

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

Memorandum

AND

New Articles of Association

(Adopted by Special Resolution passed on 19th December 1997)

OF

BOOTS THE CHEMISTS LIMITED

Company Number - 928555

(Incorporated the 11 th day of March, 1968)



COMPANY LIMITED BY SHARES

Special Resolution
OF
BOOTS THE CHEMISTS LIMITED

Passed on 27th September, 1973

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 1 Thane Road West, Nottingham, on Thursday the 27th day of September, 1973 the following RESOLUTION was duly passed as a Special Resolution:—

SPECIAL RESOLUTION

THAT the draft Provisional Order, as proposed to be applied for, to empower Boots The Chemists Limited to construct a building or structure above the level of certain highways in the City of Aberdeen, and for other purposes, now submitted to the meeting, be and the same is hereby approved subject to such additions, alterations and variations as may be made during the progress thereof and as may be approved by the Directors of the Company.

H. T. MILNES,
Joint Secretary.





Certificate of Incorporation

I hereby certify that

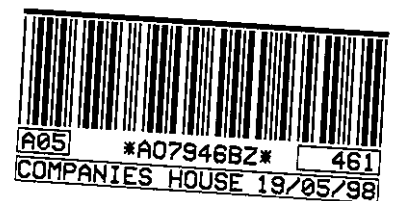
BOOTS THE CHEMISTS LIMITED

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

Given under my hand at London the 11th March, 1968.

F. L. KNIGHT,

Assistant Registrar of Companies.



THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY SHARES

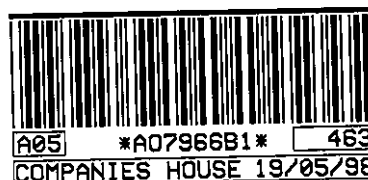
Memorandum of Association

OF

BOOTS THE CHEMISTS LIMITED

1. The name of the Company is "BOOTS THE CHEMISTS 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 purchase and take over the undertaking, and all or any of the property, and assets, and all or any of the debts, liabilities and engagements of the following companies as going concerns, namely, Boots The Chemists (Eastern) Limited, Boots The Chemists (Lancashire) Limited, Boots The Chemists (Western) Limited, Boots The Chemists (Southern) Limited and Boots The Chemists (Northern) Limited and to pay for the same either in cash or in shares, or partly in cash and partly in shares and by entering into indemnities in respect of liabilities and on such other terms as the Company shall think fit.
 - B) To carry on the business of wholesale, retail, manufacturing and dispensing chemists and druggists.
 - C) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on.
 - D) To carry on the business of artists' colourmen and merchants in oils, paints, colours and brushes, and artists' and painters' requisites of all descriptions. :

S214



- E) To deal in mineral and aerated waters, syrups and other beverages of all descriptions.
- F) To deal in surgical, electrical, photographic, and other scientific apparatus, instruments, and requisites of all descriptions.
- G) To deal in books, magazines and stationery.
- H) To establish and carry on stores in any place or places, and to buy, sell, manufacture and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail, to transact every kind of agency business, and to carry on the business in all its branches of a storekeeper.
- I) To carry on any trade, business or mercantile operation which in the opinion of the Directors of the Company may be incident, auxiliary or conducive to the objects aforesaid or any of them, and whether on account of the Company alone, or with or for any other company or person.
- J) To acquire by purchase or grant, or otherwise, take out and to work and sell any inventions, patent rights, copyrights, trade secrets, or privileges in connection with the said business, or any other business for the time being carried on by the Company, and to procure foreign patents in respect of any such inventions, and to grant or sell all or any estate or interest of and in the inventions, patent rights, or privileges of or to which the Company may from time to time be possessed or entitled, and to grant licences to use, work, or vend the same.
- K) To purchase or take on lease, or otherwise acquire and hold any freehold, copyhold, or leasehold land, houses, factories, wharves, buildings, and hereditaments in the United Kingdom or elsewhere, and to sell, lease, let and dispose of the same, and to make, construct, and build any buildings or works for the purposes of the Company.
- L) To sell absolutely or conditionally the undertaking, assets, and property of the Company, or any rights or interests therein, or any portion of the same, to any other company, association, or person, for such price in money or shares, and on such terms as the Company shall sanction, and to take over and acquire by purchase or otherwise the whole or any part of the undertaking, assets, and property of any other company or person, or to amalgamate with any other company established for objects similar in general character to the objects of this Company, and to take and hold any shares, stock, or debentures respectively in any company whatsoever in which the liability of the Members shall be limited to the amount of their shares or stock, and whether such company shall be established in the United Kingdom or elsewhere.

- M) To establish agencies in connection with the business for the time being of the said Company in this country, or in such foreign places as the Directors of the Company may from time to time determine.
- N) To draw, accept, indorse, and make bills of exchange, promissory notes, and other negotiable instruments.
- O) To borrow or receive deposits or loans of money at interest or otherwise, and to make and issue as security for the same, or for any moneys owing or raised by the Company, debenture bonds or stock, redeemable or irredeemable, or mortgage debentures, or mortgages or charges with or without powers of sale, mortgaging or charging the whole or any part or parts of the undertaking and property of the Company (including its unpaid capital, whether called or not), and to lend money upon such security as shall be thought fit, or without security, and to guarantee the payment of any money or the performance of any contract or work by any other company or person.
- P) To promote any other company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- Q) To distribute any of the property of the Company among the Members in specie by way of dividend or otherwise.
- R) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.
- S) To pay for any property to be acquired by the Company, either wholly or partially, by fully or partly paid shares, debenture stock, debentures, or bills of the Company or otherwise, and on such terms in all respects as the Company shall think fit.
- T) To pay all expenses preliminary or incidental to the promotion of the Company.
- U) To maintain, establish, and aid institutions, funds, or trusts for the benefit of persons whether employed by or having dealings with the Company or not, including schools, libraries, dispensaries, infirmaries, provident societies, clubs, mechanics' and other institutions, and friendly societies, and to grant pensions and allowances or make payments towards insurance.

- V) To pay to all or any servants and workmen employed by the Company such bonus, gratuity, allowance, percentage, or share of the profits of the Company as the Company may think desirable.
- W) To do all or any of the above things either as principals, agents, contractors, or otherwise, and either alone or in conjunction with any other person, company, or association and either by or through agents, sub-contractors, trustees or otherwise.
- X) To do all such things as are incidental or conducive to the attainment of the above objects.

AND it is hereby declared that the word "company" in this Clause, except where used in reference to this 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 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 £100 divided into One hundred shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

NOTES:-

On 29th March 1968 the capital of the Company was increased to £9,750,000 by the creation of 9,749,900 Ordinary Shares of £1 each.

On 27th March 1998 the capital of the Company was increased to £709,750,000 by the creation of 700,000,000 ordinary 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 our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>R.C. HARVEY, 18 Austin Friars, London, E.C.2. <i>Solicitor.</i></p>	<p>One</p>
<p>N. HALSTED, 18 Austin Friars, London, E.C.2. <i>Solicitor's Clerk.</i></p>	<p>One</p>

DATED the 28th day of February, 1968.

WITNESS to the above Signatures:-

G.P.J. FINN,

18 Austin Friars,

London, E.C.2.

Solicitor's Articled Clerk.

S214

BOOTS THE CHEMISTS LIMITED

WRITTEN RESOLUTIONS

We, the undersigned, being all the Members of the Company who at the date hereof would be entitled to receive notice of and vote at a general meeting of the Company, HEREBY RESOLVE as follows:

1. THAT pursuant to section 381a of the Companies Act 1985 ("the Act") the following resolutions are hereby passed as Elective Resolutions:
 - i) THAT the Company hereby elects pursuant to section 80A(1) of the Act that the provisions of section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal hereafter of an authority under that section for the allotment of relevant securities.
 - ii) THAT, pursuant to section 366A of the Act, the Company hereby elects to dispense with the holding of annual general meetings for the current year and all subsequent years.
 - iii) THAT, pursuant to section 386 of the Act, the Company hereby elects to dispense with the obligation to appoint auditors annually.
 - iv) THAT, pursuant to section 252 of the Act, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting for the current financial year and all subsequent financial years.
 - v) THAT, pursuant to sections 369(4) and section 378(3) of the Act, the Company hereby elects that the said sub-sections shall have effect in relation to the Company as if for the references in those sections to 95 per cent there were substituted reference to 90 per cent or such percentage, but not less than 90 per cent, as may be specified by the Company in general meetings.
2. THAT the following resolution is hereby passed as a SPECIAL RESOLUTION: THAT the regulations set forth in the printed document attached to this written resolution and for the purposes of identification signed by all the Members BE APPROVED AND THAT the said new Articles of Association BE ADOPTED as the Articles of Association of the Company, in substitution for and to the exclusion of all the existing Articles thereof.

K ACKROYD

I A HAWTIN

For and on behalf of
The Boots Company PLC

For and on behalf of
The Boots Company (Nominees) Limited

5th March 1992

5th March 1992

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

BOOTS THE CHEMISTS LIMITED

(Company Number 928555)

Adopted by Special Resolution passed on 19 th December, 1997

1. PRELIMINARY

Subject as hereinafter provided, the Regulations contained in or made applicable by Table A in the Companies (Tables A to F) Regulations 1985 shall apply to the Company. If, and for so long as, the Company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

2. TRANSFER OF SHARES

Regulation 24(c) of Table A shall not apply.

3. WRITTEN RESOLUTIONS

Regulation 53 of Table A shall not apply. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at meetings of the Company (or, if any such member is a company or corporation, signed on its behalf by any director or the secretary thereof) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several instruments in like form each signed by (or on behalf of) one or more members. In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of this Regulation.

4. CORPORATE REPRESENTATIVES

Notwithstanding section 375 of the Act any director or the secretary of any member (such member being itself a company or corporation) may act as that member's duly authorised representative at any meeting of the Company or the member may, by notice in writing in any form signed on the member's behalf by any director or the secretary of that member, appoint any other person to be the member's duly authorised representative at any such meeting.

5. APPOINTMENT AND REMOVAL OF DIRECTORS

So long as there is a majority holder (meaning any member registered as holding a majority in nominal value of the issued ordinary share capital of the Company), Regulations 73 to 80 (inclusive) of Table A shall not apply.

The majority holder shall have power at any time and from time to time, by notice to the Company in writing in any form:-

- i) to appoint any person a director or secretary of the Company; and/or
- ii) to remove any director or secretary of the Company from office.

Where the majority holder is a company or corporation, such notice shall be in writing signed on its behalf by any director or the secretary thereof.

6. PENSIONS ETC

Regulation 87 of Table A shall not apply.

In relation to past and present directors and employees and their families or dependants or any of them, the directors may as they think fit (or as the Company may direct):-

- a) establish and maintain pension, superannuation, insurance and similar schemes;
- b) contribute to associations or funds which may benefit any such persons, and/or
- c) pay expenses and contributions and do such other things in relation to such schemes, associations or funds.

7. PROCEEDINGS AT GENERAL MEETINGS

For all purposes of these articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly. If, and for so long as, the Company has only one member, that member or a proxy for that member, or a duly authorised representative of a corporation shall be a quorum at any general meeting of the Company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

8. PROCEEDINGS OF DIRECTORS

All or any of the directors may participate in any meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

9. POWERS AND DUTIES OF DIRECTORS

Subject to the provisions of Section 317 of the Act as to disclosure of interest, a director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the directors at which such contract or arrangement is considered and, accordingly, Regulations 94, 95 and 96 of Table A shall not apply.

10. DIVISIONAL DIRECTORS

- a) The directors may decide that the business of the Company (or any part or parts thereof) may be carried on as a division or divisions of the Company and may discontinue or amalgamate any such division.
- b) The directors may constitute a divisional board of each division and appoint divisional directors to manage the affairs of such division. All such divisional directors shall be appointed and removed by the directors as they may think fit (or as the Company may direct).
- c) The directors may delegate to a divisional board with powers to sub-delegate) such of their powers, authorities and discretions in relation to that division and on such terms and conditions as they may think fit.
- d) A divisional director shall not be constituted a director of the Company by reason only of holding the position of divisional director.