

603028 | 1

Number of  
Company } \_\_\_\_\_

Form No. 41

# THE COMPANIES ACT, 1948



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

McNEIL LABORATORIES,  
LIMITED

ted by

Slaughter and May, (EL/PDM)

18 Austin Friars,

London E.C.2.

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
48-50 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, ERIC LYALL

of 18 Austin Friars in the City of London

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "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 (a) a Solicitor

of the Supreme Court engaged in the formation

of McNEIL LABORATORIES,

Limited,

And that all the requirements of the Companies Act, 1948, 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 18 Austin Friars

in the City of London

the 15<sup>th</sup> day of April

one thousand nine hundred and  
fifty-eight.

*Eric Lyall*

Before me,

*H. J. Canagher*

Note.—This margin reserved for binding and must not be written across.

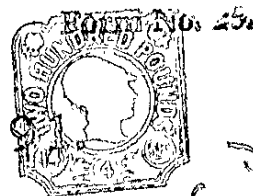
Number of  
Company

603028/2

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital

OF

McNEIL LABORATORIES

17 APR 1915

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten 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 by*

Slaughter and May (EL/PDM) ..

18 Austin Friars, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

McNEIL LABORATORIES

Limited,

is £50,000, divided into:

50,000 Shares of £1 each

-- Shares of -- each

\*Signature Stanger and May

Description Solicitors engaged in the formation.

Dated the 10<sup>th</sup> day of April 1958.

*\*This Statement should be signed by an Officer of the Company, or  
by the Solicitor(s) engaged in the formation.*

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

603028/3



THE COMPANIES ACT, 1948.

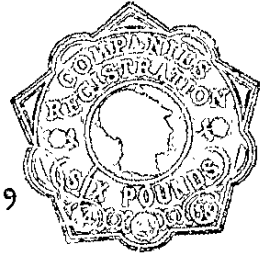
COMPANY LIMITED BY SHARES.



## Memorandum of Association

— OF —

# MCNEIL LABORATORIES, LIMITED



1. The name of the Company is "MCNEIL LABORATORIES, LIMITED".

2. The Registered Office of the Company will be situate in England.

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

- (1) To carry on the business of manufacturers, importers, exporters, buyers and sellers of and dealers in all kinds of pharmaceuticals, ethical or otherwise, chemicals, medicines and medical preparations and drugs whatsoever.
- (2) To carry on the business of chemists, druggists, drysalters, oil and colour producers and manufacturers of and dealers in pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, meat extracts, wines, cordials, liquors, soups, broths and other restoratives, or foods, food substitutes and food preservatives of all kinds.
- (3) To buy, sell, manufacture and deal in rubber, glass, dyes, soaps, coal-tar products, minerals, metals, plastics, cements, oils, paints, pigments and varnishes, dyeware and colours and in proprietary articles of all kinds and electrical, chemical, photographic, surgical and scientific apparatus and materials of every description.

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- 4) To buy, sell, manufacture, adapt, refine, manipulate, conduct research in and in any manner deal with all or any substances, apparatus, machinery, materials, articles and things capable of being used in any of such businesses as aforesaid or of being required by any customers of or persons having dealings with the Company and for any of such purposes to acquire, establish, equip, manage, maintain and develop laboratories, research institutions, factories, warehouses and establishments of all kinds.
- (5) To assist, promote, establish and contribute to, manage, control or support, sick funds and any associations or institutions for providing, upon any terms or conditions, medicines, drugs, medical and surgical preparations and apparatus and restoratives or food aforesaid during sickness or illness.
- (6) To carry on any other businesses, 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 profitable any of the Company's property or rights.
- (7) To apply for, purchase or otherwise acquire any patents, *brevets d'invention*, concessions and the like, trade marks, trade names or copyrights conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights and information so acquired.
- (8) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of the Company.
- (9) To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

- (10) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
- (11) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (12) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (13) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company or capable of being conducted so as directly or indirectly to benefit the Company.
- (14) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (15) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.

- (16) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (17) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (18) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (19) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
- (20) To grant pensions or gratuities to any directors, officers or employees or ex-directors, ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (21) To distribute any of the property of the Company among its Members in specie or kind.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but

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may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each.

We, the several persons whose names and addresses 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 to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
David. N. Arlett, 18, Austin Friars, London, E.C.2 Solicitor's Clerk.	One
<i>P. J. Sanyam</i> <i>18, Austin Friars,</i> <i>London E.C.2.</i> <i>Solicitor's Clerk</i>	One

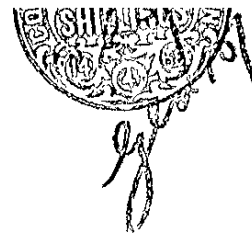
Dated the 9<sup>th</sup> day of April, 1958.

Witness to the above signatures:—

*P. J. Sanyam*  
18, Austin Friars,  
London E.C.2.  
Solicitor



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

REGISTERED

17 APR 1958

## Articles of Association

— OF —

# MCNEIL LABORATORIES, LIMITED

### TABLE A.

1. Subject as hereinafter provided, the regulations contained in Table-A, Parts I and II in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall apply to the Company.

### PRIVATE COMPANY.

2. Regulations 24 and 52 of Part I and Regulation I of Part II of Table A shall not apply.

### SHARE CAPITAL.

3. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each.

4. Subject to the provisions of these presents all unissued shares shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

### PROCEEDINGS AT GENERAL MEETINGS.

5. No business shall be transacted at any General Meeting unless a quorum of Members be present when the meeting proceeds to business; two Members present in person or by proxy together holding or representing not less than one-half of the total voting

rights of all the Members having the right to vote at the meeting shall be a quorum. A corporation being a Member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of Section 139 of the Act. Regulation 4 of Part II of Table A shall not apply.

#### DIRECTORS.

6. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven.

7. The first Directors shall be appointed in writing by the subscribers. Regulation 75 of Part I of Table A shall not apply.

8. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in General Meeting, and such remuneration shall be divided among the Directors as the Board may by resolution determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he had held office during such year. The Directors shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or General Meetings or otherwise incurred while engaged on the business of the Company. Regulation 76 of Part I of Table A shall not apply.

9. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

10. (a) The holders for the time being of a simple majority of the issued ordinary shares of the Company may at any time in writing appoint any person to the office of Director but so that the total number of Directors shall not at any time exceed the number fixed by or in accordance with these presents, and may also in writing at any time and without notice remove a Director from his office of Director but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

(b) Any such appointment or removal shall take effect on the date on which notice in writing thereof is lodged at the registered office of the Company, or on such earlier date as an intimation by cable or wireless to the effect that such notice of appointment or removal has been so signed and posted to the Company is received at the registered office of the Company.

11. The first Directors of the Company and any other Directors from time to time appointed by the holders for the time being of a simple majority of the issued ordinary shares of the Company shall not be liable to retirement by rotation but shall hold office until removal pursuant to Article 10 or vacation of office pursuant to Regulation 88 of Part I of Table A. Regulations 89 to 97 inclusive of Part I of Table A shall not apply.

12. The Board shall have the power if below the minimum number fixed by or in accordance with these presents to appoint any person to be a Director so as to increase the number of Directors to the minimum number.

#### PROCEEDINGS OF BOARD.

13. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman of the Board if present or in his absence the Deputy Chairman of the Board if present shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a Board Meeting. Notice of all Board Meetings shall be given to all Directors provided that such notice shall be sufficiently given if sent to such Directors at addresses given from time to time by such Directors to the Secretary of the Company. Such notice may be given by letter, cable or other means approved by the Board from time to time. Regulation 98 of Part I of Table A shall not apply.

14. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

#### MANAGING DIRECTOR.

15. The Board may from time to time appoint one or more of its body to the office of Managing Director or Assistant Managing Director for such period and upon such terms as it thinks fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. Such appointment of a Director shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* determine if he cease from any cause to be a Director. Regulation 107 of Part I of Table A shall not apply.

## ALTERNATES.

16. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a Resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. The person so appointed shall (except as regards the power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

## PENSIONS AND ALLOWANCES.

17. The Board may grant bonuses, insurance benefits, retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such persons in respect of such benefits, pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Part I of Table A shall not apply.

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NAMES, A

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Dated the

Witness

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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David. v. Anlett,  
18, Austin Friars,  
London, E.C.2.  
Solicitor's Clerk.

P. J. Buryan  
18 Austin Friars  
London. E.C.2.  
Solicitor's Clerk

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Dated the 9<sup>th</sup> day of April, 1958.

Witness to the above signatures:—

J. D. Mahoney  
18, Austin Friars,  
London. E.C.2.  
Solicitor.

DUPLICATE FOR THE FILE

No. 603028



## Certificate of Incorporation

I Hereby Certify That

MCNEIL LABORATORIES, LIMITED

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this Seventeenth day of  
April One Thousand Nine Hundred and Fifty eight.

*A. J. [Signature]*  
ASSISTANT Registrar of Companies

Certificate  
received by

*W. [Signature] for Slaughter & [Signature]*

Date.

17.4.58



MINUTES  
of  
THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS  
of  
McNEIL LABORATORIES LIMITED  
Held At  
SAUNDERTON, HIGH WYCOMBE, BUCKINGHAMSHIRE  
on  
19th October 1983

603028/62

Present:

Mr Th C R van der Meer  
Dr W L Jefferson  
Mr T W Lindsay  
Mr J G Thorne (Secretary) .

1. Notice of Meeting

Mr J G Thorne read the Notice dated 23rd September 1983 concerning the meeting.

A proxy had been received from Ortho-Cilag Pharmaceutical Limited appointing Mr Th C R van der Meer to vote on their behalf.

2. Minutes of the previous Annual General Meeting

The Minutes of the 24th Annual General Meeting held on the 3rd September 1982 were approved.

3. Annual Statement of Accounts

It was resolved that the Report of the Directors and the audited accounts for the year ended 2nd January 1983 be received and approved.

4. Special Resolution

It was resolved that in accordance with the provisions of Section 12 of the Companies Act 1981, the Company being a dormant Company within the meaning of the said Section, Section 14 of the Companies Act 1976 shall not apply and accordingly no auditors shall be appointed.

5. Any Other Business

There being no other business the meeting was declared closed.

JGT/sd  
4/1/84

*[Handwritten signature]*  
