

Company Number 2548412

**The Companies Acts 1985 to 1989
Private Company Limited by Shares**

MEMORANDUM

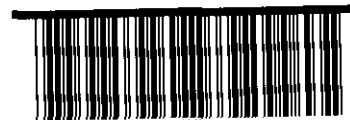
and

ARTICLES OF ASSOCIATION

of

ALLIANCE UNICHEM OVERSEAS HOLDINGS LIMITED

Incorporated 15th October 1990



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Private Company Limited by Shares**

MEMORANDUM OF ASSOCIATION

of

ALLIANCE UNICHEM OVERSEAS HOLDINGS LIMITED

1. The Company's name is Alliance UniChem Overseas Holdings Limited.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To carry on the business of a holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell, or dispose of the same; and to vary any of the investments of the Company, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and business of every description.
 - (b) To co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company.
 - (c) To carry on business as a general commercial company and any trade or business whatsoever and any lawful purpose pursuant to the Companies Act 1985.
 - (d) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (e) To apply for, register, 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, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (f) To acquire and undertake the whole of 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 the 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 partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.
- (g) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (h) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (i) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (j) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem

calculated directly or indirectly to prejudice the Company's interests.

- (m) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (n) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (p) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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.
- (q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) To distribute among the members of the company in kind any property of the company of whatever nature.
- (u) To pay all or any expenses incurred in connection with the promotion, formation 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 or other securities of the Company.

- (v) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (w) Subject to and in accordance with a due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act.
- (x) To procure the Company to be registered or recognised in any part of the world.
- (y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of the powers given to it by the Act or by this Clause.

AND so that:

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provisions set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

(2) 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 unincorporated and whether domiciled in the United Kingdom or elsewhere.

(3) In this clause the expression 'the Act' means the Companies Act 1985, but so that any reference in this clause 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.

(4) The liability of the member(s) is limited.

(5) The Company's share capital is £144,898,000 divided into 500,000 ordinary shares of £1 each and 1,443,980 fixed rate cumulative preference shares of £100 each.

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Private Company Limited by Shares**

ARTICLES OF ASSOCIATION

of

ALLIANCE UNICHEM OVERSEAS HOLDINGS LIMITED

1 PRELIMINARY

1.1 The Regulations constituting 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) ("Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles.

1.2 Expressions defined in regulation 1 of Table A or the Act shall where the context admits bear in these Articles the meanings so defined.

2. SHARE CAPITAL

2.1 The authorised share capital of the Company is £144,898,000 divided into 500,000 Ordinary shares of £1 each and 1,443,980 fixed rate cumulative preference shares of £100 each. The rights attaching to the ordinary and fixed rate cumulative preference shares are specified in paragraph 4 below.

3. SHARES

3.1 Subject to paragraph 3.2 below all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

3.2 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital from time to time of the Company; and that this authority shall expire on the fifth anniversary of the date of the adoption of these Articles of Association unless varied or revoked or renewed by the Company in General Meeting.

3.3 The directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or

agreement which will or may require relevant securities to be allotted after the expiry of such authority.

4. **ORDINARY AND FIXED RATE CUMULATIVE PREFERENCE SHARES**

4.1 The rights attaching to the ordinary shares and the fixed rate cumulative preference shares shall rank *pari passu* in all respects save as specified in this paragraph.

4.2 Income

Profits of the company available for distribution and resolved to be distributed shall be applied:

FIRST, in paying to the holders of the fixed rate cumulative preference shares a fixed cumulative preferential dividend at the rate per annum of nine and a half (9½) per cent. (inclusive of any imputed tax credit available to shareholders) on the capital for the time being paid up or credited as paid up thereon, such dividend to be paid semi-annually on 8th January and 8th July (or, if not a business day, on the next business day) in each year, in each case in respect of the six (6) month period ending on that date (except that the first preference dividend is payable on 8th January, 2003 in respect of the period starting on the day after the day of first allotment of the preference shares and ending on that date); and SECOND, the balance of such profits resolved to be distributed shall be distributed among the holders of the ordinary shares held by them respectively.

4.3 Capital

On a return of assets on a winding up the assets of the company available for distribution among the members shall (subject to the provisions of the Act as amended or re-enacted from time to time and any other provisions of law relating to companies) be applied:

FIRST, in repaying to the holders of the fixed rate cumulative preference shares the amounts paid up on the fixed rate cumulative preference shares held by them respectively, together with a sum per fixed rate cumulative preference share equal to the fixed cumulative preferential dividend for the period from the day following the last preceding annual dividend period up to (and including) the date of the winding up.

SECOND, the balance of such assets shall belong to and be distributed among the holder of the ordinary shares in proportion to the amounts paid up on the ordinary shares held by them respectively.

4.4 Voting and General Meetings

(i) The holders of the fixed rate cumulative preference shares shall have the right to receive notice of and to attend (either in person or by proxy) General Meetings of the Company but shall not be entitled to vote thereat (either personally or by

proxy) unless, at the time when notice of such meeting is sent to members, a resolution is to be proposed abrogating or varying any of the privileges of the holders of the fixed rate cumulative preference shares (in which event the fixed rate cumulative preference shares shall entitle the holders thereof to vote on such resolution only) or for the winding up of the Company.

- (ii) Whenever the holders of the fixed rate cumulative preference shares are entitled hereunder to vote upon any resolution, on a show of hands every holder thereof who (being an individual) is present in person or (being a corporation) is present by a representative or proxy shall have one vote and on a poll every holder thereof who is present in person or by proxy shall have one vote in respect of each fully paid fixed rate cumulative preference share registered in the name of such holder.
- (iii) At any separate meeting of the holders of fixed rate cumulative preference shares provisions of the Act as to quorum shall apply.

5. LIEN AND FORFEITURE

5.1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien on the Company on that share.

5.2 In regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it"; and that the same words shall be substituted in regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

6. GENERAL MEETINGS AND RESOLUTIONS

6.1 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.

6.2 No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph 5.3 below two persons entitled to vote upon the business to be transacted, either being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

6.3 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.

6.4 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 or to such other day and at such other 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.

6.5 Clauses 40 and 41 in Table A shall not apply to the Company.

7. RESOLUTIONS IN WRITING

7.1 If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of written resolution, that decision shall be valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

7.2 Any decision taken by a sole Member pursuant to paragraph 6.1 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book.

8. VOTES OF MEMBERS

8.1 In regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or by proxy".

8.2 In regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used".

9. DIRECTORS

9.1 Regulations 73 to 80 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

9.2 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.

9.3 A director may vote as a director on any resolution concerning 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; and regulation 94 of Table A shall be modified accordingly.

9.4 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of the director shall call a meeting of the directors. It shall be necessary to give notice of the meeting to a director even if he is absent from the United Kingdom. It shall not be necessary for the directors to be physically present in the same place for a meeting of the directors to be held provided that such directors participating therein form a quorum and are in contact with each other by telephone, teleconference or by like instantaneous electric means of communication. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own. Regulation 88 of Table A shall not apply to the Company.

9.5 A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held and if in writing may consist of several documents in the like form each signed by one or more directors.

10. THE SEAL

10.1 The seal, if any, shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

11. SINGLE MEMBER COMPANY

11.1 If at any time, and for so long as, the Company has a single member all provisions of these Articles shall (in the absence of any expressed provisions to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

12. INDEMNITY

12.1 Subject to the provisions of the Act and in addition to such Indemnity as is contained in regulation 118 of Table A every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

13. **TRANSFER OF SHARES**

13.1 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; and regulation 24 of Table A shall be modified accordingly.