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THE COMPANIES ACTS 1862 TO 1900
THE COMPANIES ACT 1948

FIVE SHILLINGS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

T. & H. SMITH, LIMITED

I. The Name of the Company shall be "T. & H. SMITH, LIMITED."

II. The Registered Office of the Company will be situate in Scotland.

III. The objects for which the Company is established are :—

1. To acquire and take over as a going concern the business of T. & H. Smith & Company, Manufacturing Chemists and Druggists, Edinburgh, London, Glasgow, and elsewhere, with the whole properties and assets, heritable and moveable, real and personal, thereto belonging.

2. To carry on business as Manufacturing Chemists, Wholesale Druggists, Drug Grinders, Refiners, Importers, Exporters, Manufacturers of Pharmaceutical, Medicinal, and Chemical Preparations and Articles, and Growers of Medicinal Herbs, and as Makers of and Dealers in Proprietary Articles of all kinds, Medicinal Capsules, and of Chemical, Medical, Surgical, Electrical, Scientific, and Photographic Apparatus and Materials, and Merchants of and Dealers in Vegetable, Mineral, and Animal Substances.

3. To carry on all or any of the businesses of Wine and Spirit Merchants, and Importers and Distillers, Brewers, Hop Merchants, Malt Factors, Corn Merchants, Cappers, Bottlers, Bottle Makers, Dealers in Ærated and Mineral

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Waters and other Drinks, Licensed Victuallers, Hotel Keepers, Restaurant Keepers, Lodging-House Keepers, Ice Manufacturers and Merchants, Tobacconists, Farmers, Yeast Dealers, Grain Sellers and Driers, Tea and Coffee Merchants, Coffee Roasters, Bakers, Confectioners, and Printers, Newspaper Proprietors, Publishers Type Founders, Booksellers, Stationers and Advertising Agents, Warehousemen and Bonders, Dealers generally in all Manufactured Goods, Materials, Provisions, and Produce.

4. To adopt, carry out, and implement, with or without alteration or modification, the Minute of Agreement between Henry Ewing Smith, residing in Uddingston, and Thomas Connell Smith, residing at Murrayfield, Edinburgh, sole partners of the firm of T. & H. Smith & Company, Manufacturing Chemists and Druggists, in Edinburgh, London, Glasgow, and elsewhere, as such partners and as individuals of the first part, and Alfred James Billinghurst, Cashier, 22 City Road, London, for and on behalf of T. & H. Smith, Limited, of the second part, dated 2nd and 3rd February 1904, and to carry on all branch or subsidiary businesses, either wholesale or retail, which may from time to time seem capable of being conveniently carried on in connection with any such business as aforesaid, or otherwise calculated, directly or indirectly, to render any of the Company's property or rights profitable, and to manufacture, repair, buy, sell, and deal in all kinds of plant, machinery, apparatus, fixtures, fittings, and druggist sundries for use in any of the businesses aforesaid, or for use in advertising any of the said businesses.

5. To make advances upon, hold in trust, subscribe, buy, or otherwise acquire and sell or dispose of any stock, shares, or securities of any company, or intended company, which may be, or be likely to become, a customer of the Company, or which may supply, or be likely to supply, any substance or articles purchased or dealt in by the Company.

6. To apply for, purchase, or otherwise acquire, prolong, protect and renew, whether in the United Kingdom or elsewhere, any patents, trade marks, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company; and to use, exercise, develop, grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired, and to expend money in experimenting upon and testing, and in improving or seeking to improve, any patents, inventions, or rights which the Company may acquire or propose to acquire.

7. To purchase, take on lease or in exchange, hire, or otherwise acquire, develop, manage, and improve, any lands, hereditaments, property or premises, whether freehold, leasehold, or of any other tenure, and any buildings, easements, rights and privileges, and real or personal property of any kind whatsoever, necessary or convenient for developing or utilising any of the Company's property.

8. To erect or construct any warehouses, workshops, factories, buildings, premises, plant, machinery, fixtures or other works which may be necessary or advisable for the purposes of the Company.

9. To enter into any arrangements with any governments or authorities, supreme, municipal, local, or otherwise, and to obtain from any such government or authority all rights, concessions, and privileges that may seem conducive to the Company's objects, or any of them,

10. To obtain any Provisional Order or Act of Parliament 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, and to apply at the cost of the Company to Parliament for any extension of the Company's powers,

11. To act solely or jointly as Director or Manager of any Associated Companies.

12. To purchase, or otherwise acquire or undertake, all or any part of the business, property, and liabilities of any local authority, person, or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

13. To pay for any property or rights acquired by the Company, either in cash or shares, with or without any right to subscribe for additional shares, or by means of any securities which the Company has power to create or issue, or partly in one mode and partly in another or others.

14. To make, accept, indorse, and execute promissory notes, bills of exchange, and other negotiable instruments.

15. To borrow or raise money for the purposes of the Company's business, and to secure the same in such manner as may be thought fit, and, in particular, but without limiting the generality of the foregoing power, by the issue at or under par, or at a premium, of debentures or debenture stock, perpetual or otherwise, and with or without a trust deed, charged upon all or any of the Company's property, assets, and undertaking, present and future, including uncalled capital.

16. To issue any shares or securities which the Company has power to issue, by way of security and indemnity to any person whom the Company has agreed or is bound to indemnify, or in satisfaction of any liability.

17. To invest and deal with the moneys of the Company, not immediately required, upon such securities and in such manner as may from time to time be determined.

18. To receive money on deposit, and to lend money to such persons and on such terms and conditions as may seem expedient, and, in particular, to customers of, and persons having dealings with, the Company, and to guarantee the performance of contract by members of, or persons having dealings with, the Company, and, generally, to carry on or transact any financial business whatsoever.

19. To grant pensions, allowances or gratuities to any persons who may be or have been employees, servants, or officers

(including Directors) of the Company or any Associated or Subsidiary Company or to the wives, widows, children and dependants of any such persons, and to procure the establishment and maintenance of, and contribute to any superannuation or pension funds or pension, life insurance or other schemes (either contributory or non-contributory) for the benefit of the aforesaid persons or any of them or their wives, widows, children and dependants, and also to give or make donations, subscriptions or other payments to or for any person or persons, public, trade, charitable, educational, benevolent or other institutions or objects.

20. To sell, exchange, let on rent, royalty, share of profits, or otherwise, surrender, grant licences, easements, and other rights of and over, and in any other manner deal with or dispose of the undertaking, and all or any of the property, assets, and effects for the time being of the Company, for such consideration as the Company may think fit, and, in particular, for any shares, debentures, or other obligations of any other company.

21. To enter into partnership or any joint purse arrangement, or any arrangement for sharing profits, union of interests, or co-operation with any company, firm, or person in the United Kingdom or elsewhere carrying or proposing to carry on any business within the objects of this Company, or in respect of any one or more transactions.

22. To promote or form, or assist in the promotion or formation, of any other company or companies in the United Kingdom or elsewhere, either for the purpose of acquiring, working, or otherwise dealing with all or any of the property, rights, and liabilities of this Company, or any property in which this Company is interested, or for any other purpose, with power to assist such companies or company by paying or contributing towards the preliminary expenses, or providing the whole or part of the capital thereof, or by taking or subscribing for shares (preferred, ordinary, or deferred) therein, or by lending money thereto upon debentures or otherwise; and further, to pay out of the funds of the Company all expenses of

and incident to the formation, registration, advertising, and establishment of this or any other company, and also all expenses attending the issue of any circular or notice, or the printing, stamping, and circulating of proxies or forms to be filled up by the shareholders of this, or connected with this, or any other company.

23. To amalgamate with any other company whose object or business is, or includes objects, or is similar to any object or objects or the business or any part of the business of this Company, whether by sale or purchase (for shares or otherwise), of the undertaking, and the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for shares or otherwise) of all the shares or stock, debentures or securities of this or such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.

24. To pay commission to any person, firm, or company, in consideration of his or their subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in this Company or any other company in which this Company may be, or may be about to be, interested, or in consideration of his or their procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in this Company or in any such company as aforesaid.

25. To distribute among the members in specie by way of dividend or bonus, or upon a return of capital, any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

26. To hold in the names of others any property which the Company is authorised to acquire and to carry on, or do any of the businesses, acts, and things aforesaid in any part of the world, and either as principals, agents, or trustees, or by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

27. To do all such other things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and so that the objects comprised in each paragraph of this clause shall be deemed independent and main object of the Company, except as in such paragraph otherwise expressed.

IV. The liability of the members is limited.

V. The capital of the Company is £130,000, divided into 13,000 5 per cent cumulative preference shares of £5 each, and 13,000 ordinary shares of £5 each. Such preference shares shall confer the right to a fixed cumulative preferential dividend at the rate of 5 per cent per annum on the capital paid up thereon, and shall rank, both as regards dividend and the repayment of capital, in priority to the ordinary shares, but shall not confer the right to any further participation in profits or assets.

Any of the shares of the Company for the time being unissued, and any new shares from time to time to be created, may from time to time be issued with any guarantee or any right of preference, whether in respect of dividend or of repayment of capital or both, or any other special privilege or advantage over or ranking *pari passu* with, any shares previously issued or then about to be issued, or at a premium or with deferred rights as compared with any shares previously issued or then about to be issued, or subject to any conditions or provisions, and with any special right or without any right of voting, but so that the rights and privileges attached to the preference shares in the original capital of the Company shall not be prejudiced except by an extraordinary resolution passed at a special meeting of the holders of the preference shares.

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

No.	Names, Addresses, and Descriptions of Subscribers.	Number of Preference Shares taken by each Subscriber.
1	H. EWING SMITH, F.C.S., Chemist, 37 Washington Street, Glasgow	Twenty Shares.
2	T. CONNELL SMITH, Chemist, Blandfield Chemical Works, Edinburgh	Twenty Shares.
3	JAMES SMILES, Chemist, Blandfield Chemical Works, Edinburgh	Twenty Shares.
4	DONALD MACKENZIE, Chemist, 22 City Road, London, E.C.	Twenty Shares.
5	ALEXANDER J. DEY, Chemist, 21 Duke Street, Edinburgh	Twenty Shares.
6	ROB. A. WRIGHT, Manufacturing Chemist, 37 Washington Street, Glasgow	Twenty Shares.
7	JAMES MACDONALD, Solicitor, 104 West George Street, Glasgow	Twenty Shares.

Dated the Eighth day of February Nineteen hundred and four.

Witness to the Signatures of the above H. Ewing Smith, T. Connell Smith, James Smiles, Donald Mackenzie, Alexander J. Dey, Rob. A. Wright, and James Macdonald—

W. BLACKLEY MAXWELL, Solicitor,
104 West George Street, Glasgow.

Note.—The Memorandum of Association, as herein printed, embodies the alterations on the Memorandum of Association, as signed by the subscribers and filed on the Incorporation of the Company, made by Special Resolution passed on 26th October 1951.

Certified a true copy of the Memorandum of Association as amended by Special Resolution passed on 26th October 1951
W. Hiddleston
Secretary

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