

DUPLICATE FOR THE FILE.]

No. 47906



Certificate of Incorporation.

I hereby Certify, That

"The P. H. Wright Dental Manufacturing Company, Limited"

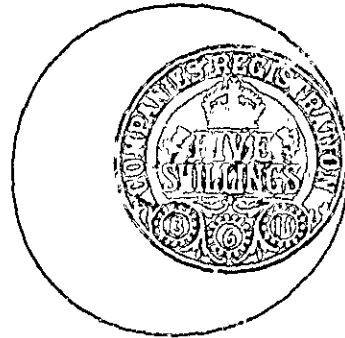
is this day incorporated under the Companies (Consolidation) Act, 1906, and that this Company is Limited.

GIVEN under my hand at Edinburgh, this Fifth day of June,

One Thousand Nine Hundred and Eleven.

R. Macleod
for Registrar of Joint-Stock Companies.

"THE COMPANIES (CONSOLIDATION) ACT, 1908."



A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act, 1908, made pursuant to S. 17 (2) of the said Act

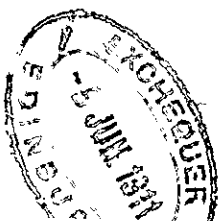
(8 Edw. 7, c. 69), on behalf of a Company proposed to be registered as the

*J. H. Wright Dental Manufacturing—
Company Limited*

Presented for Filing

by *Gardiner & Maule*

S. S. G.



11 York Buildings Edinburgh

Robert William Gardner S.S.
of 11 York Buildings Edinburgh

may Here insert:-
"A solicitor of the
High Court engaged
in the formation,"
or
"A person named in
the Articles of
Association as a Director
or Secretary."

Do solemnly and sincerely declare that I am ^{an} a Solicitor before
the Supreme Court of Scotland engaged in
the formation

of the F. H. Wright Dental Manufacturing
Company Limited

Limited, and That all the requirements of the Companies (Consolidation)
Act, 1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Edinburgh

the Second day of June
one thousand nine hundred and eleven before
me,

A. J. Johnson S.S.
A Commissioner for Oaths.

No. 41.

R. W. Gardner

For the County of
City of Edinburgh

NOTE.—This margin is reserved for binding, and must not be written across.



The Companies (Consolidation) Act, 1908.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

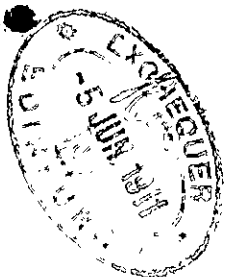
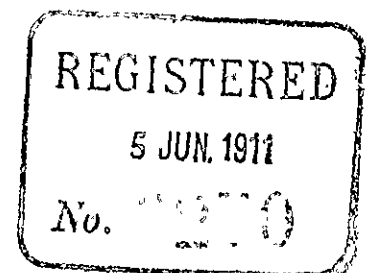
**The F. H. Wright Dental Manufacturing
Company, Limited.**

I. The name of the Company is "THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY, LIMITED."

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

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

- (a) To acquire as from the twenty-ninth day of May 1911, and take over as a going concern and carry on the business of Dental Instrument and Appliance Manufacturer and Dental Depot carried on by Frank Halley Wright, formerly at 8 Bank Street, Dundee, and now at 6 Victoria Road, Dundee, in the County of Forfar, under the style or firm of "Frank H. Wright," together with the whole of the real and personal property and assets of the proprietor of that business used in connection therewith or belonging thereto, and the whole stock-in-trade, raw material, tools, machinery, and manufactures in the said premises as at the



foresaid date of taking over the business, together with the whole books, office furniture, fittings, show cases, patterns, recipes and rights of manufacture and sale belonging to the said Frank Halley Wright and used by him in connection with said business.

- (b) To carry on as a Joint-Stock Company, Limited, the business before referred to as the same has heretofore been carried on by the said Frank Halley Wright, and such other businesses and processes in connection with the above-mentioned business as are customarily or usually carried on in connection therewith, or as are naturally incident thereto.
- (c) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the business or businesses of Manufacturers of and Dealers in Dental Instruments, Tools and Materials, Teeth, Plates, Vulcanisers, Lathes, Workshop Appliances, Chairs, Engines, Surgery Equipment, Anatomical, Surgical, Dental and Medical Appliances of all kinds, and the business or businesses of Chemists, Druggists, Chemical Manufacturers and Dealers, Drysalters, Importers and Manufacturers of and Dealers in Pharmaceutical and Medicinal Preparations, Proprietary Articles and Drugs of all kinds, and also the business or businesses of General Engineering and Machine Makers, Moulders and Metal Founders.
- (d) To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (e) To feu, purchase, take on lease, or by any other means acquire any heritable, moveable, freehold,

leasehold, or other property or estate or interest whatever, and any rights, privileges, or servitudes over or in respect of any property, and any buildings, factories, mills, works, machinery, engines, plant, live and dead stock, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

- (f) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, machinery, engines, walls, fences, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (g) To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, 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.
- (h) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on, or proposing to carry on, any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or

company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with, any Shares, Debentures, Debenture Stock, or securities so received.

- (z) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, feu, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (j) To adopt such means of making known the manufactures, goods and products of the Company as may seem expedient, and in particular, by advertising same in the public prints, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (k) 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.
- (l) To lend and advance money, with or without security, or give credit to such persons and on such terms as may seem expedient, and in particular, to customers and others having dealings with the Company, and to give guarantees or become security for any such persons.
- (m) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by bond of cash credit, bond and disposition in security, mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a

similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (n) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (o) To refer any claim or demand by or against the Company to arbitration, and to observe and perform the awards.
- (p) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in, or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (q) To act as agents or brokers, and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others, and to open and carry on branch shops, works, depots, or agencies for promoting the business of the Company.
- (r) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (s) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

- (t) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (u) To procure the Company to be registered or recognised in any Colony or Dependency and in any foreign country or place.
- (v) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (w) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portion, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (x) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the Members is limited.

V. The Share Capital of the Company is £5000, divided into 2000 Preference Shares of £1 each, bearing a Dividend at the rate of 5 per centum per annum, and 3000 Ordinary Shares of £1 each. The Company has power from time to time to increase or reduce its Capital, and to issue any Shares in the original or increased Capital with preferred, deferred, or other special rights, or under such restrictions, whether in regard to Dividend, voting, return of Capital, or otherwise, as the Company may from time to time by Special Resolution determine: Provided always that if and whenever the Capital of the Company is divided into Shares of different classes the rights and privileges of any such class (unless otherwise provided by the terms of issue of the Shares of such class) may be varied with the consent in writing of the holders of three-fourths of the issued Shares of such class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of that class. At every such separate General Meeting the quorum shall be two persons at least, holding or representing by proxy one-third of the issued Shares of such class.

We, the several persons whose Names, Addresses, and Descriptions are subscribed, 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.

| NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS. | Number of Shares taken by each Subscriber. |
|---|--|
| <i>Frank H. Wright, Victoria Dundee Dental Instruments Manufacturers.</i> | One ordinary share |
| <i>Miss J. Barrer / Morgan Grover Pharmacy 135 Nethergate Dundee. Member of the Pharmaceutical Society.</i> | One ordinary share |

Dated the *thirtieth* day of *May*, 1911.

Witness to the above Signatures—

William Russell

*3 Graham Place, Dundee
Dental Engineer.*



The Companies (Consolidation) Act, 1908.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

The F. H. Wright Dental Manufacturing Company, Limited.

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies (Consolidation) Act, 1908 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 2, 5, 29, 35 to 40, 46, 60, 68, 70, 73, 76, 77, 88, 98, 111, and 114 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The first business of the Company shall be to acquire the business and undertaking of Frank H. Wright. No Promoter or Director shall be liable to account to the Company for any profit or benefit derived by him by reason of any Promoters or Directors of the Company being Vendors to the Company or otherwise interested, or by reason of the purchase consideration having been fixed by the Vendors without any independent valuation having been made, or of the Board of

REGISTERED

5 JUN. 1911

No. 12345

Directors not being in the circumstances an independent Board.

3. It shall be lawful for the Company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company to any amount not exceeding One Shilling per Share.

4. The Company shall not offer any of its Shares or Debentures to the public for subscription.

5. The number of the Members of the Company (exclusive of persons who are in the employment of the Company) shall not at any time exceed fifty.

6. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

CALLS ON SHARES.

7. A Call may be made payable by instalments.

8. No Call upon any Share shall be made payable within one month after the date when the last instalment of the last preceding Call shall have been payable; and Clause 12 of Table A shall be modified accordingly.

9. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

10. If by the terms of any prospectus, or by the conditions of allotment, any amount is payable in respect of any Shares by instalments at any fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors and of which due notice had been given.

FORFEITURE OF SHARES AND LIEN.

11. When any Shares shall have been forfeited, an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been disposed of an entry shall also be made of the manner and date of the disposal thereof.

12. The lien conferred by Clause 9 of Table A shall attach to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

13. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons entitled to such Shares, that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a Certificate of Title to the Shares, and shall not be bound to see to the application of the purchase money. The remedy (if any) of the former holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

TRANSFER OF SHARES.

14. The Directors may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of Shares; and Clause 20 of Table A shall be modified accordingly.

BORROWING POWERS.

15. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by Bond and Disposition in Security, mortgage or charge upon the whole or any part of the assets

and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the subscribed Share Capital of the Company, which for this purpose shall include any Shares issued as fully or partly paid up.

16. The Register of Mortgages shall be open to the inspection of any creditor or Member of the Company without payment, and of any other person on payment of the sum of One Shilling for each inspection.

17. A Register of the holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the registered holders of such Debentures and the holders of Shares in the Company, subject to such restrictions as the Company in General Meeting may impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

18. The Annual General Meeting of the Company shall be held in the month of June or July in each year at such time and place as the Directors shall appoint. In default of a General Meeting being so held, a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which Meetings are to be convened by the Directors.

VOTES OF MEMBERS.

19. A poll shall be taken whenever demanded by two Members together holding or representing by proxy not less than one-tenth of the Ordinary Share Capital of the

and property of the Company (present or future), including its uncalled or unissued Capital, and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the subscribed Share Capital of the Company, which for this purpose shall include any Shares issued as fully or partly paid up.

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VOTES OF MEMBERS.

19. A poll shall be taken whenever demanded by two Members together holding or representing by proxy not less than one-tenth of the Ordinary Share Capital of the

Company for the time being issued; and Clause 56 of Table A shall be read as if this power to demand a poll were substituted for the powers therein contained.

20. On a show of hands every Member present in person who is the holder of Ordinary Shares shall have one vote. On a poll every Member shall have one vote for each Ordinary Share of which he is the holder.

DIRECTORS.

21. The number of Directors shall not be less than two or more than five. A Resolution signed by all the Directors shall have the same effect as a Resolution of the Board.

22. The following persons shall be the first Directors of the Company, and they shall hold such office until the first Annual Meeting in 1912, when they shall retire but shall be eligible for re-election (or until they become disqualified from any of the causes specified in Article 27 hereof):—
Frank Halley Wright, Dental Instrument Manufacturer, formerly of 8 Bank Street, Dundee, and now of 6 Victoria Road, Dundee, and Alexander Young Barrie, M.P.S., Morgan Tower Pharmacy, 135 Nethergate, Dundee. The said Frank Halley Wright shall be first Managing Director.

23. There shall be added to Clause 85 of Table A the words: "Provided always that the total number of Directors shall not at any time exceed the maximum hereinbefore mentioned."

24. The qualification of every Director shall be the holding, in his own right and as sole holder, of Ordinary Shares of the Company to the nominal value of not less than Fifty Pounds. A first Director may act before acquiring his qualification, but shall in any case acquire his qualification within one month of being appointed a Director; and if such qualification shall not have been otherwise acquired within the time aforesaid he shall be deemed to have agreed with the Company to take from the Company so many Shares as shall be necessary to make up with the Shares or Stock (if any) which he then holds the amount of his

said qualification, and his name shall be entered in the Register of Members accordingly.

25. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

26. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director, and of the Secretary or such other person as the Directors may appoint for the purpose, and such Director and Secretary, or other person as aforesaid, shall sign every instrument to which the seal of the Company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS.

27. The office of a Director shall be vacated—

- (a) If he hold any other office or place of profit under the Company except that of Managing Director, Secretary, or Solicitor.
- (b) If he become bankrupt or insolvent or compound with his creditors.
- (c) If he become of unsound mind or be found a lunatic.
- (d) If he be convicted of an indictable offence.
- (e) If he cease to hold the necessary qualification in Shares, or do not obtain the same within one month from the date of his appointment.
- (f) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (g) If he give the Directors one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of

such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

28. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest.

MANAGING DIRECTOR.

29. The Directors may from time to time entrust to and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

SECRETARY.

30. Frank Halley Wright shall be the first Secretary of the Company, notwithstanding the fact that he is also the Managing Director.

DIVIDENDS.

31. The net profits of the Company shall be applied as follows:—First, in paying to the holders of Preference Shares a Preferential Dividend at the rate of five per centum per annum on the amount paid up or credited as paid up for the

time being on the said Shares respectively ; and secondly, the balance (if any) shall be distributed by way of Dividend among all the holders of Ordinary Shares in proportion to the amount paid up or credited as paid up for the time being on their Shares respectively.

NOTICES.

32. Where a notice is sent by post, it shall be deemed to have been served at the expiration of twenty-four hours after it was posted ; and Clause 110 of Table A shall be modified accordingly.

33. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

34. With the sanction of an Extraordinary Resolution of the Ordinary Shareholders, any part of the assets of the Company, including any shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

35. The assets of the Company available for distribution among the Members shall be applied—First, in repaying to the holders of Preference Shares the amounts paid up or credited as paid up on such Preference Shares respectively ; and secondly, the balance (if any) shall be distributed among all the holders of Ordinary Shares in the Company in proportion to the number of Shares held by them respectively, or otherwise as the holders of Ordinary Shares in General Meeting may determine.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Frank W. Wright 6 Victoria Road Dundee
Dental Instrument Manufacturer

Miss J. Barrick Morgan Jones Pharmacy
135 Kellergate Dundee Member of the
Pharmaceutical Society

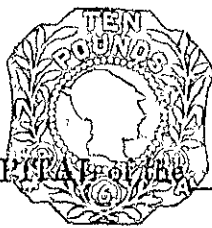
Dated the *thirtieth* day of *May* 19 *11*.

Witness to the above Signatures--

William Russell

3 Graham Place, Dundee.
Dental Engineer

NOTE.—This margin is reserved for binding, and must not be written across.



THE NOMINAL CAPITAL OF THE

F. H. Wright Dental Manu.

facturing Company, Limited,

is £ 5000, divided into 2000 Preference shares of £1 each and 3000

Ordinary Shares of 1/6

each.

Signature W. G. Gardiner

of
Gardiner & Macfie

Description S.S.B.

"York Buildings & Co."

Date 2nd June 1911

REGISTERED

5 JUN. 1911

No. 2272

The F. H. Wright Dental Manufacturing
COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55 Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act, 1890). (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

Presented for registration by

Gardiner & Quasie.

S. S. C.

S. S. C.
11 York Buildings, Edinburgh

Special Resolution

* (Pursuant to Section 69)

OF THE

W. H. Wright Dental Manufacturing

COMPANY LIMITED.

Passed 6th October 1916, Confirmed 24th October 1916

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at the said Company's Registered Office,
No. 6 Victoria Road, Dundee,

in the County of *Forfar*.on the *Sixth* day of *October* 1916

the following Special Resolution was duly passed, and at
a subsequent Extraordinary General Meeting of the Members of the
said Company, also duly convened and held at the same place on
the *Twenty fourth* day of *October* 1916,
the following Special Resolution was duly confirmed

That the Articles of Association be altered in manner following,
viz.:—

- (1) That there be added to Clause 18 at the end thereof the following words, viz.:—"The Holders of Preference Shares shall for the future be entitled to vote at all Meetings of Members of the Company along with the Holders of Ordinary Shares, but that only in either of the contingencies following, viz.:—(a) in the event of the value of the Free Assets of the Company as disclosed in any Annual Balance Sheet of the Company being reduced to a smaller sum than the Nominal or Par Value of the total Preference Shares issued as at the date of such Balance Sheet and (b) in the event of there being submitted to any Meeting of the Company a proposal or motion that the First Managing Director of the Company, FRANK HALLEY WRIGHT, who is also an Ordinary Director, shall cease to be or act as a Director or to be or act as Managing Director, neither of such"

8218

Signature of *Frank H. Wright*
Officer *Managing Director*

To be authenticated by the
written signature
of an Officer of
the Company.

*(NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting by a majority of not less than three-fourths of such Members of the Company entitled to vote, as are present in person or by proxy, and must be confirmed by a majority of such Members entitled to vote, as are present in person or by proxy at a subsequent Meeting held at an Interval of not less than Fourteen Days nor more than one month from the day on which the Resolution was passed. Mr. Justice Chitty decided in the case of the *R. & L. Steamer Supply Company Limited* (L.R. 29 Ch. Div. 204), that the Interval of not less than 14 days required to elapse between the passing and confirmatory meetings must be reckoned exclusively of the days of the holding of the two meetings; and that the interval between the 25th Feb., 1885, and the 11th March, 1885, did not satisfy the requirements of s. 51 of the Companies Act, 1862, which was then in force. This decision still holds good.)

"proposals or motions shall be considered or disposed of
"unless and until intimation thereof shall have been made
"to the Preference Shareholders, and such Shareholders
"shall have been called to the meeting for disposal
"thereof and any adjournment thereof."

(2) That there be added to Clause 19 immediately after the words "being issued" the following words, viz.:—" (or at Meetings at which Holders of Preference Share Capital are entitled to vote) whenever demanded by two Members holding or representing by proxy not less than one-tenth of the Ordinary or one-tenth of the Preference Share Capital of the Company for the time being issued."

(3) That there be added to Clause 20 at the end thereof the following words, viz.:—" At Meetings at which Holders of Preference Share Capital are entitled to vote, every Member present in person who is the Holder of Preference Shares or who represents by proxy the Holder of Preference Shares shall on a show of hands have one vote and on a Poll every such Member shall have one vote for every five Preference Shares of which he is the Holder or of which he represents by proxy the Holder."

(4) That there be added to Clause 31 to read after the word "Company" the words "for each year available for dividend."

Frank St. Wright
Managing Director

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No. 7906

7906

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Special Resolution
OF
**THE F. H. WRIGHT DENTAL
MANUFACTURING COMPANY LTD.**

*(Incorporated under The Companies (Consolidation)
Act 1908)*

PASSED 4TH JUNE, 1949

At an Extraordinary General Meeting of THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED, incorporated under The Companies (Consolidation) Act 1908 duly convened and held within the Registered Office of the Company, 31 Albert Square, Dundee, on Saturday the 4th day of June, 1949, the following Special Resolution was duly passed:—

That the Articles contained in the print docketed by the Chairman of this Meeting as relative to this Resolution are hereby approved and adopted as the Regulations of the Company to the exclusion of all existing Articles or Regulations.

James D. H. Wilson
Chairman

JOHN OSWALD & SON.
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.

2277

Articles of Association

OF

**THE F. H. WRIGHT DENTAL
MANUFACTURING COMPANY LTD.**

.....

**ROLLO, STEVEN & BOND,
SOLICITORS,
97 SEAGATE, DUNDEE.**

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution
OF
**THE F. H. WRIGHT DENTAL
MANUFACTURING COMPANY LTD.**

*(Incorporated under The Companies (Consolidation)
Act 1908)*

PASSED 4TH JUNE, 1949

At an Extraordinary General Meeting of THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED, incorporated under The Companies (Consolidation) Act 1908 duly convened and held within the Registered Office of the Company, 31 Albert Square, Dundee, on Saturday the 4th day of June, 1949, the following Special Resolution was duly passed:—

That the Articles contained in the print docketed by the Chairman of this Meeting as relative to this Resolution are hereby approved and adopted as the Regulations of the Company to the exclusion of all existing Articles or Regulations.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution
OF
**THE F. H. WRIGHT DENTAL
MANUFACTURING COMPANY LTD.**

*(Incorporated under The Companies (Consolidation)
Act 1908)*

PASSED 4TH JUNE, 1949

At an Extraordinary General Meeting of THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED, incorporated under The Companies (Consolidation) Act 1908 duly convened and held within the Registered Office of the Company, 31 Albert Square, Dundee, on Saturday the 4th day of June, 1949, the following Extraordinary Resolution was duly passed :—

That the Holders of Preference Shares for all right and interest competent to them consent to the passing and carrying into effect of the Special Resolution to be submitted to the Extraordinary General Meeting of the Company (by which new Articles of Association are proposed to be adopted) to be held to-day at Eleven o'clock forenoon, as the said Special Resolution is set forth in the notice convening that meeting a copy of which has been submitted to this meeting.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

(Adopted by Special Resolution passed on 4th June, 1949)

OF

**THE F. H. WRIGHT DENTAL
MANUFACTURING COMPANY LTD.**

CONSTITUTION.

1. The Regulations contained in Table A of the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company but the Regulations contained in Part I. of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), with the exception of Clauses 24, 29, 30, 53, 58, 62, 75, 77, 79, 84 (2), 107, 128, 129 and 135 subject to the provisions of the following additional Articles shall apply to the Company.

2. The Company is a private Company and accordingly:—

- (a) The number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty; provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member.
- (b) No invitation shall be issued to the public to subscribe for any shares or debentures of the Company.
- (c) The right to transfer the shares of the Company is restricted in manner provided in these Articles.

INTERPRETATION.

3. In the construction of these presents the following words and expressions shall have the several meanings hereby assigned to them, so far as such meanings are not inconsistent with the context or subject-matter, viz.:—

"The Company" means "THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED."

"The Statutes" means and includes "The Companies Act, 1948," and every other Act for the time being in force concerning Joint Stock Companies and affecting the Company.

"The Act" means "The Companies Act, 1948."

"The Directors" means the whole number of the Directors of the Company for the time being, or a quorum of them duly called and assembled in accordance with these Articles.

Words importing persons include partnerships, companies and Corporations.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number also include the plural number and vice versa.

OFFICE.

4. The Registered Office of the Company shall be in Dundee or at such other place in Scotland as the Directors may from time to time appoint.

SHARES.

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and subject always to Article 2 hereof, generally on such terms and conditions as they think proper, provided nevertheless that no shares shall be issued at a discount except as provided by Section 57 of the Act.

6. The lien conferred by Clause 11 of Table A shall also attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

7. In Clause 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share, or be payable at less than one month from the date fixed for payment of the last preceding call" shall not apply.

TRANSFER OF SHARES.

8. Any share may be transferred by a member or other person entitled to transfer to any member selected by the transferor, but no share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one whom it is desirable to admit to membership, is willing to purchase the same at the fair value.

9. Except where the transfer is made pursuant to Article 8 hereof, the person proposing to transfer any share (hereinafter called the proposing transferor) shall give notice in writing (hereinafter called the transfer notice) to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the price and shall constitute the Company his agent for the sale of the shares to

any member of the Company or person selected as aforesaid at the price so fixed or at the option of the purchaser at the fair value to be fixed in accordance with Article 17. The transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

10. If the Company shall within 28 days after being served with such notice find a member or person selected as aforesaid willing to purchase such shares (hereinafter called the purchasing member) and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the shares to the purchasing member.

11. In case any difference arises as to the fair value of a share the Auditor for the time being of the Company shall, on the application of either party, certify in writing the sum which, in his opinion, is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an Arbitrator.

12. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the share, the Company may cause a transfer or transfers to be executed on behalf of the offeror and receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceeding shall not be questioned by any person.

13. If the Company shall not within the space of 28 days after being served with the transfer notice find a member or person selected as aforesaid willing to purchase the share and give notice in manner aforesaid the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Article 16 hereof, to sell and transfer the shares (or those not placed) to any person and at any price.

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

15. When it is proposed to transfer or allot shares to an employee of the Company the Directors may, if they think fit, determine that the transfer or allotment shall only be passed or made on the condition that the transferee or allottee, at any time after he ceases to be in the employment of the Company, whether by death or any other cause, shall, upon the resolution aftermentioned of the Directors, be deemed to have served the Company with a notice to the effect that he desires to transfer all his shares in the Company. Where any holder of any share held subject to such a condition ceases to be employed by the Company, the Directors may at any time afterwards

resolve that such Member do retire, and thereupon he shall be deemed to have served the Company with a transfer notice in the terms aforesaid applicable to the whole of his shares, and the price of his shares shall be par or a valuation fixed in terms of Article 17 being at the entire discretion of the Directors. Notice of the passing of any such Resolution shall be given to the member affected thereby in writing (with a copy of this Article subjoined), and such Member shall thereupon in exchange for payment of the purchase price fixed as aforesaid be bound to transfer his shares to a Director or any person(s) nominated by the Directors. A Director may be the nominee. If such Member makes default in transferring his shares the Directors may cause a transfer to be executed on his behalf and the Company may receive the purchase money and shall thereupon cause the name of the purchaser(s) to be entered in the Register as holder(s) of the shares and shall hold the purchase money for such Member, and said money shall not bear any interest. The receipt of the Company for the purchase money shall be a good discharge to the purchaser(s) and after his (their) name(s) has (have) been entered in the Register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

16. Any shares to be transferred by members shall be at a price fixed by the Auditors of the Company for the time being or at a price fixed by the transferor and approved of by the Directors.

PROCEEDINGS AT GENERAL MEETING.

17. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notice of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

19. On a show of hands every member holding Ordinary Shares present in person shall have one vote and on a poll every such member shall have one vote for each ordinary share of which he is the holder. The Preference Shares shall not entitle the holders thereof to receive notices of or to attend and vote at General Meetings of the Company unless the Annual Balance Sheet shows the free assets of the Company to be less than the total amount paid up on the issued Preference Shares as at the date of the said Balance Sheet in which case the holders of the Preference Shares shall have the same rights to receive notices of and to attend and vote either in person or by proxy at any such meeting, as the holders of Ordinary Shares except that on a Poll every such member or his proxy shall have one vote for every five Preference Shares of which he is the Holder or of which he represents by proxy the holder.

20. Clause 34 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

DIRECTORS.

21. Unless and until the Company in General Meeting shall otherwise determine in terms of Clause 94 of Table A, the number of Directors shall not be more than five, but there may be a sole Director.

22. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

23. The qualification of a Director shall be the holding of at least one share of the Company.

24. Any person may be appointed or re-appointed a Director of the Company notwithstanding that at the time of his appointment or re-appointment he shall have attained the age of seventy, and no Director of the Company shall vacate his office by reason of his having attained the age of seventy or any other age, and Clause 88 of Table A shall be held to be modified accordingly.

25. For the purpose of Clause 84 (1) of Table A, a general notice given to the Directors of the Company by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that Company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made. No Director shall be disqualified from voting as a Director in respect of any such contract or arrangement or any matter arising thereout.

BORROWING POWERS.

26. The Directors, without prejudice to their general powers, may in the name and on behalf of the Company and from time to time at their discretion borrow from themselves or from others any sum or sums of money for the purposes of the Company, without limit as to amount, and that upon such terms and in such manner as they think fit.

CAPITALISATION OF PROFITS.

27. The Company in General Meeting may at any time and from time to time, upon the recommendation of the Directors, pass a resolution that any sum not required for the payment of or provision of any fixed preferential dividend, and (a) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any Shares, Debentures, or Debenture Stock of the Company, or (b) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to, and amongst the Ordinary Shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the Ordinary Shares, and in such manner as the resolution may direct, and such resolution shall be effective, and the Directors shall, in accordance with such resolution, apply such sum in paying up in full any unissued Shares in the Capital of the Company on behalf of the Ordinary Shareholders.

aforesaid, and appropriate such Shares and distribute the same credited as fully paid up amongst such Shareholders in the proportions aforesaid in satisfaction of their Shares and interests in the said capitalised sum, or shall apply such sum or any part thereof on behalf of the Shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued Ordinary Shares held by such Shareholders or otherwise deal with such sums as directed by such Resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up Shares, make cash payments to any Shareholders on the footing of the value so fixed in order to adjust rights, and vest any such Shares in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite, a proper contract for the allotment and acceptance of the Shares to be distributed as aforesaid shall be filed in accordance with Section 52 of the Companies Act, 1948, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective. A share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

28. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

29. The assets of the Company available for distribution among the members shall be applied—FIRST in repaying to the holders of Preference Shares the amounts paid up or credited as paid up on such Preference Shares respectively; and SECOND the balance (if any) shall be distributed among all the holders of Ordinary Shares in the Company in proportion to the number of shares held by them respectively, or otherwise as the holders of Ordinary Shares in General Meeting may determine.

What is contained on this and the preceding pages is a print of the Articles of Association of the Company adopted by the members thereof by special resolution passed on 4th June, 1949.

James D. H. Thomas Cha

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Extraordinary Resolution
OF
**THE F. H. WRIGHT DENTAL
MANUFACTURING COMPANY LTD.**

*(Incorporated under The Companies (Consolidation)
Act 1908)*

PASSED 4TH JUNE, 1949

At an Extraordinary General Meeting of THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED, incorporated under The Companies (Consolidation) Act 1908 duly convened and held within the Registered Office of the Company, 31 Albert Square, Dundee, on Saturday the 4th day of June, 1949 the following Extraordinary Resolution was duly passed:—

That the Holders of Preference Shares for all right and interest competent to them consent to the passing and carrying into effect of the Special Resolution to be submitted to the Extraordinary General Meeting of the Company (by which new Articles of Association are proposed to be adopted) to be held to-day at Eleven o'clock forenoon, as the said Special Resolution is set forth in the notice convening that meeting a copy of which has been submitted to this meeting.

JOHN OSWALD & SON,
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.

James D. H. Pearson
Chairman

22705
No. 22705

7906-
68
No. of Company—7906



RESOLUTION

OF

The F. H. Wright Dental Manufacturing Company Limited

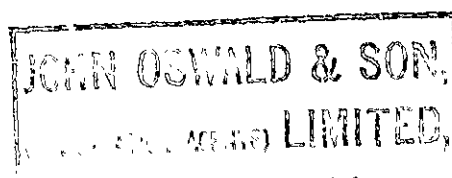
Passed 1st November, 1954

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 6/8 Peter Street, Dundee, on the First day of November, 1954, the subjoined Resolution was duly passed, viz:—

Resolution.

“That the Share Capital of the Company be increased to £25,000 by the creation of (One) 3,000 Preference Shares of £1 each to rank *pari passu* in all respects with the existing Preference Shares of the Company and (Two) 17,000 Ordinary Shares of £1 each to rank *pari passu* in all respects with the existing Ordinary Shares of the Company.”

Wright



31018

RESOLUTION



OF

The F. H. Wright Dental Manufacturing Company Limited

Passed 1st November, 1954

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 6/8 Peter Street, Dundee, on the First day of November, 1954, the subjoined Resolution was duly passed, viz:—

Resolution.

“That it is desirable to capitalise £12,000 part of the undivided net profits of the Company and that accordingly such sum be capitalised and that the same be set free for distribution among the Members holding Ordinary Shares appearing in the Register of Members on 20th October, 1954, free of Income Tax and that the same be not paid in cash but applied in payment in full at par of 12,000 Ordinary Shares of £1 each of the Company and that the Directors be authorised and directed to distribute the said shares so fully paid in the proportion of Four Shares for every one Ordinary Share held by the said Members.”

Shree

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19/11/54
No. of Certificate } 7906

7906

68

Form No. 10.

1948
THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

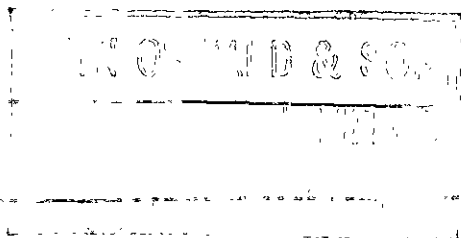
Notice of Increase in Nominal Capital

63
Pursuant to Section 52

Name of Company | The F.H. Wright Dental Manufacturing Company Limited.

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—



RECEIVED

21030

TO THE REGISTRAR OF COMPANIES.

The F.H. Wright Dental Manufacturing Company Limited

_____ hereby gives you notice,

pursuant to Section ⁶³~~52~~ of The Companies Act, ¹⁹⁴⁸~~1929~~, that by (a) Ordinary

Resolution of the Company dated the First day of November

19 54 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 20,000 beyond the registered Capital of £ 5,000

The additional Capital is divided as follows:—

| <u>Number of Shares.</u> | <u>Class of Shares.</u> | <u>Nominal Amount of each Share.</u> |
|--------------------------|-------------------------|--------------------------------------|
| 3,000 | Preference. | £1 |
| 17,000 | Ordinary. | £1 |

The conditions (e.g. voting rights, dividends, etc.) subject to which the new shares have been or are to be issued are as follows:—

To rank pari passu in all respects with the existing Preference and Ordinary Shares of the Company.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) _____

(State whether Director
or Manager or Secretary.)

No. of Company.....7906.....

69

.....The F.H. Wright Dental Manufacturing.....

.....COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

JOHN OWEN & SON,
Solicitors,
12, Abchurch Lane, London, E.C. 4.

REGISTERED

31021

30471

Stamps

L.C.S. 302/



2 13/11

The NOMINAL CAPITAL of...The..F.H..Wright..Dental.....

.....Manufacturing.....Company, Limited,

Resolution
has by a Resolution of the Company dated...1st..November,..1954.....

been increased by the addition thereto of the sum of £29,000....., divided into
3000 Preference Shares of £1 each, and 17,000

.....Ordinary.....shares of £.....1..... each, beyond the Registered Capital of

.....Five..thousand..Pounds.....

Signature.....*[Signature]*.....

Description

Date ...12th..November,..1954.....

This statement should be signed by an Officer of the Company.

NOTE.—This margin is reserved for Binding, and must not be written across.

RESOLUTION

OF

The F. H. Wright Dental Manufacturing Company Limited

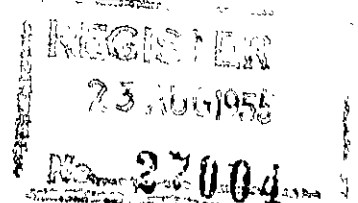
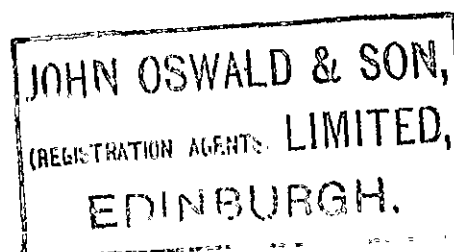
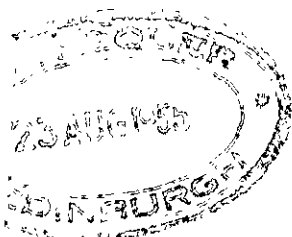
Passed 10th August, 1955

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 6-8 Peter Street, Dundee, on the Tenth day of August, 1955, the subjoined Resolution was duly passed, viz:—

Resolution

"That the Share Capital of the Company be increased to £35,000 by the creation of (One) 5,000 Preference Shares of £1 each to rank *pari passu* in all respects with the existing Preference Shares of the Company and (Two) 5,000 Ordinary Shares of £1 each to rank *pari passu* in all respects with the existing Ordinary Shares of the Company."

John C. Gordon
Director.



THE COMPANIES ACT



Notice of Increase in Nominal

Pursuant to Section 52⁶³

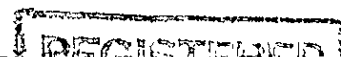
Name of Company The F.H. Wright Dental Manufacturing Company Limited.

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—

J.A. Graham & Forbes,

JOHN OSWALD & SON,
Solicitors,
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.



TO THE REGISTRAR OF COMPANIES.

The F.H. Wright Dental Manufacturing Company Limited

_____ hereby gives you notice,
pursuant to Section ⁶³~~52~~⁴⁸ of The Companies Act, 19~~29~~⁴⁸, that by (a) Ordinary

Resolution of the Company dated the Tenth day of August

19 55 the nominal Capital of the Company has been increased by the addition

thereto of the sum of £ 10,000 beyond the registered Capital of £ 25,000

The additional Capital is divided as follows:—

| <u>Number of Shares.</u> | <u>Class of Shares.</u> | <u>Nominal Amount of each Share.</u> |
|--------------------------|-------------------------|--|
| 5,000 | Preference | <u>£1</u> |
| 5,000 | Ordinary | <u>£1</u> |

The conditions (e.g. voting rights, dividends, etc.) subject to which the new shares have been or are to be issued are as follows:—

To rank pari passu in all respects with the existing Preference and Ordinary Shares of the Company

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) _____

(State whether Director
or Manager or Secretary.)

Dated the 20th day of August 1955,

44

.....COMPANY, LIMITED.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

NOTE.— Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

.....H.A. Edinburgh & London.....

JOHN OSWALD & SON,
Solicitors,
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.

Stamps
L.C.S. 302.



The NOMINAL CAPITAL of.....The F.H. Wright Dental.....

.....Manufacturing.....Company, Limited,

has by a Resolution of the Company dated.....10th August 1955.....

been increased by the addition thereto of the sum of £10,000....., divided into
5,000 Preference Shares of £1 each and

5,000 Ordinary shares of £1.....each, beyond the Registered Capital of

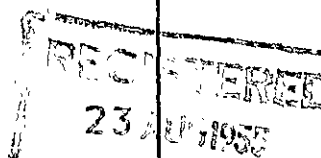
£25,000.....

Signature.....*J. S. L. [unclear]*.....

DescriptionDirector.....

Date10th August 1955.....

NOTE.—This margin is reserved for Binding, and must not be written across.



Resolutions

OF

THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED

Passed 7th May, 1962

At an EXTRAORDINARY GENERAL MEETING of the Members of the Company, duly convened and held within BLOCK 11 A, INDUSTRIAL ESTATE KINGSWAY WEST, DUNDEE, in the County of Angus, on the SEVENTH day MAY, 1962, the following RESOLUTIONS were duly passed:

RESOLUTION No. 1 as an ORDINARY RESOLUTION:

That the capital of the Company be increased from £35,000 to £120,000 by the creation of 85,000 Ordinary Shares of £1 each.

RESOLUTION No. 2 as an ORDINARY RESOLUTION:

That, subject to Resolution No. 1 above being passed, upon the recommendation of the Directors it is desirable, in pursuance of Article 27 of the Company's Articles of Association, to capitalise the sum of £21,000, being the sum of £4,889 10s. 5d. standing at the credit of the Capital Reserve and £16,110 9s. 7d. being part of the balance standing at the credit of the Profit and Loss Account of the Company, and that such sum be capitalised accordingly, and that the Directors be and they are hereby authorised and directed to apply such sum on behalf of the persons who at the close of business on the fifth day of May, 1962, were the registered holders of the 25,000 Ordinary Shares of £1 each fully paid of the Company in payment in full for 21,000 Ordinary Shares of £1 each and that such Ordinary Shares credited as fully paid and ranking in all respects *pari passu* with the existing Ordinary Shares of the Company and in particular carrying right to any dividends which may be declared on the Ordinary Shares of the Company for the financial year ending on 31st May, 1962 be accordingly allotted (without having distinguishing numbers attached thereto) to such persons respectively in the proportion of twenty-one of such Shares for every complete twenty-five Ordinary Shares of £1 each fully paid then held by each of such persons respectively; and that the Shares so distributed shall be treated for all purposes as an increase in the nominal capital of the Company held by each such Shareholder and not as income, provided that fractions of a share shall not be distributed but that such of



OSWALD & CO.
(INCORPORATED IN ENGLAND)
EDINBURGH.

the said 21,000 Ordinary Shares as represent the aggregate of the accumulated fractions of a share to which Shareholders would otherwise have been entitled, being unissued shares, shall, in accordance with the provisions of the Company's Articles of Association, be sold by the Directors as fully paid Shares for cash at par and allotted to Rothesay Trust Limited, having its Registered Office at number three Albyn Place, Edinburgh, and the net proceeds of sale distributed amongst the Shareholders rateably according to their respective fractional entitlements.

RESOLUTION No. 3 as an ORDINARY RESOLUTION :

That subject to Resolutions Nos. 1 and 2 above being passed, upon the recommendation of the Directors it is desirable that 60,000 Ordinary Shares of £1 each in the Capital of the Company which are meantime unissued be and they are hereby allotted for cash at par and without having distinguishing numbers attached thereto, to Rothesay Trust Limited, having its Registered Office at number three Albyn Place, Edinburgh, or its Nominees, and that the said 60,000 Ordinary Shares of £1 each when issued and fully paid up shall rank in all respects *pari passu* with the existing issued Ordinary Shares of the Company and in particular shall carry right to any dividends which may be declared for the financial year of the Company ending on 31st May, 1962.

RESOLUTION No. 4 as a SPECIAL RESOLUTION :

That the Regulations contained in the printed document submitted to this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles thereof.

Certified that the Resolutions contained on this and the preceding page were duly passed at an Extraordinary General Meeting of Members of this Company held on 7th May, 1962.

B. A. R. Angus

Secretary.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED

(Incorporated under the Companies (Consolidation) Act, 1908
on 5th June, 1911)

BRANDER & CRUICKSHANK,
Advocates,
ABERDEEN.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED

(Incorporated under the Companies (Consolidation) Act, 1908
on 5th June, 1911)

BRANDER & CRUICKSHANK,
Advocates,
ABERDEEN.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION
OF
**THE F. H. WRIGHT DENTAL
MANUFACTURING COMPANY LIMITED**

PRELIMINARY

1. The Regulations of the Company shall be those contained in Part 1 of Table A (hereinafter called "Table A") of the First Schedule to the Companies Act, 1948, in so far as these Regulations are not inconsistent with a Private Company or with the Regulations hereinafter expressed.

2. The Company is a Private Company and accordingly—

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

SHARES

3. (1) The Share Capital of the Company at the date of adoption of these Regulations is £120,000 divided into 10,000 5 per cent. Preference Shares of £1 each, all of which are issued and fully paid up, and 110,000 Ordinary Shares of £1 each of which 106,000 Ordinary Shares are issued and fully paid up, and 4,000 Ordinary Shares are unissued.

(2) The rights as regards distribution of the profits and assets of the Company attaching to such shares shall be as follows:—

- (a) The holders of the 5 per cent. Preference Shares shall be entitled in priority to any payment of dividend on the Ordinary Shares to be paid out of the profits which the Company may determine to distribute by way of dividend, a fixed cumulative dividend at the rate of 5 per cent. per annum on the capital for the time being paid up or credited as paid up thereon. Subject thereto and to any special rights which may be attached to any other class of shares, the profits of the Company

available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the Ordinary Shares rateably according to the amounts paid up or credited as paid up on such shares.

(b) On a return of assets, on liquidation or otherwise, the assets of the Company available for distribution among the members shall be applied first in repaying to the holders of the said 5 per cent. Preference Shares the amounts paid up or credited as paid up on such shares. The balance of such assets, subject to any special rights which may be attached to any other class of shares, shall belong to and be distributed among the holders of the Ordinary Shares rateably according to the amounts paid up or credited as paid up thereon.

(3) The 5 per cent. Preference Shares shall not confer upon the holders thereof any right to receive notices of or to be present or to vote either in person or by proxy at any general meetings of the Company unless the last published Balance Sheet of the Company shows the free assets of the Company to be less than the total amount paid up on the 5 per cent. Preference Shares in issue at the date of the said Balance Sheet in which event the holders of the said 5 per cent. Preference Shares shall have the same right to receive notices of and to attend and vote either in person or by proxy at any such meetings as the holders of the Ordinary Shares of the Company except that, on a poll, every holder of the said 5 per cent. Preference Shares present in person or by proxy shall have one vote for every five 5 per cent. Preference Shares of £1 each of which he is the holder.

(4) There shall not be created or issued any additional preference shares ranking prior to the said 5 per cent. Preference Shares without the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the said Preference Shares.

4. Any Shares for the time being unissued shall be under the control of the Directors who may allot, grant options over, or otherwise dispose of the same, subject to the provisions of Regulation 2 hereof, to such persons on such terms and conditions and either at a premium or at par or (subject to the provisions of Section 57 of the Act) at a discount and at such times as the Directors think fit.

5. Regulation 3 of Table A shall not apply. Subject to the provisions of Section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

6. There shall be deleted from Regulation 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)".

TRANSFER OF SHARES

7. Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share whether or not it is a fully paid Share.

PROCEEDINGS AT GENERAL MEETINGS

8. There shall be added at the end of Regulation 52 of Table A the words "and the Directors".

9. For the purpose of Regulation 53 of Table A two members present in person or by proxy and entitled to vote shall be a quorum.

10. Regulation 54 of Table A shall be modified by substituting the words "the member or members present in person or by proxy and entitled to vote" for the words "the members present".

11. Regulation 55 of Table A shall not apply. The Chairman, if any, of the Board of Directors, whom failing the Vice-Chairman, if any, shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman or Vice-Chairman, or if neither be present within fifteen minutes after the time appointed for holding such meeting, or if neither of them shall be willing to act as Chairman, the Directors present shall elect one of their number to be Chairman, or if one Director only be present, he shall be entitled to preside at the meeting. If no Director be present, or if all the Directors present decline to preside, the members present shall choose one of their number to be Chairman of the meeting.

VOTES OF MEMBERS

12. Regulation 62 of Table A shall not apply. Subject to any special terms as to voting upon which any Shares may be issued or may for the time being be held, on a show of hands every member present in person or by proxy shall have one vote, and on a poll every member present in person or by proxy shall have one vote for each Share of which he is the holder.

13. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, by their duly authorised representatives) shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

14. Regulation 75 of Table A shall not apply. Subject to the provisions of Regulation 94 of Table A the number of Directors shall be not less than two nor more than eight.

15. In addition to such remuneration as may be awarded to the Directors under Regulation 76 of Table A, the Directors shall be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors including any expenses incurred in attending and returning from meetings of the Directors or of committees of the Directors or general meetings of the Company or meetings of any class of shareholders; and if in the opinion of the Directors it is desirable that any of their number should make any special journeys or perform any special services on behalf of the Company or its business, such Director or Directors may be paid such additional remuneration and expenses therefor as the Directors may from time to time determine.

16. Regulation 77 of Table A shall not apply. The share qualification of a Director shall be the holding of Ordinary Shares of the Company to the nominal value of not less than One Pound. A Director may act before acquiring his qualification.

17. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to receive notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where the alternate is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable

out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

BORROWING POWERS

18. Regulation 79 of Table A shall not apply. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

19. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be reckoned in determining a quorum when any such contract or arrangement is under consideration.

20. Regulation 86 of Table A shall be modified by the exclusion of the words from and including "and every Director" to the end of the Regulation.

DISQUALIFICATION OF DIRECTORS

21. Paragraph (f) of Regulation 88 of Table A shall be modified by adding at the end thereof the words "and they pass a resolution that he has by reason of such absence vacated office".

22. The provisions of Section 185 (1) to (6) inclusive of the Act shall not apply to the Company.

ROTATION OF DIRECTORS

23. Regulation 89 of Table A shall be modified by the exclusion of the words "all the Directors shall retire from office".

24. Regulation 92 of Table A shall be modified by the substitution of the words "if willing to continue in office" for the words "if offering himself for re-election".

PROCEEDINGS OF DIRECTORS

25. Regulation 99 of Table A shall not apply. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two. An alternate appointed by a Director shall, save as hereinafter provided, be counted in a quorum at a meeting at which the Director appointing him is not present. A Director of the Company who is also an alternate for another Director shall be counted as only one person for the purpose of determining whether a quorum is present at such meeting.

26. Regulation 101 of Table A shall not apply. The Directors may elect a Chairman and Vice-Chairman of their meetings and determine the period for which they are respectively to hold office. The Chairman, whom failing the Vice-Chairman, shall be entitled to preside at all meetings of the Directors, but if at any time there is no Chairman or Vice-Chairman, or if at any meeting neither the Chairman nor the Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of the meeting.

DISTRIBUTION OF CAPITAL PROFITS OR INCREMENTS

27. The Company in general meeting may from time to time and at any time pass a resolution to the effect that any surplus capital moneys or capital profits in

the hands of the Company, whether arising from the realisation of capital assets of the Company or received in respect of any capital assets or represented by shares or other property received as consideration or part consideration for the sale or realisation of any capital assets of the Company or any investments representing any such surplus moneys as aforesaid, be divided amongst the holders of the Ordinary Shares of the Company by way of capital distribution in proportion to the capital paid up or deemed to be paid up on the shares held by them respectively, and so that for the purpose of this provision surplus moneys or capital profits shall mean moneys, shares or other property in the hands of the Company over and above other assets sufficient to answer the whole of the liabilities and paid up share capital of the Company, and any such resolution shall be effective and shall be carried into effect by the Directors accordingly. Where any difficulty arises in respect of any such distribution as aforesaid the Directors may settle the same as they think expedient, and fix the values for distribution of any shares or investments, and may determine the cash payments to be made to any holders of the Ordinary Shares on the footing of the value so fixed in order to adjust the rights of the holders of the Ordinary Shares and may vest any such shares or investments in trustees upon such trusts for the persons entitled as may seem expedient to the Directors.

NOTICES

28. Regulation 131 of Table A shall be modified by the exclusion of the words "in the case of a notice of a meeting" and the words from and including "and in any other case" to the end of the Regulation.

Dundee, 7th May, 1962.

What is contained on this and the four preceding pages is a copy of the printed document referred to in the Notice convening an Extraordinary General Meeting of The F.H. Wright Dental Manufacturing Company Limited for Monday, 7th May, 1962.

J. H. G. ...

Chairman

THE COMPANIES ACT, 1948.

717.10/-
CR7A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Notice of Increase in Nominal Capital

Pursuant to Section 63.

Name _____
of _____
Company THE F.H. WRIGHT DENTAL MANUFACTURING COMPANY Limited.

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—

Brender & Cruickshank,Advocates,14 For-Acad Square,Aberdeen.

PAID

1962

22113

TO THE REGISTRAR OF COMPANIES.

)))

THE F.H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED hereby gives you notice,

pursuant to Section 63 of The Companies Act, 1948, that by (a) Ordinary

Resolution of the Company dated the Seventh day of May

19 62 the nominal Capital of the Company has been increased by the addition

thereto of the sum of £ 85,000 beyond the registered Capital of £ 35,000

The additional Capital is divided as follows:—

| <u>Number of Shares.</u> | <u>Class of Shares.</u> | <u>Nominal Amount of each Share.</u> |
|--------------------------|-------------------------|--|
| 85,000 | Ordinary | £1 |

The conditions (e.g. voting rights, dividends, etc.) subject to which the new shares have been or are to be issued are as follows:—

81,000 of the above mentioned 85,000 Ordinary Shares of £1 each have been issued and rank in all respects pari passu with the existing Ordinary Shares of the Company and in particular carry right to any dividends which may be declared on the Ordinary Shares for the financial year ending on 31st May, 1962. On a poll every Member shall have one vote for each Ordinary Share of which he is the holder.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) B. H. H. H. H.

(State whether Director
or Manager or Secretary.)

Secretary

Dated the Sixteenth day of May 1962,

(a) "Ordinary," "Extraordinary," or "Special."

No. of Company...7206.../92

THE F.H. WRIGHT DENTAL MANUFACTURING COMPANY, LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

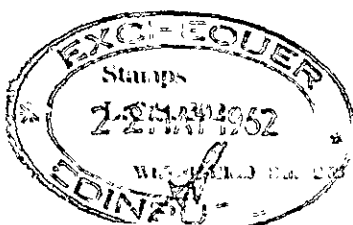
Presented for registration by

Bronder & Gruelsbank,

Advocates,

14 Bon-Accord Square,

Aberdeen.





430
CD

The NOMINAL CAPITAL of.....

.....THE F.H. WRIGHT DENTAL MANUFACTURING.....Company, Limited,

has by a Resolution of the Company dated.....7th May, 1962.....,

been increased by the addition thereto of the sum of £85,000....., divided into

.....85,000.....shares of £1.....each, beyond the Registered Capital of

.....£35,000.....

Signature.....*B. H. Kenyon*.....

DescriptionSecretary.....

Date6th May, 1962.....

NOTE.—This margin is reserved for Binding, and must not be written across.

106.



72

RESOLUTIONS

of

THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED

Passed 20th September, 1965.

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held within BLOCK 11A, INDUSTRIAL ESTATE, KINGSWAY WEST, DUNDEE, in the County of Angus, on the Twentieth day of SEPTEMBER, 1965, the following RESOLUTIONS were duly passed :

RESOLUTION No. 1 as an ORDINARY RESOLUTION:

That the Share Capital of the Company be increased from £120,000 to £170,000 by the creation of 50,000 Ordinary Shares of £1 each, to rank pari passu in all respects with the existing Ordinary Shares of the Company.

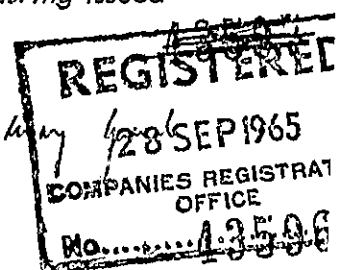
RESOLUTION No. 2 as an ORDINARY RESOLUTION:

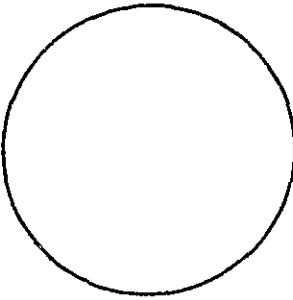
That, subject to Resolution Number One above being passed, upon the recommendation of the Directors it is desirable that 54,000 Ordinary Shares of £1 each in the Capital of the Company which are meantime unissued be and they are hereby allotted for cash at par and without having distinguishing numbers attached thereto as follows:-

- (a) 52,000 Ordinary Shares of £1 each to Rothesay Trust Limited, having its Registered Office at Number 3 Albyn Place, Edinburgh.
- (b) 2,000 Ordinary Shares of £1 each to George Dunbar McPherson of 4 Union Terrace, Dundee

and that the said 54,000 Ordinary Shares of £1 each when issued and fully paid up shall rank in all respects pari passu with the existing issued Ordinary Shares of the Company

certified as true copy of the Resolution passed at the Extraordinary Meeting of the Company on 20th September 1965.



107
THE COMPANIES ACT, 1948.Form No. 10
COMPANIES
REGISTRATION

A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Notice of Increase in Nominal Capital

Pursuant to Section 63.

Name of Company { THE F. H. WRIGHT DENTAL MANUFACTURING
COMPANY Limited.

NOTE.—This Notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by—

ALEXANDER TOSH & SON38 WHITEHALL STREETDUNDEE.

REGISTERED

28 SEP 1965

COMPANIES REGISTRATION
OFFICE

THE F.H. WRIGHT DENTAL MANUFACTURING COMPANY LTD

_____ hereby gives you notice,
pursuant to Section 63 of The Companies Act, 1948, that by (a) EXTRAORDINARY

Resolution of the Company dated the 20TH day of SEPTEMBER

19 65 the nominal Capital of the Company has been increased by the addition
thereto of the sum of £ 50,000 beyond the registered Capital of £ 120,000

The additional Capital is divided as follows:—

| <u>Number of Shares.</u> | <u>Class of Shares.</u> | <u>Nominal Amount of each Share.</u> |
|--------------------------|-------------------------|--------------------------------------|
| <u>50,000</u> | <u>ORDINARY</u> | <u>£1</u> |

The conditions (e.g. voting rights, dividends, etc.) subject to which the new shares
have been or are to be issued are as follows:— TO RANK pari passu
with EXISTING ORDINARY SHARES OF THE COMPANY.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

(Signature) *E. A. J. Jones*

(State whether Director
or Manager or Secretary.)

SECRETARY

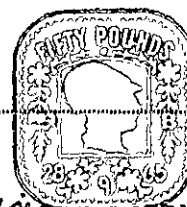
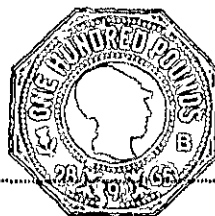
Dated the 23rd day of SEPTEMBER 1965,

(a) "Ordinary," "Extraordinary," or "Special."

No. of Company

7906

108



The F. H. Wright Dental Manufacturing COMPANY, LIMITED

STATEMENT OF INCREASE OF NOMINAL CAPITAL PURSUANT TO S. 112
OF THE STAMP ACT, 1891

NOTE—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered
Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing
of the Resolution is also payable (S. 5, Revenue Act, 1903).

The NOMINAL CAPITAL of the above-mentioned Company has by a Resolution of the Company

dated 20th September 1965 been increased by the addition thereto of the sum
of £ 50,000 beyond the Registered Capital of £ 120,000

Signature

P. A. H. [Signature]

Date 27th September 1965

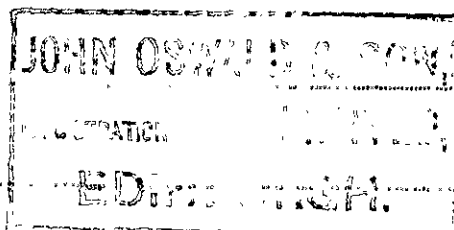
Description

Secretary

NOTE—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of
Increase and a printed copy of the Resolution authorising the Increase.

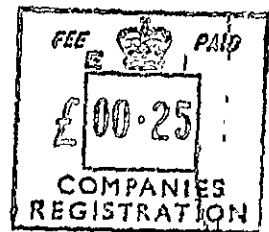
Presented for registration by

[Signature]



Stamps

43612



RESOLUTION

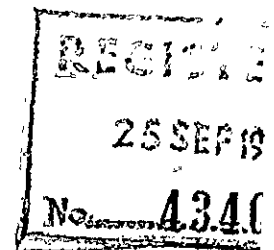
of

passed 19th September, 1967

RESOLUTION

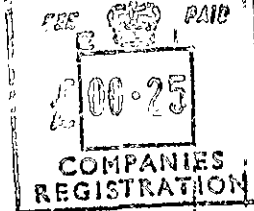
certified a true copy.

21/9/67



No 7906

114



THE F.H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED.

I, James Paton McPherson, a Preference Shareholder in the F.H. Wright Dental Manufacturing Company Limited confirm that at a meeting held within the Registered Office of the Company, Block 11a, Industrial Estate, Kingsway West, Dundee on the Nineteenth day of September, 1967 the following extraordinary Resolution was duly passed.

RESOLUTION

That the 10,000 Preference Shares of £1 each of the Company be converted into 10,000 Ordinary Shares of £1 each of the Company, to rank pari passu in all respects with the existing Ordinary Shares of the Company.

I also confirm that the Preference Shareholders consented and agreed that the Preference Shares be converted into Ordinary Shares of the F.H. Wright Dental Manufacturing Company Limited to rank pari passu in all respects with the existing Ordinary Shares of the Company.

James P. McPherson

[Handwritten signature]

1967

43923

No. of Company

7906
115

Notice of Situation of Registered Office
or of any change therein.

THE COMPANIES ACT, 1948

Pursuant to Section 107

TO THE REGISTRAR OF COMPANIES.

Name
of
Company

F.H. WRIGHT DENTAL MANUFACTURING COMPANY

Limited.

hereby gives you notice, in accordance with Section 107 of the Companies Act, 1948,
that the Registered Office of the Company is situated at

DUNSMANE AVENUE, KINGSWAY WEST
DUNDEE.

(Signature)

John C. Robinson.

(State whether Director or Secretary)

DIRECTOR

Dated the

23rd

day of

OCTOBER

1967

Note This notice must be forwarded to the Registrar of Companies within 14 days after the date
of the incorporation of the Company or of the change, as the case may be.

Presented by

ALEXANDER TOSH & SON

138 WHITENALL STREET
DUNDEE.

(Form No. 4
The filing fee is 5/-)

No. 7906

1.21

The Companies Act 1948

RESOLUTION

of

THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED

passed 2nd November, 1971

At an EXTRAORDINARY GENERAL MEETING of the members of the above Company, duly convened and held at 1 Paternoster Row, St. Paul's London, E.C.4., on the Second day of November, 1971, the following Ordinary RESOLUTION was duly passed:

Resolution

That the Share Capital of the Company be increased from £170,000 to £332,000 by the creation of 162,000 ordinary Shares of £1 each to rank *pari passu* on issue with the existing Ordinary Shares of £1 each.

Entered in the copy

1.2.1. 1972

1.2.1. 1971

No. of Company 7206 / 122

THE COMPANIES ACTS 1948 TO 1967

REGISTRATION



Notice and statement of increase in nominal capital



To the Registrar of Companies

Name of Company The F. K. Wright Dental Manufacturing Company Limited*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/
~~extraordinary/special~~* resolution of the company dated the 2nd November, 1971

the nominal capital of the company has been increased by the addition thereto of a sum of
£ ..162,000..... beyond the registered capital of £ 170,000..... The additional
capital is divided as follows:-

Number of shares

Class of share

Nominal amount of each share

162,000

Ordinary

£1

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the
new shares have been or are to be issued are as follows:-

(If any of the shares are preference shares state whether they are redeemable or not)

This notice is accompanied by *

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
- 3- ~~A letter stating that a claim for relief of companies capital duty has been or will~~
~~be made pursuant to Section 55 of the Finance Act 1927.~~

Signed *[Signature]*

State whether Director or Secretary *[Signature]*

Date 10th November, 1971.

* Delete as necessary

Presented by:

Presenter's reference:

Form No. 10A
(See notes overleaf)

Margin reserved for binding

No. 7906

123

The Companies Act 1948

SPECIAL RESOLUTION

of

THE F. H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED

passed 2nd November, 1971

At an EXTRAORDINARY GENERAL MEETING of the members of the above Company, duly convened and held at 1 Paternoster Row, St. Paul's London, E.C.4., on the Second day of November, 1971, the following Special RESOLUTION was duly passed:

Resolution

That the Articles of Association of the Company be altered as follows:—

(I) By deleting Articles 3 and 4 and substituting the following new Articles 3 and 4:—

"3. The Share Capital of the Company at the date of adoption of this Article is £332,000 divided into 332,000 Ordinary Shares of £1 each.

4. (A) All unissued shares for the time being in the capital of the Company which it shall be determined to issue for cash shall before issue be offered in the first instance for subscription to the Members holding shares of the same class in proportion as nearly as may be to the the number of such shares held by them and at the same price.

(B) Each such offer shall be made in writing and shall specify the number of shares for which the Member is entitled to subscribe and shall limit a time within which the offer if not accepted will be deemed to have been declined and after the expiration of such time or upon receipt of intimation from the Member to

whom the offer is made that he declines to accept the shares offered such shares shall be offered for subscription to the other Members in the same manner (*mutatis mutandis*) as the shares originally offered to them for subscription. Any shares not subscribed by the Members pursuant to the foregoing offers shall be at the disposal of the Directors who may allot dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.

Provided that notwithstanding the provisions of this Article:—

(a) shares provisionally allotted to the Members in proportion to the number of shares of the same class held by them respectively may subject always to the provisions of Article 31 (B) (viii) of these presents be renounced in favour of persons other than the Members to whom they were so allotted and shares representing fractional entitlements shall be at the disposal of the Directors as provided in paragraph (B) of this Article and;

(b) shares may be issued pursuant to an Agreement made the 2nd day of November, 1971 between the Company of the first part James Paton McPherson of the second part Rothesay Trust Limited of the third part and Charterhouse Development Limited of the fourth part;

(c) 32,000 of the new Ordinary Shares of £1 each of the Company created on the date of adoption of this Article shall be allotted to such persons as the Directors of the Company think fit."

(II) By inserting the following new Article 7 immediately before existing Article 7 which shall be renumbered as Article 8:—

"7. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Regulation 22 of Part I of Table A shall be modified accordingly."

(III) By inserting the words "Subject to the provisions of Article 9 hereof" at the beginning of the second sentence to Article 8 (formerly Article 7.)

(IV) By inserting the following new Article 9:—

"9. No share shall unless all the Members otherwise agree in writing be transferred to any person save in accordance with the provisions of this Article:—

(A) Except in the case of a Transfer made pursuant to paragraphs (G) and (I) of this Article a Member (hereinafter called "the retiring member") desirous of transferring any shares (hereinafter called "the Shares") shall give a notice in writing (hereinafter in this Article called "a sale notice") to the Company that he desires to transfer the Shares and shall at the same time deposit with the Company the Share Certificate(s) in respect of the shares. Such sale notice shall specify the price at which the retiring member proposes to sell the Shares (hereinafter called "the sale price") and shall constitute the Company his agent to sell the whole (but not a part of the Shares to any member or members for the time being (hereinafter called "the purchasing member or members") at the sale price.

(B) No member shall be entitled to deal with any shares so as to create in favour of any person any interest of a nature which would cause the Company if it were an exempt private company to cease to be such a company within the meaning of Section 129 of the Companies Act, 1948 and no such interest subsisting at the date of the adoption of this Article shall be transferred to any person (other than the registered holder of the Shares) unless the shares intended to be so dealt with or in which the interest subsists shall have first been offered for sale to the other members of the Company in accordance with the provisions of this Article.

(C) Upon receipt of a sale notice the Directors shall give notice of the receipt thereof in the first instance to all the members holding shares of the same class as the Shares other than the retiring member in manner hereinafter provided offering the Shares for purchase at the sale price to the said holders as nearly as may be in proportion to their respective holdings of shares of the same class in the Company and shall limit a time (which shall not be more than 28 days) within which such offer if not accepted in whole or in part shall be deemed to be declined and shall notify such persons that any such person who desires to purchase shares in excess of his said proportion shall in his reply state how many additional shares he desires to purchase at the sale price and if all such persons do not accept their said proportions in full the unaccepted shares shall be used for satisfying the said claim for additional shares. If the members holding shares of the same class as the Shares do not in their replies claim all the Shares the Directors shall offer such of the Shares as are not so claimed to the other members as nearly as may be in proportion to their respective holdings of shares in the Company (regardless of class) in the same manner as the Shares were first offered to the holders of shares of the same class. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted share shall be distributed amongst persons making such claims as nearly as may be in proportion to their said respective holdings of shares of the same class in the Company or of shares in the Company (regardless of class) as the case may be provided that no person shall be bound to take more additional shares than those he shall have offered to purchase. The Directors shall offer any such shares as aforesaid which by reason of the proportion borne by them to the number of persons entitled to receive such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot be offered without giving rise to fractions to the members or some of them in such proportions as may be determined by lots to be drawn under the direction of the Directors.

(D) If the Company shall within thirty days after being served with a sale notice find a purchasing member or members willing to purchase the whole of the Shares and shall give notice thereof to the retiring member he shall be bound upon payment of the sale price to transfer such shares to the purchasing member or members who shall be bound to complete the purchase within one month from the service of the last mentioned notice.

(E) If in any case the retiring member after having become bound as aforesaid makes default in transferring any of the Shares the Company may receive the purchase money and thereupon the Directors shall nominate some person to execute a transfer of the Shares in the name and on behalf of the retiring member and shall cause the purchasing member's name to be entered in the Register as the holder of the Shares and the Company shall hold the purchase money in trust for the retiring member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(F) If the Company shall not within such period of thirty days as aforesaid find a purchasing member or members for the whole of the Shares and shall not give notice in manner aforesaid or if through no default of the retiring member the purchase of all the Shares shall not be completed within one month after the service on the retiring member of the notice provided for by paragraph (D) hereof the retiring member shall at any time within three calendar months after the expiration of such period be at liberty subject to Clause 3 of Part II of Table "A" (as hereinafter modified) to sell and transfer the Shares or any part thereof to any person and at any price not being less than the sale price. If the retiring member shall sell and transfer any shares to a person under the provisions of this paragraph the

Directors may before registering a transfer of such shares to such person require the retiring member and the purchaser of such shares to furnish them with such information supported if the Directors so require by statutory declaration as they may consider necessary in order to be satisfied that the price paid for such Shares was not less than the sale price and that the transfer is not part of a larger transaction or one of a series of transactions under which compensatory benefit is given by or on behalf of the retiring member.

(G) Any share may be transferred by a member to his family or to the trustees of a trust established by a member for the benefit or primarily for the benefit of his family which shall for the purpose of this paragraph mean any child or other issue, any adopted child, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, any adopted child, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member and shares standing in the name of a deceased member or his executors or administrators may be transferred to the trustees of his Will and shares standing in the name of the trustees of the Will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will.

(H) The Directors shall not be entitled to decline to register the transfer of any share made pursuant to the foregoing provisions of this Article save only where registration would result in the number of members of the Company exceeding the limit hereinbefore mentioned and Clause 3 of Part II of Table "A" shall be varied accordingly.

(I) Notwithstanding anything to the contrary contained in these presents:

(a) any Charterhouse Company shall be entitled from time to time and at any time and for any consideration whatsoever to sell or transfer all or any shares in the Company now or which may at any time hereafter be held by it to any other Charterhouse Company or Companies but no Charterhouse Company which is a member shall cease to be a Charterhouse Company unless it shall have first either transferred to another Charterhouse Company or Companies all the shares in the Company then held by it or offered the same for sale to the other members in accordance with the provisions of this Article.

(b) upon any such transfer being made the transferee shall thereupon be registered as the holder of the shares so transferred and any such sale transfer or registration shall be valid and effectual in all respects notwithstanding that the procedure specified in this Article shall not have been followed."

(V) By renumbering existing Articles 8 to 15 (inclusive) as Articles 10 to 17 (inclusive) respectively.

(VI) By deleting existing Articles 16 and 17.

(VII) By inserting the following new Articles 18 and 19:—

"18. ANY Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him; Provided always that no appointment of a person other than a Director shall be operative unless and until such appointment has been approved by a resolution of the Directors or by a majority of the

Directors. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid where requisite appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that if any Director retires either by rotation or, being a Director appointed either to fill a casual vacancy or as an addition to the Directors, at the next Annual General Meeting following his appointment but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. The appointment of an alternate Director shall cease and determine on the happening of any event which if he was a Director would render him legally disqualified from acting as a Director or if he has a receiving order made against him or if he compounds with his creditors generally or if he becomes of unsound mind. An alternate Director need not hold a share qualification and shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

19. EVERY person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him."

(VIII) By renumbering existing Articles 18 to 28 (inclusive) as Articles 20 to 30 (inclusive) respectively.

(IX) By inserting the words "Subject to the provisions of Article 31 (B) of the presents" at the beginning of the second sentence to Article 20 (formerly Article 18.)

(X) By inserting the heading "SPECIAL ARTICLES" after Article 30 (formerly Article 28) and inserting the following new Articles 31, 32 and 33:—

"31. So long as Charterhouse is the registered holder of at least 10 per cent of the issued Ordinary Share Capital of the Company then notwithstanding anything to the contrary contained in these Articles the following provisions shall have effect:

(A) Charterhouse shall be entitled by notice in writing delivered at or sent by recorded delivery to the Company at its registered office for the time being:

(i) to appoint the person specified in such notice who shall be subject to the approval of the Directors such approval not to be unreasonably withheld as a Director at a fee (including all directors' fees payable to him as a director of any subsidiary of the Company) at the rate of not less than One thousand pounds per annum (together with all reasonable expenses in attending and returning from meetings of the Directors or any committee of Directors or general meetings or in connection with the business of the Company) and;

(ii) to remove such Director and to appoint another such person in his stead. Such Director shall not be removed by the Company or be subject to retirement by rotation or otherwise or required to hold any share qualification and shall be at liberty from time to time to make such disclosure to Charterhouse relative to the business and affairs of the Company and of any subsidiary of the Company as he may in his absolute discretion determine. During such time or times (if any) as

there shall not be a Director appointed by Charterhouse, Charterhouse shall upon written request be entitled to examine the books and accounts of the Company and to be supplied from time to time with such information as to the trading and the financial position and affairs of the Company and of any of its subsidiaries as it may reasonably require.

(B) The Company shall not and shall procure that no subsidiary will without the consent of a majority of the Board of Directors which majority shall include the Director for the time being appointed to the Board by Charterhouse or if there shall for the time being no such Director then without the consent in writing of Charterhouse:

- (i) create any mortgage or charge whether fixed or floating or any other incumbrance of a similar nature on its undertaking or assets or any part thereof;
- (ii) enter into or give or permit or suffer to subsist any guarantee of the due payment of money or performance of any contract engagement or obligation by any other person;
- (iii) borrow or raise any sum or sums whereby the aggregate amount for the time being outstanding of moneys borrowed or raised by the Company its holding company (if any) and all the subsidiaries of the Company or of any such holding company otherwise than from Charterhouse would exceed the sum of Two hundred and fifty thousand pounds. For the purpose of this sub-paragraph any amounts owing by the Company any such holding company or any such subsidiary and outstanding under deferred payment or abnormal credit terms the aggregate amount of any book debts sold by the Company any such holding company or subsidiary or invoiced to or through a sales discount company the aggregate amount outstanding under all hire purchase and credit sale agreements entered into for the hire and purchase of goods by the Company and such holding company or subsidiary and any amounts raised by accommodation bills or by acceptances under any acceptance credit opened on behalf of the Company any such holding company or subsidiary shall be deemed to be borrowed monies;
- (iv) enter into any contract or other arrangement or commitment involving expenditure on capital account or the realisation of capital assets whereby the amount or the aggregate amount of such expenditure or realisation by the Company any such holding company and all such subsidiaries would exceed Thirty five thousand pounds in any one year or on any one project.

For the purpose of this sub-paragraph the aggregate amount payable under any agreement for hire, hire purchase or purchase on deferred terms shall be deemed to be capital expenditure incurred in the year in which such agreement is entered into;
- (v) engage any new employee at remuneration which shall exceed the rate of Four thousand pounds per annum;
- (vi) increase the remuneration of any employee so that the same shall exceed the rate of Four thousand pounds per annum or increase the remuneration of any employee whose existing remuneration exceeds such rate. For the purpose of sub-paragraphs (v) and (vi) of this paragraph the expression "remuneration" includes salary, commission, fixed allowance by way of expenses, contributions or premiums paid by the Company, any such holding company or subsidiary to any pension scheme for the benefit or in respect of any policy of assurance on the life of an employee, and all other emoluments;

(vii) issue any unissued shares for the time being in the cap. of the Company or any debentures;

(viii) without prejudice to the provisions of sub-paragraph (vii) of this paragraph issue Renounceable Allotment Letters or permit any person entitled to receive an allotment of shares to nominate another person to receive such allotment except on terms that no renunciation or nomination shall be registered unless the renouncee or person nominated (a) is approved by a majority of the Board of Directors, which majority shall include the Director for the time being appointed to the Board by Charterhouse or, if there shall for the time being be no such Director approved in writing by Charterhouse or (b) is a member of the family of the person to whom the shares comprised in the Renounceable Allotment Letter were originally allotted or of the person originally entitled to receive the allotment or (c) is a trustee of a trust established by any such person for the benefit or primarily for the benefit of members of his family.

For the purpose of this sub-paragraph (viii) "member of the family" means in relation to any such person any child, or other issue, any adopted child, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband.

(ix) do or permit or suffer to be done any act or thing whereby any company which is a subsidiary of the Company would cease to be a subsidiary.

32. IN these articles the expressions "Charterhouse" and "Charterhouse Company" mean any of them, Charterhouse Development Limited, The Charterhouse Group Limited and any other company which is for the time being a subsidiary of The Charterhouse Group Limited and include any nominee or nominees of any such company.

33. None of the provisions of Articles 4, 9, 18, 19, 31, 32, or this Article shall be altered or abrogated so long as Charterhouse remains the registered holder of at least 10 per cent of the issued Ordinary Share Capital of the Company without such consent or sanction on the part of Charterhouse as would be required if the Shares held by Charterhouse formed a separate class and the provisions of those Articles were special rights attached to the shares of that class.

Entered a true copy

L. H. Jones Secretary

Done 8th November 1971

THE COMPANIES ACT 1948

STATEMENT of the amount or rate per cent. of the Commission payable in respect of Shares and of the number of Shares which persons have agreed for a Commission to subscribe absolutely.

Pursuant to section 53 (1) (c) (ii) and (d).

Insert the
Name of the
Company

THE F.H. WRIGHT DENTAL MANUFACTURING COMPANY LIMITED
LIMITED.

Section 53 (1) of the Companies Act, 1948, provides that:—

"It shall be lawful for a company to pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the company if—

"(c) the amount or rate per cent. of the commission paid or agreed to be paid is—

"(ii) in the case of shares not offered to the public for subscription, disclosed in the statement in lieu of prospectus, or in a statement in the prescribed form signed in like manner as a statement in lieu of prospectus and delivered before the payment of the commission to the registrar of companies for registration and, where a circular or notice, not being a prospectus, inviting subscription for the shares is issued, also disclosed in that circular or notice; and

"(d) the number of shares which persons have agreed for a commission to subscribe absolutely is disclosed in manner aforesaid."

Presented by

The Secretary

Kingsway West

Dundee.



Form No. 58
(The filing fee is 6s.)

The Solicitors' Law Stationery Society, Limited,
1-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Name of Company

TIL E. H. BRIGHT DENTAL
MANUFACTURING COMPANY Limited

Article of Association authorising Com-
mission

No. Regulation 6 of Part 7 Table
A to the Companies Act, 1949
which is adopted in the Articles
of Association of the Company.

*Particulars of amount payable as Com-
mission for subscribing, or agreeing
to subscribe, or for procuring or
agreeing to procure, subscriptions for
any Shares in the Company; or,

Paid £ 2,222.50

Payable £ 2,222.50

*Rate of such Commission
Agreement

Rate per cent. 1.706

Date of Circular or Notice (if any), not
being a prospectus, inviting subscrip-
tions for the Shares and disclosing
the amount or rate of the Commission

Date 2nd November, 1971.

Number of Shares which persons have
agreed for a commission to subscribe
absolutely

No. 130,000 Ordinary Shares

Signatures of all the Directors
or of
their agents authorised
in writing.

[Handwritten signatures: Robert J. P. Young, J. W. Tyte, J. G. A. S. Wilson, F. Young]

*The commission paid or agreed to be
paid must not exceed ten per cent. of
the price at which the shares are issued
or the amount or rate authorised by the
Articles whichever is the less.

Dated the

20th day of DECEMBER

margin is reserved for big writing

No. 7906 | 134

The Companies Act, 1948

Company Limited by Shares

SPECIAL RESOLUTION

of

^{SL}
THE F. H. WRIGHT DENTAL MANUFACTURING
COMPANY, LIMITED

passed on 23rd March, 1976.

At an Extraordinary General Meeting of The F. H. Wright Dental Manufacturing Company Limited, duly convened and held at Dunsinane Avenue, Kingsway West, Dundee on Tuesday, the 23rd day of March, 1976, the following Resolution was duly passed as a Special Resolution:—

RESOLUTION

"That the name of the Company be changed to Wright Dental Group Limited."

Dated this 23rd day of March, 1976.

C. A. R. MENZIES,

Secretary.

C. A. R. Menzies
Secretary



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 7906

I hereby certify that

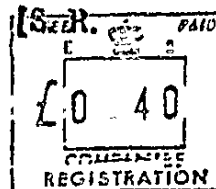
Wright Dental Group Limited

having by special resolution changed its name, is now
incorporated under the name of
WRIGHT HEALTH GROUP LIMITED

Given under my hand at the Companies Registration Office,
Edinburgh the 3 April 1985


Registrar of Companies

THE COMPANIES ACT,



Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

OF

WRIGHT DENTAL GROUP LTD Small

COMPANY No. 7906 / 155

COMPANY LIMITED.

Passed 8th MARCH 1985.

The Blanks in
this heading
may be filled
up in writing.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
after due notice specifying the intention to propose the following Resolution as a
Special Resolution had been given, held at BLOCK 11A, KINGSWAY WEST, DUNDEE
in the County of ANGUS on the EIGHTH
day of MARCH 1985, the following Special Resolution
was duly passed.

That the name of the Company be changed to.

" WRIGHT HEALTH GROUP LTD "

MAR 13 1985 004 9617 • A 0040.00 T

MAR 13 1985 004 9617 • A 0040.00 T

Signature _____

A. Manzis

Officer _____

Secretary

To be
authenticated
by the written
Signature of
an Officer of
the Company.

ANNUAL GENERAL MEETING RESOLUTIONS

To be presented at the Annual General Meeting of Shareholders of Wright Health Group Limited on Wednesday 29 June 1994 in the Registered Office of the Company - Dunsinane Avenue, Kingsway West, Dundee DD2 3QD

Ordinary Business

1. MINUTE

That the Minute of the Annual General Meeting held on 28th June 1993 be and is hereby approved

2. ADOPTION OF DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST DECEMBER 1993

That the Directors' Report and Accounts for the year end 31st December 1993 be adopted

3. DIVIDEND (FINAL 1993)

That the dividend of 134.2 pence per ordinary share be and is hereby declared payable on 1st July 1994 to the ordinary shareholders of the Company

4. RE-ELECTION OF DIRECTORS'

a) That Mr David F Anderson, retiring by rotation, being willing and eligible, be and is hereby re-elected

b) That Mrs Frances M Havenga, retiring by rotation, being willing and eligible, be and is hereby re-elected

5. RE-APPOINTMENT / REMUNERATION OF AUDITORS

That Messrs Bird Simpson & Company, Chartered Accountants, be and are hereby re-appointed auditors of the Company for the ensuing year and that the Chief Executive and Company Secretary be authorised to agree their remuneration

6. DIRECTORS' FEES

That the Remuneration Committee be authorised to agree the fees payable to the Chairman and the non executive Directors of the Company

Special Business

7. ARTICLES OF ASSOCIATION

That the new Articles of Association of the Company, by Special Resolution, be adopted by the Company

SC

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the Company's Registered Office, Dunsinane Avenue, Kingsway West, Dundee, DD2 3QD, at 12 noon on Wednesday 29 June 1994, to transact the following business:

Ordinary Business

1. to approve the minute of the Annual General Meeting held on 28th June, 1993
2. to adopt the Directors' Report and Accounts of the Company for the year ended 31st December 1993 and the Report of the Auditors thereon
3. to declare a final dividend of 134.2 pence per ordinary share
4. to re-elect as directors, Mr David F Anderson and Mrs Frances M Havenga
5. to re-appoint Bird Simpson & Company, Chartered Accountants, as the Company's Auditors and to authorise the Chief Executive and Company Secretary to determine their remuneration
6. to authorise the Remuneration Committee to determine the Chairman's and non executive Directors' Fees for 1994

Special Business

7. to adopt by Special Resolution, New Articles of Association of the Company in the form annexed to this Notice

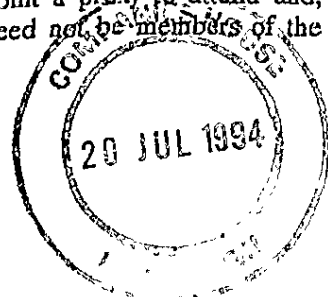
By Order of the Board



George C Blair
Secretary
Registered Office
Kingsway West
Dundee
6 June 1994

Note

A member or corporation entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of him and any proxy or proxies so appointed need not be members of the Company. A proxy form is enclosed.



ARTICLES OF ASSOCIATION

SC 79096 .



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF WRIGHT HEALTH GROUP LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (c) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Regulation be treated as a single Member.

ALLOTMENT OF SHARES

2. (a) The Share Capital of the Company at the date of adoption of these Articles is £332,000 divided into 332,000 Ordinary Shares of £1 each.
- (b) Shares which are comprised in the authorised Share Capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to Article 3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

3. (a) All unissued shares for the time being in the capital of the Company which it shall be determined to issue for cash shall before issue be offered in the first instance for subscription to the Members holding shares of the same class in proportion as nearly as may be to the number of such shares held by them and at the same price.
- (b) Each such offer shall be made in writing and shall specify the number of shares for which the Member is entitled to subscribe and shall limit a time within which the offer if not accepted will be deemed to have been declined and after the expiration of such time or upon receipt of intimation from the Member to whom the offer is made that he declines to accept the shares offered such shares shall be offered for subscription to the other Members in the same manner (mutatis mutandis) as the shares originally offered to them for subscription. Any shares not subscribed by the Members pursuant to the foregoing offers shall be at the disposal of the Directors who may allot dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.

Provided that notwithstanding the provisions of this Article shares provisionally allotted to the Members in proportion to the number of shares of the same class held by them respectively may subject always to the provisions of Article 17(b) (viii) below be renounced in favour of persons other than the Members to whom they were so allotted and shares representing fractional entitlements shall be at the disposal of the Directors as provided in paragraph (b) of this Article.

- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purpose of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

4. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

6. Subject to the provisions of Article 7 the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and the first sentence of Clause 24 in Table A shall not apply to the Company.
7. No share shall be transferred to any person save in accordance with the provisions of this Article:-
 - (a) Except in the case of a Transfer made pursuant to paragraphs (g) and (i) of this Article a Member (hereinafter called "the retiring member") desirous of transferring any shares (hereinafter called "the Shares") shall give a notice in writing (hereinafter in this Article called "a sale notice") to the Company that he desires to transfer the Shares and shall at the same time deposit with the Company the Share Certificate(s) in respect of the shares. Such sale notice shall specify the price at which the retiring member proposes to sell the Shares (hereinafter called "the sale price") and shall constitute the Company his agent to sell the whole (but not a part of the Shares to any member or members for the time being (hereinafter called "the purchasing member or members") at the sale price.
 - (b) Upon receipt of a sale notice the Directors shall give notice of the receipt thereof in the first instance to all the members holding shares of the same class as the Shares other than the retiring member in manner

hereinafter provided offering the Shares for purchase at the sale price to the said holders as nearly as may be in proportion to their respective holdings of share of the same class in the Company and shall limit a time (which shall not be more than 28 days) within which such offer if not accepted in whole or in part shall be deemed to be declined and shall notify such persons that any such person who desires to purchase shares in excess of his said proportion shall in his reply state how many additional shares he desires to purchase at the sale price and if all such persons do not accept their said proportions in full the unaccepted shares shall be used for satisfying the said claims for additional shares. If the members holding shares of the same class as the Shares do not in their replies claim all the Shares the Directors shall offer such of the Shares as are not so claimed to the other members as nearly as may be in proportion to their respective holdings of shares in the Company (regardless of class) in the same manner as the Shares were first offered to the holders of shares of the same class. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted share shall be distributed amongst persons making such claims as nearly as may be in proportion to their respective holdings of shares of the same class in the Company or of shares in the Company (regardless of class) as the case may be provided that no person shall be bound to take more additional shares than those he shall have offered to purchase. The Directors shall offer any such shares as aforesaid which by reason of the proportion borne by them to the number of persons entitled to receive such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot be offered without giving rise to fractions to the members or some of them in such proportions as may be determined by lots to be drawn under the direction of the Directors.

- (c) If the Company shall within thirty days after being served with a sale notice find a purchasing member or members willing to purchase the whole of the Shares and shall give notice thereof to the retiring member he shall be bound upon payment of the sale price to transfer such shares to the purchasing member or members who shall be bound to complete the purchase within one month from the service of the last mentioned notice.
- (d) If in any case the retiring member after having become bound as aforesaid makes default in transferring any of the Shares the Company may receive the purchase money and thereupon the Directors shall nominate some person to execute a transfer of the Shares in the name and on behalf of the retiring member and shall cause the purchasing member's name to be entered in the

Register as the holder of the Shares and the Company shall hold the purchase money in trust for the retiring member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

- (e) If the Company shall not within such period of thirty days as aforesaid find a purchasing member or members for the whole of the Shares and shall not give notice in manner aforesaid or if through no default of the retiring member the purchase of all the Shares shall not be completed within one month after the service on the retiring member shall at any time within three calendar months after the expiration of such period be at liberty subject to Article 6 Clause 24 of Table A (as amended by Article 6) to sell and transfer the Shares or any part thereof to any person and at any price not being less than the sale price. If the retiring member shall sell and transfer any shares to a person under the provisions of this paragraph the Directors may before registering a transfer of such shares to such person require the retiring member and the purchaser of such shares to furnish them with such information supported if the Directors so require by statutory declaration as they may consider necessary in order to be satisfied that the price paid for such Shares was not less than the sale price and that the transfer is not part of a larger transaction or one of a series of transactions under which compensatory benefit is given by or on behalf of the retiring member.
- (f) Any share may be transferred by a member to his family or to the trustees of a trust established by a member for the benefit or primarily for the benefit of his family which shall for the purpose of this paragraph mean any child or other issue, any adopted child, grandchild, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, any adopted child, grandchild, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member and shares standing in the name of a deceased member or his executors or administrators may be transferred to the trustees of his Will and shares standing in the name of the trustees of the Will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will.

- (g) The Directors shall not be entitled to decline to register the transfer of any share made pursuant to the foregoing provisions of this Article save only where registration would result in the number of members of the Company exceeding the limit hereinbefore mentioned.
- (h) Notwithstanding anything to the contrary contained in these Articles:-
 - (i) any RBD Company shall be entitled from time to time and at any time and for any consideration whatsoever to sell or transfer all or any shares in the Company now or which may at any time hereafter be held by it to any other RBD Company or Companies but no RBD Company which is a member shall cease to be an RBD Company unless it shall have first either transferred to another RBD Company or Companies all the shares in the Company then held by it or offered the same for sale to the other members in accordance with the provisions of this Article;
 - (ii) upon any such transfer being made the transferee shall thereupon be registered as the holder of the shares so transferred and any such sale transfer or registration shall be valid and effectual in all respects notwithstanding that the procedure specified in this Article shall not have been followed.

GENERAL MEETINGS AND RESOLUTIONS

- 8. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

9. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general Meeting shall be dissolved.
- (c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

10. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination the maximum number of Directors shall be eight and the minimum number of Directors shall be two.
- (c) Save as otherwise resolved whether before or after the date of adoption of these Articles every Director of the Company shall require to retire from office at the date of the Annual General Meeting of the Company first occurring after he or she has attained the age of 65.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

12. Any Director may by writing under his hand appoint (1) any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him; Provided always that no appointment of a person other than a Director shall be operative unless and until such appointment has been approved by a resolution of the Directors or by a majority of the Directors. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid where requisite appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that if any Director retires either by rotation or, being a Director appointed either to fill a casual vacancy or as an addition to the Directors, at the next annual General Meeting following his appointment but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. The appointment of an alternate Director shall cease and determine on the happening of any event which if he was a Director would render him legally disqualified from acting as a Director or if he has a receiving order made against him or if he compounds with his creditors generally or if he becomes of unsound mind. An alternate Director need not hold a share qualification and shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.
13. Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 18 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

15. (a) A Director may vote at any meeting of the Directors or of any committee of the Directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

16. (a) Every Director or other officer of the Company shall 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 he is acquitted or in connection with any application under Section 144 or Section 727 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. This Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
- (b) Clause 118 in Table A shall not apply to the Company.

SPECIAL ARTICLES

17. So long as RBD is the registered holder of at least 10 per cent of the issued Ordinary Share Capital of the Company then notwithstanding anything to the contrary contained in these Articles the following provisions shall have effect:-

(a) RBD shall be entitled by notice in writing delivered at or sent by recorded delivery to the Company at its registered office for the time being:-

(i) to appoint the person specified in such notice who shall be subject to the approval of the Directors such approval not to be unreasonably withheld as a Director at a fee (including all directors' fees payable to him as a director of any subsidiary of the Company) at the rate of not less than One thousand pounds per annum (together with all reasonable expenses in attending and returning for meetings of the Directors or any committee of Directors or general meetings or in connection with the business of the Company); and

(ii) to remove such Director and to appoint another such person in his stead. Such Director shall not be removed by the Company or be subject to retirement by rotation or otherwise or required to hold any share qualification and shall be at liberty from time to time to make such disclosure to RBD relative to the business and affairs of the Company and of any subsidiary of the Company as he may in his absolute discretion determine. During such time or times (if any) there shall not be a Director appointed by RBD, RBD shall upon written request be entitled to examine the books and accounts of the Company and to be supplied from time to time with such information as to the trading and the financial position and affairs of the Company and of any of its subsidiaries as it may reasonably require.

(b) The Company shall not and shall procure that no subsidiary will without the consent of a majority of the Board of Directors which majority shall include the Director for the time being appointed to the Board by RBD or if there shall for the time being no such Director then without the consent in writing of RBD:-

- (i) create any mortgage or charge whether fixed or floating or any other incumbrance of a similar nature on its undertaking or assets or any part thereof;
- (ii) enter into or give or permit or suffer to subsist any guarantee of the due payment of money or performance of any contract engagement or obligation by any other person;
- (iii) borrow or raise any sum or sums whereby the aggregate amount for the time being outstanding of monies borrowed or raised by the Company its holding company (if any) and all the subsidiaries of the Company or of any such holding company otherwise than from PBD would exceed an amount equal to shareholders' funds being issued Ordinary Share Capital and revenue reserves after writing off goodwill and any other intangibles as determined from time to time. For the purpose of this sub-paragraph any amounts owing by the Company any such holding company or any such subsidiary and outstanding under deferred payment or abnormal credit terms the aggregate amount of any book debts sold by the Company such holding company or subsidiary or invoiced to or through a sales discount company the aggregate amount outstanding under all hire purchase and credit sale agreements entered into for the hire and purchase of goods by the Company and such holding company or subsidiary and any amounts raised by accommodation bills or by acceptances or by acceptances under any acceptance credit opened on behalf of the Company such holding company or subsidiary shall be deemed to be borrowed monies;
- (iv) enter into any contract or other arrangement or commitment involving expenditure on capital account or the realisation of capital assets whereby the amount or the aggregate amount of such expenditure or realisation by the Company any such holding company and all such subsidiaries would exceed £500,000 in any one year or on any one project.

For the purpose of this sub-paragraph the aggregate amount payable under any agreement for hire, hire purchase or purchase on deferred terms shall be deemed to be capital expenditure incurred in the year in which such agreement is entered into;

- (v) engage any new employee at remuneration which shall exceed the rate of Fifty thousand pounds per annum;
- (vi) increase the remuneration of any employee so that the same shall exceed the rate of Fifty thousand pounds per annum or increase the remuneration of any employee whose existing remuneration exceeds such rate. For the purpose of sub-paragraphs (v) and (vi) of this paragraph the expression "remuneration" includes salary, commission, fixed allowance by way of expenses, contributions or premiums paid by the Company, any such holding company or subsidiary to any pension scheme for the benefit or in respect of any policy of assurance on the life of an employee, and all other emoluments;
- (vii) issue any unissued shares for the time being in the capital of the Company or any debentures;
- (viii) without prejudice to the provisions of sub-paragraph (vii) of this paragraph issue Renounceable Allotment Letters or permit any person entitled to receive an allotment of shares to nominate another person to receive such allotment except on terms that no renunciation or nomination shall be registered unless the renouncee or person nominated (a) is approved by a majority of the Board of Directors, which majority shall include the Director for the time being appointed to the Board by RBD or, if there shall for the time being be no such Director approved in writing by RBD or (b) is a member of the family of the person to whom the shares comprised in the Renounceable Allotment Letter were originally allotted or of the person originally entitled to receive the allotment or (c) is a trustee of a trust established by any such person for the benefit or primarily for the benefit of members of his family.

For the purpose of this sub-paragraph (viii) "member of the family" means in relation to any such person any child, or other issue, any adopted child, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband.

(ix) do or permit or suffer to be done any act thing whereby any company which is subsidiary of the Company would cease to a subsidiary.

18. In these articles the expressions "RBD" shall mean Roy Bank Development Limited and "RBD Company" shall mean F or any holding company or subsidiary of RBD and any compa or corporation which succeeds to the whole or any part parts of the undertaking of RBD or any holding company subsidiary of any such company or corporation.
19. None of the provisions of Articles 3(a) and (b), 7, 12, 15, 16 or this Article shall be altered or abrogated so lo as RBD remains the registered holder of at least 10 per ce of the issued Ordinary Share Capital of the Company witho such consent or sanction on the part of RBD as would required if the Shares held by RBD formed a separate cla and the provisions of those Articles were special righ attached to the shares of that class.