

Number of
Company

968373 / 1

REGISTERED

15 DEC 1969

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 15 (2) of the Companies Act 1948

*Insert the
Name of the
Company.*

ALCON LABORATORIES (U.K.)

LIMITED

Presented by

Presenter's Reference MJFP/EFW

Baker & McKenzie,

Crompton House,

Aldwych, London, W.C.2.

Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
101-102 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; Bedford Row, W.C.1; 15 Hanover Street, W.1;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Birmingham, 3; 19 & 21 North John Street,
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, MALCOLM JOHN FREDERICK PALMER

of Crompton House, Aldwych, London, W.C.2.

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 ALCON LABORATORIES (U.K.)

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 Crompton House, Aldwych,
London, W.C.2.

the 5th day of December

one thousand nine hundred and

sixty nine

Before me,

[Signature]
A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

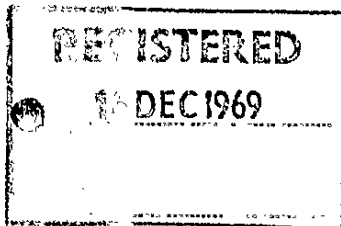
Note.—This margin is reserved for binding and must not be written across.

Number of }
Company }

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75
ccp
1/102

STATEMENT OF THE NOMINAL CAPITAL



OF

ALCON LABORATORIES (U.K.)



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.

THE NOMINAL CAPITAL of the above named Company is £1,000

Signature

M. F. P. L.

Description Solicitor of the Supreme Court engaged in the formation.

Dated the 21st day of November 1969

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presenter's Reference...MJEP/NC.....

Baker & McKenzie,

Crompton House, Aldwych, W.C.2.

5 DEC 1969

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



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The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

968373 / 3



MEMORANDUM OF ASSOCIATION

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of

ALCON LABORATORIES (U.K.) LIMITED

REGISTERED

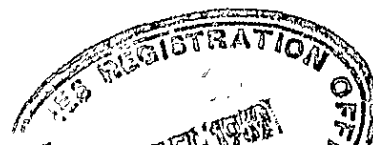
15 DEC 1969

1. The name of the Company is ALCON LABORATORIES (U.K.) LIMITED.

2. The registered office of the Company will be situate in England.

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

- (A) To carry on the business of manufacturing, producing, acquiring, buying, selling, leasing, distributing, soliciting orders for, exporting, importing and otherwise dealing in all kinds of ophthalmic products, chemicals, drugs, medicines and chemical, medical, medicinal and pharmaceutical preparations, compounds, and products and medical, dental, hospital, surgical, laboratory and scientific instrumentation, supplies, equipment, apparatus and devices, together with all parts and accessories therefor.
- (B) To manufacture and produce, and either as principals or agents, trade and deal in any articles belonging to any such business and all apparatus, appliances and things used in connection therewith, or with any inventions, patents or privileges for the time being belonging to the Company.
- (C) To amalgamate or enter into partnership or enter into any arrangement for sharing of profits, evening of interest, co-operation, joint venture, reciprocal concession or otherwise, with or to act as agents for any person or company carrying on or engaged in or



about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- (D) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (E) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (F) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (G) To borrow and raise money and to secure or discharge any debts or obligations of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (H) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (I) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.

- (J) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (L) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (M) To sell, lease, grant licences, easements 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 or securities of any other company whether fully or partly paid up.
- (N) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) 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.
- (P) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, 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, and to establish and contribute to any scheme for the purpose by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.

(Q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

(R) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital, voting or otherwise.

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 our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS	Number of Shares taken by each Subscriber
M. F. Palmer Crompton House Aldwych London W.C.2. Solicitor.	1 (one)
T. J. T. T. T. Crompton House. Aldwych London, W.C.2. Secretary	1 (one)

Dated this 21st day of November 1969.

Witness to the above signatures.

John M. Edwards
Crompton House.
Aldwych.
London W.C.2
Secretary.

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968373 / 4

The Companies Acts, 1948 to 1967



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ALCON LABORATORIES (U.K.) LIMITED

REGISTERED
15 DEC 1969

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part I") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A, Part I, shall apply to the construction of these Articles. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of 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 such employment and have continued after the determination of that 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 purposes of this paragraph be treated as a single member.
- (C) No invitation shall be made to the public to subscribe for any shares or debenture of the Company.

CAPITAL

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

SHARES

4. Save as hereinafter provided all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

5. Unless otherwise directed by Ordinary Resolution all or any unissued shares shall before issue be offered to the members holding Ordinary Shares in proportion as nearly as circumstances admit to their existing holdings of such shares. Any such offer shall be made by notice in writing specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to have been declined; and after the expiration of that time or on the receipt of an intimation from the member concerned that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think fit. The Directors may likewise so dispose of any unissued shares, which (by reason of any difficulty in apportioning the same) cannot in the opinion of the Directors conveniently be so offered.

LIEN

6. The liens given by clause 11 of Table A, Part I shall extend to every share in the capital of the Company whether fully paid or not.

TRANSFER AND TRANSMISSION OF SHARES

7. The instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

8. Subject to the provisions of clause 24 of Table A, Part I, any share may at any time be transferred to a person who is already a holder of shares in the capital of the Company for the time being. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

9. Two members present in person or by proxy or by representatives appointed under clause 74 of Table A, Part I, shall be a quorum at any General Meeting. Clause 53 of Table A, Part I shall be modified accordingly.

10. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A, Part I shall be modified accordingly.

11. 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 attend and vote at General Meetings (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

DIRECTORS

12. Unless and until otherwise resolved in accordance with clause 94 of Table A, Part I, the Directors shall not be less than two nor more than six in number. A member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Clause 75 of Table A, Part I shall not apply to the Company.

13. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Clause 76 of Table A, Part I shall not apply to the Company.

14. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

15. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Clause 77 of Table A, Part I shall not apply to the Company.

BORROWING POWERS

16. The proviso to clause 79 of Table A, Part I shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

17. No Director shall be disqualified by his position as

Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A, Part I shall not apply to the Company.

RETIREMENT OF DIRECTORS

18. The office of a Director shall be vacated in any of the following events, namely:-

- (A) If he become prohibited by law from acting as a Director.
- (B) If (not being a Managing Director holding office as such for a fixed term) he resign by writing under his hand left at the registered office.
- (C) If he have a receiving order made against him or compound with his creditors generally.
- (D) If he become of unsound mind.
- (E) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.
- (F) If he is removed from office by a resolution signed by the remaining Directors.

Clause 88 of Table A, Part I shall not apply to the Company.

19. The Directors shall not be subject to retirement by rotation and accordingly clauses 89 to 93 of Table A, Part I shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

20. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Clause 106 of Table A, Part I shall not apply to the Company.

ALTERNATE DIRECTORS

21. (A) Any Director may at any time by writing under his hand, and deposited at the registered office, appoint any person approved by the Directors to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which,

if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director.

(C) An alternate Director shall be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and to count towards a quorum at such meeting and generally at such meeting to perform all functions of his appointor as a Director. An alternate Director (except as regards remuneration and the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the Directors of the Company and each alternate Director while so acting shall exercise and discharge all the functions, powers and duties of the Director whom he represents when such Director is absent from the United Kingdom. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director, and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

NOTICES

22. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Clause 131 of Table A, Part I shall not apply.

23. A notice may be given by the Company to the persons entitled to share in consequence of the death or bankruptcy of a member by sending it through the post in a pre-paid letter addressed to them by name, or by the title of representatives of the deceased or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Clause 133 of Table A, Part I shall not apply.

24. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member who has supplied an address to the Company. Clause 134(a) of Table A, Part I shall be modified accordingly.

INDEMNITY

25. Subject to the provisions of the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A, Part I shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. J. Palmer
Crompton House
Aldwych
London W.C. 2
Solicitor

Clayton,
Crompton House,
Aldwych,
London, W.C. 2.

Secretary

Dated This 21st day of November 1964

Witness to the above signatures -

Rene J. M. Edwards
Crompton House,
Aldwych,
London W.C. 2,
Secretary.



CERTIFICATE OF INCORPORATION

No. 988373

I hereby certify that

ALCON LABORATORIES (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at London the **15TH DECEMBER, 1969.**


(F. L. KNIGHT)

Assistant Registrar of Companies