulation 59 in Part I of Table A shall be modified accordingly.

- 19 In Regulation 70 of Part I of Table A the words "not less than 48 hours before the time for holding" and "not less than 48 hours before the time appointed for" shall be deleted and there shall be substituted therefor in each case the words "before the commencement of"

PROXIES

- 20 The appointment of a proxy may, subject to the directors so approving such appointment in the case of any particular meeting, notwithstanding any other provisions of these Articles, be made by electronic means

- (a) in a form specified by the directors from time to time,
- (b) executed with such electronic signature as may be specified by the directors from time to time, and

sent to such address as may be notified by the directors for that purpose from time to time and provided that the directors shall not be obliged to so approve in any particular case

SINGLE-MEMBER COMPANY

- 21 If and for so long as the Company has only one member

- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member shall be a quorum,
- (b) a proxy for the sole member may vote on a show of hands,
- (c) the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member shall be chairman of any general meeting of the Company,
- (d) all other provisions of these Articles shall apply with any necessary modification (unless the provision expressly provides otherwise)

DIRECTORS

- 22 The number of directors shall not be less than two and unless and until otherwise determined by the Company in general meeting not more than ten. The first directors shall be the persons who are described as such in the statement to be delivered to the registrar in accordance with section 3(1)(a) of the Companies (Amendment) Act 1982. A majority of the directors (including, for the avoidance of doubt, any alternate director appointed pursuant to Article 34) shall be resident solely in the United Kingdom for the purposes of United Kingdom taxation

- 23 A director need not hold any shares of the Company to qualify him as a director

- 24 The office of director shall be vacated automatically

- (a) if he 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) if he in the opinion of his co-directors becomes incapable by reason of mental disorder of discharging his duties as director, or

- (c) if he ceases to be a director or is prohibited from being a director by reason of any order made (or deemed to have been made) under any provision of the Companies Acts 1963 to 2013, or
 - (d) if he is absent from meetings of the directors for six consecutive 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, or
 - (e) if he, not being a director holding any executive office for a fixed period, resigns his office by notice in writing to the Company, or
 - (f) if he is convicted of an indictable offence unless the directors otherwise determine, or
 - (g) if the Court makes a declaration in respect of him under section 150 of the Companies Act 1990, or
 - (h) if he ceases to be resident solely in the United Kingdom for United Kingdom tax purposes and this would result in less than half of the directors being a person resident solely in the United Kingdom for United Kingdom tax purposes
- 25 The directors shall not retire by rotation, and Regulation 97 of Part I of Table A shall be modified accordingly and the last sentence of Regulation 100 of Part I of Table A shall be deleted
- 26 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 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
- 27 Notwithstanding the provisions of section 182 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
- 28 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
- 29 The quorum necessary for the transaction of the business of directors may be fixed by the directors, and unless so fixed shall be two
- 30 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 who are solely resident in the United Kingdom

for United Kingdom tax purposes, 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 provided that the attorney undertakes to exercise such powers solely within the United Kingdom. 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 provided that no powers shall be delegated to any person unless that person is resident for United Kingdom tax purposes and that person undertakes to exercise those powers, solely in the United Kingdom.

- 31 The directors may delegate any of their powers to committees consisting of such member or members of the board as they think fit, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.
- 32 A resolution or other document in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors, and such resolution or other document or documents when duly signed may be delivered or transmitted (unless the directors shall otherwise determine either generally or in any specific case) by electronic means, facsimile transmission or some other similar means of transmitting the contents of documents. A resolution or other document signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 33 (a) For the purposes of these Articles, 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 these Articles as to meetings of the directors shall apply to such meetings, provided that
- (i) each of the directors taking part in such a meeting must be able hear, and speak to, each of the other directors taking part, and
 - (ii) at the commencement of such a meeting each director must acknowledge his presence and that he accepts that the proceedings will be deemed to be a meeting of the directors
- (b) A director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting.
- (c) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.

- (d) The provisions of this Article shall apply, *mutatis mutandis*, to meetings of committees of the directors

ALTERNATE DIRECTORS

- 34 (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 Article 21. 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) Any alternate director shall be entitled to notice of meetings of directors, to attend and vote as a director at any meeting at which his appointor is not present and to exercise all the functions of his appointor as a director (except in respect of the power to appoint an alternate). Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate (in addition to his own vote if he is also a director).
- (c) An alternate director shall while acting as such be deemed an officer of the Company and not the agent of his appointor. An alternate director shall not be entitled to receive from the Company any part of his appointor's remuneration.
- (d) An alternate director shall cease to be an alternate director if for any reason his appointment is revoked or his appointor ceases to be a director.

BORROWING POWERS

- 35 The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to mortgage or charge all or any of the property and rights of the Company both present and future including its goodwill and, subject to section 20 of the Companies (Amendment) Act 1983, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

EXECUTIVE OFFICE

- 36 The directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company, including the office of chairman or deputy chairman or managing or joint managing or deputy or assistant managing director, as the directors may decide, for such fixed term or without limitation as to period and on such terms as to remuneration and otherwise as they think fit, and a director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of director from any cause *ipso facto* and immediately cease to hold such executive office. The directors may entrust to and confer upon any director so appointed to executive office any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may

think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw or vary all or any of such powers

- 37 The directors may appoint any managers or agents for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may fix their remuneration, and may delegate to any manager or agent any of the powers, authorities and discretions vested in the directors, with power to sub-delegate, and any such appointment or delegation may be made upon such terms and subject to such conditions as the directors may think fit, and the directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby

SECRETARY

- 38 Anything by the Companies Acts 1963 to 2013 or these Articles required or authorised to be done by or to the secretary may be done by or to any assistant or acting secretary, or if there is no assistant or acting secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the directors

ACCOUNTS

- 39 Where the Company is obliged by the Acts or by these Articles to send a member (i) copies of the Company's accounts and of the directors' and auditors' reports or (ii) any other document, such copies or other document may be sent by electronic means to such electronic address as may have been provided to the Company by that person

NOTICES

- 40 (a) Subject to the Acts and except where otherwise expressly provided in these Articles, any notice, document or information to be given, served or delivered to the Company pursuant to these Articles shall be in writing in a paper copy or, subject to paragraph (b), in electronic form
- (b) Subject to the Acts and except where otherwise expressly provided in these Articles, a notice, document or information may be given, served or delivered to the Company in electronic form only if this is done in such form and manner as may have been specified by the directors from time to time for the giving, service or delivery of notices, documents or information in electronic form. The directors may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such notice, document or information given, served or delivered to it in electronic form
- 41 (a) Subject to the Acts and except where otherwise expressly provided in these Articles, any notice, communication, document or information to be given, served or delivered by the Company pursuant to these Articles shall be in writing in paper copy or electronic form
- (b) Subject to the Acts and except where otherwise expressly provided in these Articles, any notice, document or information to be given, served or delivered in pursuance of these Articles may be given to, served on or delivered to any member by the Company
- (i) by handing same to him or his authorised agent,
- (ii) by leaving the same at his registered address,

- (iii) by sending the same by the post or other delivery service in a pre-paid cover addressed to him at his registered address, or
 - (iv) by sending the notice, the document (other than a share certificate) or the information in electronic form to such electronic address as may from time to time be authorised by the member or by making it available on a website (provided the member receives, by any of the means at (i) to (iii) above or by electronic means to such electronic address as may from time to time be authorised by the member, notification complying with Article 42 of the fact that the notice, document or information has been placed on the website)
- (c) Where a notice, document or information is given, served or delivered pursuant to sub-paragraph (b)(i) or (ii), the giving, service or delivery thereof shall be deemed to have been effected at the time the same was handed to the member or his authorised agent, or left at his registered address (as the case may be)
 - (d) Where a notice, document or information is given, served or delivered pursuant to sub-paragraph (b)(iii), the giving, service or delivery thereof shall be deemed to have been effected at the expiration of twenty four hours after the cover containing it in paper copy form was posted or given to delivery agents (as the case may be) In proving such giving, service or delivery, it shall be sufficient to prove that such cover was properly addressed, pre-paid and posted or given to delivery agents
 - (e) Where a notice, document or information is given, served or delivered pursuant to sub-paragraph (b)(iv), the giving, service or delivery thereof shall be deemed to have been effected
 - (i) if sent in electronic form to an electronic address, at the expiration of twenty four hours after the time it was sent, or
 - (ii) if made available on a website, at the expiration of twenty four hours after the time when it was first made available on the website
 - (f) Where any member has furnished his or her electronic address to the Secretary and has not notified the Secretary in writing (including by electronic mail) that he no longer wishes to receive communications by electronic mail, then the delivery to him of any notice, document or information by electronic mail (whether contained in the body of the electronic mail message or as an attachment to it) shall be deemed good delivery on the terms set out in sub-paragraph (e) above
 - (g) If the Company receives a delivery failure notification following the sending of a notice, document or other information in electronic form to an electronic address in accordance with sub-paragraph (b)(iv), the Company shall give, serve or deliver the notice, document or information in paper copy or electronic form (but not by electronic means) to the member either personally or by post addressed to the member at his registered address or (as applicable) by leaving it at that address This shall not affect when the notice, document or information was deemed to be received in accordance with sub-paragraph (e)

42 Every person who, by operation of law, transfer or other means, shall become entitled to any share shall be bound by every notice or other document which, previous to his name and address being entered on the register in respect of such share, shall have been given to the person in whose name the share shall have been previously registered

43 Any notice or document sent by post to the registered address of any member shall notwithstanding that such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any shares, whether held solely or jointly with other persons by such member, until some other person or persons be registered in his stead as the holder or joint holders thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators, and all persons (if any) jointly interested with him or her in any such share

44 Notice of every general meeting and every separate general meeting of the holders of any class of shares in the capital of the Company shall be given in some manner hereinbefore authorised to

- (a) every member of the Company entitled to attend or vote thereat, and
- (b) every person entitled to receive dividends in respect of a share vested in him in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and
- (c) the auditor for the time being of the Company, and
- (d) every director for the time being of the Company

No other person shall be entitled to receive notice of general meetings. Every person entitled to receive notice of every such general meeting shall be entitled to attend thereat

45 The signature to any notice to be given by the Company may be written or printed

PUBLICATION ON WEBSITE

46 A notification to a member of the publication of a notice on a website pursuant to these Articles shall state

- (a) the fact of the publication of the notice on a website,
- (b) the address of that website and, where necessary, the place on that website where the notice may be accessed and how it may be accessed, and
- (c) in the case of a notice of a general meeting of members or class of members
 - (i) that it concerns a notice of a meeting served in accordance with the Articles or by order of a court, as the case may be,
 - (ii) the place, date and time of the meeting,
 - (iii) whether the meeting is to be an annual general meeting or an extraordinary general meeting, and
 - (iv) the address of any other website (if such is the case) where procedures as to voting are stated or facilitated

- 47 The notice shall be published on that website, in the case of a notice of meeting, throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting, and in any other case for a period of not less than one month from the giving of the notification
- 48 This Article shall be treated as being complied with, and, in the case of a meeting, nothing in Articles 42 and 43 above shall invalidate the proceedings of a meeting where
- (a) any notice that is required to be published as mentioned in Article 43 is published for a part, but not all, of the period mentioned in that Article, and
 - (b) the failure to publish that notice throughout that period is attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid, such as system, telecommunications or power outages

INDEMNITY

- 49 Every director, managing director, agent, auditor, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 391 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 200 of the Act

DIVIDENDS AND RESERVES

- 50 The directors may direct payment of any interim dividend wholly or partly by the distribution of specific assets of the Company and Regulation 117 of Part 1 of Table A shall be construed accordingly



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**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC032584

UK Establishment No. BR017659

The Registrar of Companies hereby certifies that

**GLAXOSMITHKLINE CONSUMER HEALTHCARE
INVESTMENTS (IRELAND) (NO 3) 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 **9th June 2015**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES