

Company No 02175700

THE COMPANIES ACT 2006

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

PRIMA DENTAL MANUFACTURING ("the Company")

By Resolutions in writing signed on 12th May 2010 pursuant to Chapter 2 of Part 13 of the Companies Act 2006 by all of the members for the time being entitled to receive notice to attend and vote at General Meetings of the Company the following RESOLUTIONS were duly passed -

- 1 That the Articles of Association of the Company are amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006 ("2006 Act"), are to be treated as provisions of the Company's Articles of Association
- 2 That the Articles of Association set out in the document attached to this resolution be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company

Dated 12th May 2010

Signed 

Director

WEDNESDAY



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COMPANIES HOUSE

COMPANY NUMBER 02175700

THE COMPANIES ACT 2006

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

PRIMA DENTAL MANUFACTURING ("the Company")

(Incorporated on 1ST October 1987)

(adopted by special resolution passed on 12th May 2010)

MODEL ARTICLES

1 In these articles

"the Act" means the Companies Act 2006,

"Model Articles" means the model articles for private companies limited by shares contained in Schedule 1 of The Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these articles, and

"Parent Company" means a company which is the registered holder of not less than ninety per cent of the issued shares ,

A reference in these articles to a "regulation" is a reference to the regulation of that number in the Model Articles

2 The regulations contained in the Model Articles, apart from regulations 11(2), 14 (1) - (4), 26(5), 52 and 53, apply to the Company except insofar as they are inconsistent with these articles

SHARE CAPITAL

- 3 The Company disapples in perpetuity all previous provisions contained in its memorandum or articles of association relating to its authorised share capital

TRANSFER OF SHARES

- 4 The directors shall register a transfer of shares which is presented for registration duly stamped

PROCEEDINGS AT GENERAL MEETINGS

- 5 If and so long as there is a Parent Company, its representative shall be the only person to constitute a quorum at general meetings

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- 6 1 If and so long as there is only one member of the company, a decision taken by the member, which may be taken in general meeting, is as effective as if agreed by the Company in general meeting

- 6 2 A decision taken by a sole member under article 6 1 (unless taken by way of a written resolution) shall be recorded in writing and a copy shall be provided to the Company

NUMBER OF DIRECTORS

- 7 The minimum number of directors is one and, unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum A sole director may exercise all the powers and discretions given to the directors by these articles

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 8 Any person who is willing to act may be appointed as a director, either to fill a casual vacancy or as an additional director, by the Parent Company (if there is one) giving notice to the Company of the appointment or (if there is no Parent Company) by a resolution of the directors

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- 9 A director is not required to hold qualification shares

DISQUALIFICATION AND REMOVAL OF DIRECTORS

10. Regulation 18 is amended:

10 1 by deleting paragraph (d) in its entirety,

10 2 by deleting paragraph (f) in its entirety and replacing it with the following wording -

“(f) notification is received by the Company and the Parent Company that the director is resigning from office, and such resignation has taken effect in accordance with its terms”, and

10 3 by adding at the end the following paragraph

“(g) he is served a written notice, signed on behalf of the Parent Company (if there is one) or, if there is no Parent Company, signed by or on behalf of the holder of shares conferring a majority of the voting rights conferred by all the shares, requiring him to resign”

- 11 A person is not disqualified from being a director by having attained any particular age

DIRECTORS' APPOINTMENTS AND INTERESTS

- 12 Subject to ss 177(5) and 177(6) and ss 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company

12 1 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

12 1 2 shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he is interested,

- 12 1 3 shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested,
- 12 1 4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor or accountant) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- 12 1 5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and
- 12 1 6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in s 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under s 176 of the Act

13 DIRECTORS' CONFLICTS OF INTEREST

- 13 1 The directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an "Interested Director") breaching his duty under s 175 of the Act to avoid conflicts of interest (each "a Conflict")
- 13 2 Any authorisation under this article 13 will be effective only if
- 13 2 1 to the extent permitted by the Act, the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;

- 13 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
- 13 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted
- 13 3 Any authorisation of a Conflict under this article 13 may (whether at the time of giving the authorisation or subsequently)
 - 13 3 1 extend to any actual or potential Conflict which may reasonably be expected to arise out of the matter or situation so authorised,
 - 13 3 2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - 13 3 3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors vote in relation to any resolution related to the Conflict,
 - 13 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit,
 - 13 3 5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and
 - 13 3 6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters

- 13.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict
- 13.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation
- 13.6 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that, if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to
- 13.6.1 disclose such information to the directors or to any director or other officer or employee of the Company, or
- 13.6.2 use or apply any such information in performing his duties as a director,
- where to do so would amount to a breach of that confidence
- 13.7 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds

DIRECTORS' GRATUITIES AND PENSIONS

14. Regulation 19(2) is amended by replacing "Directors are entitled to such remuneration as the directors determine" with "Directors are entitled to such remuneration as the directors (with the prior approval of the Parent Company) determine"

PROCEEDINGS OF DIRECTORS

- 15 The quorum for the transaction of the business of the directors is two except when there is only one director. When there is only one director, he may exercise all the powers conferred on directors by these articles.
- 16 Regulation 12(1) is amended by replacing "The directors may appoint a director to chair their meetings" with "The Parent Company (if there is one) may appoint and remove the chairman of the board of directors by notice to the Company. If and so long as the position of chairman is vacant, the directors may appoint one of their number to be the chairman".

DIVIDENDS

- 17 Regulation 30(6) is amended by replacing "The directors may pay at intervals any dividend payable at a fixed rate" with "The directors may pay (with the approval of the Parent Company (if there is one)) at intervals any dividend payable at a fixed rate".

ACCOUNTS

- 18 Regulation 50 is amended by replacing "no person is entitled to inspect" with ". no person other than the Parent Company (if there is one) is entitled to inspect".

INDEMNITY

- 19 1 Subject to article 19 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled

- 19 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer of the Company

- 19 1 1 1 in the actual or purported execution and/or discharge of his duties, or in relation to them, and

19 1 1 2 in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in s 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer of the Company, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

19 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 19 1 1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

19 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

19 3 In this article

19 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

19 3 2 a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by s 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor)

20 INSURANCE

20 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

20 2 In this article

20 2 1 a "relevant officer" means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by s 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor);

20 2 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

20 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate