

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5960843

The Registrar of Companies for England and Wales hereby certifies that

RECKITT BENCKISER TREASURY SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 9th October 2006



\*N05960843M\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP010.

**Company Name in full**

RECKITT BENCKISER TREASURY SERVICES LIMITED

I, ELIZABETH ANNE RICHARDSON

of RECKITT BENCKISER PLC

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [~~Solicitor engaged in the formation of the company~~][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

*Elizabeth Richardson*

Declared at

Slough, Berkshire

Day Month Year

on

06 10 2006

● Please print name

● before me

GILES RICHMOND SHEDDEN

**Signed**

Date

06.10.2006

Giles R. Shedd  
Solicitor  
Charsley Harrison  
Windsor House  
Victoria Street  
Windsor  
Berkshire SL4 1EN

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

KAY-LISA FRASER, ASST COMPANY SECRETARY,

103-105 BATH ROAD, SLOUGH, BERKSHIRE, SL1 3UH

Tel +44 (0)1753 44 66 79

DX number

DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ**

**DX 33050 Cardiff**

for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Notes on completion appear on final page

**Company Name in full**

**First directors and secretary and intended situation of registered office**

RECKITT BENCKISER TREASURY SERVICES LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Post town

County / Region

103-105 BATH ROAD	
SLOUGH	
BERKSHIRE	Postcode SL1 3UH

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

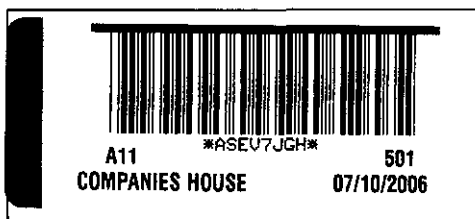
County / Region

RECKITT BENCKISER PLC	
103-105 BATH ROAD	
SLOUGH	
BERKSHIRE	Postcode SL1 3UH

Number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

KAY-LISA FRASER, ASST COMPANY SECRETARY,	
103-105 BATH ROAD, SLOUGH, BERKSHIRE, SL1 3UH	
Tel +44 (0)1753 44 66 79	
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 for companies registered in England and Wales  
 or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
 for companies registered in Scotland DX 235 Edinburgh

**Company Secretary** (See notes 1-5)

Company name RECKITT BENCKISER TREASURY SERVICES LIMITED

Name \* Style / Title \* Honours etc

\* Voluntary details.

Forename(s) ELIZABETH ANNE

Surname RICHARDSON

Previous forename(s)

Previous surname(s)

Address 6 ALDWICK DRIVE

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town MAIDENHEAD

County / Region BERKSHIRE Postcode SL6 4JQ

Country ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature *Elizabeth Richardson* Date 4.10.06**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name \* Style / Title MR \* Honours etc

Forename(s) COLIN RICHARD

Surname DAY

Previous forename(s)

Previous surname(s)

Address THE BEECHES

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town BEACONSFIELD

County / Region BERKSHIRE Postcode HP9 1HR

Country ENGLAND

Date of Birth Day Month Year 2 1 0 3 1 9 5 5 Nationality BRITISH

Business occupation FINANCE DIRECTOR

Other directorships IMPERIAL TOBACCO PLC

WPP GROUP PLC

I consent to act as director of the company named on page 1

Consent signature *Colin Richard Day* Date 6.10.06

**Company Secretary** (See notes 1-5)

(continued)

Company name RECKITT BENCKISER TREASURY SERVICES LIMITED

Name \* Style / Title \* Honours etc

\* Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name \* Style / Title MR \* Honours etc

Forename(s) SIMON JEREMY

Surname EDWARDS

Previous forename(s)

Previous surname(s)

Address 132 WESTHALL ROAD

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town WARLINGHAM

County / Region SURREY Postcode CR6 9BU

Country ENGLAND

Date of Birth Day Month Year 0 3 0 4 1 9 6 1 Nationality BRITISH

Business occupation TAX DIRECTOR

Other directorships THE PADDOCKS (WESTHALL ROAD) WARLINGHAM RESIDENTS

ASSOCIATION LIMITED

I consent to act as director of the company named on page 1

Consent signature Date 6/10/06



**Company Secretary** (See notes 1-5)

(continued)

Company name RECKITT BENCKISER TREASURY SERVICES LIMITED

Name \* Style / Title \* Honours etc

\* Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name \* Style / Title MR \* Honours etc

Forename(s) MARK RAYMOND

Surname WILSON

Previous forename(s)

Previous surname(s)

Address 37 BALMORAL GARDENS

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town WINDSOR

County / Region BERKSHIRE Postcode SL4 3SG

Country ENGLAND

Day Month Year

Date of Birth 0 2 0 2 1 9 6 8 Nationality BRITISH

Business occupation ACCOUNTANT

Other directorships

I consent to act as director of the company named on page 1

Consent signature Date 6/10/06



**Directors** (continued) (see notes 1-5)

**Name** \* Style / Title  \* Honours etc

\* Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

Date of Birth 

Day	Month	Year

 Nationality

**Business occupation**

**Other directorships**

I consent to act as director of the company named on page 1

**Consent signature**  **Date**

This section must be signed by Either an agent on behalf of all subscribers

**Signed**  **Date**

Or the subscribers (i.e. those who signed as members on the memorandum of association).

**Signed**  **Date**

**Signed**  **Date**

**Signed**  **Date**

**Signed**  **Date**

**Signed**  **Date**

**Signed**  **Date**

101148

/50

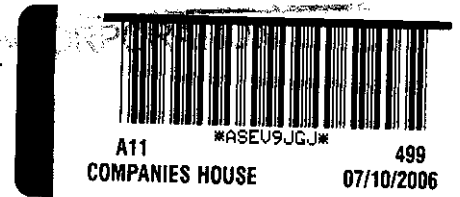
The Companies Acts 1985 and 1989

13880

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of



**RECKITT BENCKISER TREASURY SERVICES LIMITED**

- 1 The Company's name is Reckitt Benckiser Treasury Services Limited.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company in any trade or business whatsoever.
- 4 Without prejudice to the generality of the object and the powers of the Company derived from section 3A of the Companies Act 1985, the Company has power to do all of the following things:
  - 4.1 to purchase, subscribe for, underwrite, take or otherwise acquire and hold any shares, stock, bonds, options, debentures, debenture stock, obligations or securities in or of any company, corporation, public body, supreme, municipal, local or otherwise or of any Government or State and to act as and perform all the functions of a holding company and to carry on, acquire, undertake and execute any business, undertaking, transaction or operation whether manufacturing, financial, mercantile, agricultural, extractive or otherwise;
  - 4.2 to purchase, take on lease or in exchange, hire or otherwise acquire, and obtain options over, lands, buildings and generally any real or personal property, rights or privileges of any kind which the Company may deem necessary or convenient for or with reference to any of its objects, or capable of being profitably dealt with in connection with any of its property or rights for the time being;
  - 4.3 to apply for or acquire by purchase or otherwise, register, renew and protect whether in the United Kingdom or elsewhere, any patents, patent rights, secret processes, trade marks, copyright or other rights or monopolies, licences, concessions and the like, and to use, exercise, develop or grant licences in respect of, or otherwise turn the same to account and to make, assist, or subsidise any experiments, researches or investigations;
  - 4.4 to purchase or otherwise acquire, obtain options over, take over, manage, supervise, control and undertake all or any part of the business, undertaking, goodwill, property, assets, rights and liabilities of any person or company, or to acquire the control of shares of any company or any interest in them and to act as a director or manager of any company;
  - 4.5 to improve, manage, develop, grant licences, easements and other rights over, exchange and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part of them, for such consideration as may be thought fit, and in particular for stock, shares, debentures, debenture stock or securities of any other company, whether fully or partly paid up;
  - 4.6 to pay for any property or rights acquired by the Company, and for any services rendered or to be rendered to the Company either in cash or in fully or partly paid shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of



- capital or otherwise, or in any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may seem expedient;
- 4.7 to lend any moneys or assets of the Company to such persons, firms or companies and on such terms as may be considered expedient, and either with or without security, and to invest and deal with moneys and assets of the Company not immediately required in any manner and to receive money and securities on deposit, at interest or otherwise;
  - 4.8 to borrow or raise money and to 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, or other charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled or unpaid capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures or debenture stock, perpetual or otherwise, or other securities of any description;
  - 4.9 to give, enter into and/or accept any guarantees or contracts of indemnity or suretyship and to guarantee, support or secure, either with or without the Company receiving any consideration or advantage for it, and whether by personal covenant and/or by mortgaging or charging all or any part of the undertaking, property and assets, present and future (including uncalled capital), of the Company and/or otherwise, the performance and discharge of the liabilities and obligations of every description of, and the payment and/or repayment of any moneys (including but not limited to principal, premiums, interest, dividends and other moneys secured by or payable under any obligations or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being (within the meaning of section 736 of the Companies Act 1985) in relation to the Company its holding company, or another subsidiary of such holding company or a subsidiary of the Company, or which is controlled by the same persons as control the Company or which is associated with the Company in business or otherwise;
  - 4.10 to issue securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed, or is bound or willing to indemnify, or in satisfaction of any liability undertaken or agreed to be undertaken by the Company, and generally in every respect upon such terms and conditions and for such consideration (if any) as the Company may think fit;
  - 4.11 to establish or promote or concur in establishing or promoting any other company or companies for the purpose of acquiring or undertaking all or any of the assets and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company or to advance the objects or interests of it, or to take and otherwise acquire and hold or dispose of shares, stock, debentures, debenture stock or other securities of any such company or companies;
  - 4.12 subject to and in accordance with the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition;
  - 4.13 to amalgamate or enter into partnership with, and to co-operate in any way with or assist or subsidise any person, firm or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company;
  - 4.14 to pay all expenses incident to the formation or promotion of the Company or any other company, and to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in or debentures or debenture stock or other securities of the Company, or in or about the promotion, formation or business of the Company, or of any other company promoted wholly or in part by the Company;

- 4.15 to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments or securities;
- 4.16 to grant pensions or gratuities to any employees or officers (including directors) or ex-employees or ex-officers (including ex-directors) of the Company or of any company which is a subsidiary of the Company or is allied to or is associated with the Company or any such subsidiary company or the relations, connections or dependants of any such persons, and to pay or contribute to insurance schemes having such objects, and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish or contribute to any scheme for the purchase by trustees of fully paid shares in the Company to be held for the benefit of employees of the Company, including any director holding salaried employment or office in the Company, and to lend money to the Company's employees to enable them to purchase fully paid shares in 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;
- 4.17 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 seem likely, directly or indirectly, to further the objects of the Company or the interests of its members;
- 4.18 to distribute among the members of the Company in specie by way of dividend or bonus or upon a return of capital any property or assets of the Company, or any proceeds of sale or disposal of any property or assets of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- 4.19 to hold in the names of others any property which the Company is authorised to acquire and to do all or any of the things and matters set out above in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, sub-contractors or otherwise, and either alone or in conjunction with others; and to accept property on trust and to act as trustee, executor, administrator or attorney either gratuitously or otherwise;
- 4.20 to procure the Company to be registered or incorporated in any part of the world; and
- 4.21 to do all such other things and to carry on such other business or businesses whatsoever and wheresoever as may, in the opinion of the Company, be necessary, incidental, conducive or convenient to the attainment of the above objects or any of them, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights, or otherwise likely in any respect to be advantageous to the Company.

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 further the intention is that objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

The word "Act" in this clause 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.

- 5 The liability of the members is limited.
- 6 The Company's share capital is £1,000,000 divided into 1,000,000 shares of £1.00 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our name.


Name and address of subscriber	Number of shares taken by the subscriber
Reckitt Benckiser plc 103-105 Bath Road Slough Berkshire SL1 3UH	2
Total shares taken	2

SIGNED: For Reckitt Benckiser plc

 Secretary

DATED: 6 OCTOBER 2006

WITNESS to the above signature

Signature: 

Full Name: KAY-LISA TRASER

Address: STREAM COTTAGE  
STREAM ROAD  
UPTON, OKON, OX11 9JD

Occupation: ASSISTANT COMPANY SECRETARY

**The Companies Acts 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**of**

**RECKITT BENCKISER TREASURY SERVICES LIMITED**

**1 PRELIMINARY**

The Regulations in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended at the date of incorporation shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company.

**2 SHARES**

2.1 Subject to the provisions of articles 2.2 and 2.3 and to any direction given by the Company by ordinary resolution or by elective resolution, all unissued shares of the Company for the time being shall be under the control of the directors, who may allot, grant options over or otherwise dispose of them, to such persons, at such times and on such terms and conditions as they may determine and so that any statutory rights of pre-emption shall be excluded.

2.2 Provided that subject to any direction to the contrary given by the Company by special resolution, no shares shall be allotted without first being offered, either at par or at a premium, to all the members for the time being in proportion as nearly as may be to the number of shares held by them respectively and so that any shares not so taken may be applied for as excess shares which in the case of competition shall be allotted in proportion to the number of shares held by the applicants.

2.3 The directors are authorised to allot the authorised share capital with which the Company is incorporated within a period of five years from the date of incorporation and so that such authority shall include the grant of any right to subscribe for, or to convert any security into, shares and shall extend to any allotment or grant made after such period in pursuance of an offer or agreement made by the Company before such authority expires.

**3 LIEN, CALLS ON SHARES AND FORFEITURE**

3.1 Regulation 8 of Table A shall be amended by the addition of the words "or a share deemed paid up in accordance with section 738(2) of the Act" after the words in the first set of brackets in the first sentence of that regulation.

3.2 An amount payable at any fixed date or dates in respect of a share which is deemed paid up on allotment in accordance with section 738(2) of the Act shall not be deemed to be a call and regulation 16 of Table A shall not apply. Regulation 12 of Table A shall be amended by the addition of "(or which are not deemed to have been paid in accordance

with section 738(2) of the Act)" after the words "of any monies unpaid" in the first sentence of that regulation.

- 3.3 The directors may, if they think fit, accept the prepayment of all or any part of any moneys payable at any fixed date or dates in respect of a share which is deemed paid up on allotment.

#### **4 TRANSFER OF SHARES**

- 4.1 No transfer of a share, whether or not it is fully paid, shall be registered unless it shall first be approved by the directors who may, in their absolute discretion and without giving any reason, refuse to do so. The first sentence of Regulation 24 of Table A shall not apply.

- 4.2 The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 days, the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 of Table A shall be modified accordingly.

#### **5 PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 All business shall be deemed special that is transacted at an extraordinary general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors. In Regulation 38 of Table A the words "in the case of special business" shall be added before the words "the general nature of the business to be transacted".

- 5.2 No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum unless the Company is a single member company in accordance with the provisions of the Companies (Single Member Private Limited Companies) Regulations 1992.

- 5.3 A poll may be demanded by the chairman or any member present in person or by proxy and entitled to vote, and Regulation 46 of Table A shall be modified accordingly.

- 5.4 If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

- 5.5 A corporate representative at any general meeting by proxy shall be entitled to vote on a show of hands. In Regulation 54 of Table A the words "or proxy" shall be added after the words "duly authorised representative".

#### **6 ALTERNATE DIRECTORS**

Any director (other than an alternate director) may appoint any other director or any other person approved by a majority of the other directors and willing to act to be his alternate, and may remove from office any alternate appointed by him. An alternate may also be removed from office by a resolution of the directors. An alternate shall be entitled at any meeting of directors or committee of directors to one vote for each director he represents in addition (if he is a director) to his own vote, but he shall not be counted more than once for the purpose of ascertaining whether a quorum is present. Regulations 65 and 67 of Table A shall be modified accordingly.

## **7 POWERS AND DUTIES OF DIRECTORS**

A director, notwithstanding that he or, in the case of an alternate director, his appointer, or any person connected with him or (as the case may be) his appointer, has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulations 94, 95, 96 and 97 of Table A shall not apply.

## **8 APPOINTMENT AND REMOVAL OF DIRECTORS**

8.1 The office of a director shall be vacated in any of the events specified in Regulation 81 of Table A, except that the following paragraphs shall be substituted for paragraphs (d) and (e) respectively:

- "(d) not being a director who is employed under a contract which precludes resignation, he resigns his office by notice in writing deposited at the registered office or submitted at a meeting of the directors; or
- (e) he shall be required to resign his office by notice in writing signed by the holder or holders of not less than three-fourths in nominal value of the issued shares of the Company and deposited at the registered office or submitted at a meeting of the directors."

8.2 No director shall be required to retire or vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason of his having attained any particular age. Regulations 73 to 77 inclusive, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 67 of Table A all words after the semicolon and in Regulation 78 of Table A the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted.

8.3 The Company may by extraordinary resolution remove any director (including a director holding any executive office but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

## **9 PROCEEDINGS OF DIRECTORS**

Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or any other communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

## **10 SINGLE MEMBER COMPANY**

If, and for so long as, the Company has only one member, the following provisions shall apply:

10.1 one person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and Regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company;

10.2 the sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman

of any general meeting of the Company and Regulation 42 of Table A shall be modified accordingly;

10.3 a proxy for the sole member of the Company may vote on a show of hands and Regulation 54 of Table A shall be modified accordingly; and

10.4 all other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

## **11 THE SEAL**

Where the Act permits, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that is intended to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf.

## **12 NOTICES**

Any notice or other document, if served by post or electronics communications, shall be deemed to have been served at the expiration of 24 hours (or where second class mail is employed, 48 hours) after posting within the United Kingdom or sending by electronic communication, and in proving service by post it shall be sufficient to prove that the notice or document was properly addressed and posted. Regulation 115 of Table A shall be amended accordingly.

## **13 INDEMNITY**

To the extent permitted by the law the directors may arrange insurance cover at the cost of the Company in respect of any liability, loss or expenditure incurred by any director, or other officer or auditor of the Company in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as director, officer or auditor.

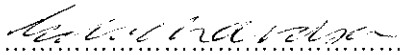
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Name and Address of Subscriber

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Reckitt Benckiser plc  
103-105 Bath Road  
Slough  
Berkshire  
SL1 3UH

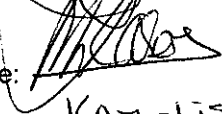
Signed: For Reckitt Benckiser plc



Secretary

DATED 6 OCTOBER 2006

WITNESS to the above signatures:

Signature: 

Full Name:

KAY-LISA FRASER

Address:

STREAM COTTAGE

STREAM ROAD

UPTON, OXON, OX11 9JD

Occupation:

ASSISTANT COMPANY SECRETARY.



# RECKITT BENCKISER

Our Ref: KLF/061006/RBTS/newco  
Your Ref:

6 October 2006

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

*Name cleared with  
From  
N/A  
9/10*

Dear Sir/Madam

## Reckitt Benckiser Treasury Services Limited – same day incorporation

We enclose herewith for filing at Companies House the following:-

1. Form 10 – first directors and secretary and intended situation of registered office;
2. Form 12 – declaration on application for registration;
3. Memorandum & Articles of Association; and
4. a cheque for £50.

We would be grateful if you would please arrange for a same-day incorporation to take place for this company.

If you have any queries regarding this matter, please contact the undersigned.

Yours faithfully  
For and on behalf of  
Reckitt Benckiser plc

  
Kay-Lisa Fraser  
Assistant Company Secretary



Encs

Reckitt Benckiser plc  
103-105 Bath Road, Slough, Berkshire SL1 3UH, United Kingdom  
TEL: 01753 217800 FAX: 01753 217899



**CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF A PRIVATE COMPANY  
AS A PUBLIC COMPANY**

Company No. **5960843**

I hereby certify that

**RECKITT BENCKISER TREASURY SERVICES LIMITED**

formerly registered as a private company has this day  
been re-registered under the Companies Act 1985 as a  
public company under the name of

**RECKITT BENCKISER TREASURY SERVICES PLC**

and that the company is limited.

Given under my hand at Companies House, Cardiff the **7 September 2007**

C Griffiths

An Authorised Officer



Company Number: 5960843

**THE COMPANIES ACT 2006**

**Company Limited by Shares**

**Written Resolutions**

**Of**

**Reckitt Benckiser Treasury Services plc**

The following resolutions were passed as resolutions of the Company on 26 April 2011 pursuant to Chapter 2 of Part 13 of the Companies Act 2006

**ORDINARY RESOLUTION**

- 1 That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum amount of 10,000,000 shares at the date of the adoption of new Articles of Association pursuant to resolution 3 below provided that the authority hereby given shall expire 5 years after the adoption of the new Articles of Association unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

10

**SPECIAL RESOLUTIONS**

- 2 THAT, in accordance with s570 of the Companies Act 2006 and subject to specific provisions in the Articles of Association, the Directors be authorised to allot equity shares of the Company as if s561 of the Companies Act 2006 did not apply
- 3 THAT the Articles of Association submitted to the members with these written resolutions, and for the purpose of identification signed by the Company Secretary, be approved and adopted as the Articles of Association of the Company, the effective date being the date the requisite majority is obtained in accordance with the provisions of Chapter 2 of Part 12 of the Companies Act 2006, in substitution for and to the exclusion of all the previously existing articles

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1



Secretary

Reckitt Benckiser Treasury Services plc  
103-105 Bath Road  
Slough  
Berkshire SL1 3UH

SATURDAY



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COMPANIES HOUSE

*Richardson*

**The Companies Act 2006**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**-of-**

**RECKITT BENCKISER TREASURY SERVICES PLC**

**Registration No: 5960843**

**(Adopted by Special Resolution on 26 April 2011)**

**The Companies Act 2006**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

**of**

**RECKITT BENCKISER TREASURY SERVICES PLC**

**Registration No: 5960843**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**1 Defined terms and Interpretation**

**1.1** In these articles, unless the context requires otherwise

- 1 1 1** "**articles**" means the company's articles of association,
- 1 1 2** "**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
- 1 1 3** "**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,
- 1 1 4** "**director**" means a director of the company, and includes any person occupying the position of director, by whatever name called,
- 1 1 5** "**document**" includes, unless otherwise specified, any document sent or supplied in electronic form,
- 1 1 6** "**electronic form**" has the meaning given in section 1168 of the Companies Act 2006,
- 1 1 7** "**fully paid**" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,
- 1 1 8** "**hard copy form**" has the meaning given in section 1168 of the Companies Act 2006,
- 1 1 9** "**holder**" in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

- 1 1 10 "instrument" means a document in hard copy form,
- 1 1 11 "Model Articles" mean 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
- 1 1 12 "ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,
- 1 1 13 "paid" means paid or credited as paid,
- 1 1 14 "shareholder" means a person who is the holder of a share,
- 1 1 15 "shares" means shares in the company,
- 1 1 16 "special resolution" has the meaning given in section 283 of the Companies Act 2006,
- 1 1 17 "subsidiary" has the meaning given in section 1159 of the Companies Act 2006,
- 1 1 18 "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company

1.3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to It as it is in force from time to time, taking account of

1 3 1 any subordinate legislation from time to time made under it, and

1 3 2 any amendment or re-enactment and Includes any statute, statutory provision or subordinate legislation which It amends or re-enacts

The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are Inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory Instrument or other subordinate legislation

## 2 Company status and liability of members

2.1 The Company is a public limited company

2.2 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

## **DIRECTORS' POWERS AND RESPONSIBILITIES**

### **3 Directors' general authority**

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

### **4 Shareholders' reserve power**

- 4.1** The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 4.2** No such special resolution invalidates anything which the directors have done before the passing of the resolution

### **5 Directors may delegate**

- 5.1** Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
- 5 1 1** to such person or committee,
- 5 1 2** by such means (including by power of attorney),
- 5 1 3** to such an extent,
- 5 1 4** in relation to such matters or territories, and
- 5 1 5** on such terms and conditions, as they think fit
- 5.2** If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 5.3** The directors may revoke any delegation in whole or part, or alter its terms and conditions

## **DECISION-MAKING BY DIRECTORS**

### **6 Unanimous decisions**

- 6.1** A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 6.2** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- 6.3** References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

- 6.4** A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

## **7 Participation in directors' meetings**

- 7.1** Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

**7.1.1** the meeting has been called and takes place in accordance with the articles, and

**7.1.2** they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 7.2** In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

- 7.3** If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

## **8 Quorum for directors' meetings**

- 8.1** At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

- 8.2** The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

- 8.3** If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

**8.3.1** to appoint further directors, or

**8.3.2** to call a general meeting so as to enable the shareholders to appoint further directors

## **9 Directors' conflicts of interest**

- 9.1** A director shall not be in breach of his duties under sections 171 to 177 and 182 of the Companies Act 2006 if he is connected with Reckitt Benckiser Group plc or any of its subsidiaries or otherwise owes a duty to a person which conflicts or might conflict with his duties as a director in making the decision or exercising the power

- 9.2** Where a director is in possession of Confidential Information which he believes would be materially relevant to his fellow directors in performing their functions as directors, the director shall

**9.2.1** declare that fact to his fellow directors, and

**9.2.2** take no part in any discussions or decisions of the directors where he believes that Confidential Information would or might be material to the exercise of the directors' powers or discretion, and



- 9 2 3 the director shall not be under a duty to disclose the Confidential Information to his fellow directors
- 9.3 For the purposes of this article, “**Confidential Information**” means information which a director acquires otherwise than in his capacity as a director and which he is prevented from disclosing to his fellow directors by reason of a duty of confidentiality owed to another party
- 9.4 In the case of any conflict of interest for the purposes of section 175 or 182 of Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would otherwise involve a breach of duty by a director under that section including, without limitation, any matter which relates to a situation in which a director has, or could have, a direct or indirect interest which conflicts or possibly may conflict, with the interests of the Company
- 9.5 Any such authorisation will be effective only if
- 9 5 1 the matter has been proposed in writing for consideration at a meeting of the directors in accordance with their normal procedure or in such other manner as the directors may from time to time require,
- 9 5 2 any requirement as to quorum at the meeting at which the matter is considered is met without the director in question or in any other interested director, and
- 9 5 3 the matter was agreed to without their vote or would have been agreed if their votes had not been counted
- 9.6 The directors may make any such authorisation subject to any limits or conditions (whether at the time of giving the authorisation or afterwards) and may at any time vary or terminate such authorisation
- 9.7 For the purpose of these articles, a conflict of interest includes a conflict of interest and a conflict of duties
- 10 Directors' discretion to make further rules**
- Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

## **APPOINTMENT OF DIRECTORS**

### **11 Methods of appointing directors**

- 11.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
- 11 1 1 by ordinary resolution, or
- 11 1 2 by a decision of the directors

## **12 Termination of director's appointment**

A person ceases to be a director as soon as

- 12 1 1** that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- 12 1 2** a bankruptcy order is made against that person,
- 12 1 3** a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 12 1 4** a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- 12 1 5** by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 12 1 6** notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

## **13 Directors' remuneration**

- 13.1** Directors may undertake any services for the company that the directors decide
- 13.2** Directors are entitled to such remuneration as the directors determine
  - 13 2 1** for their services to the company as directors, and
  - 13 2 2** for any other service which they undertake for the company
- 13.3** Subject to the articles, a director's remuneration may
  - 13 3 1** take any form, and
  - 13 3 2** include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- 13.4** Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 13.5** Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

## **ALTERNATE DIRECTORS**

### **14 Appointment and removal of alternate directors**

**14.1** Any director (other than an Alternate Director) may appoint as an alternate, any other director or any other person who is willing to act, to

**14 1 1** Exercise that director's powers, and

**14 1 2** To carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor

**14.2** Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

**14.3** The notice must

**14 3 1** identify the proposed alternate, and

**14 3 2** in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice

### **15 Rights and responsibilities of alternate directors**

**15.1** An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor

**15.2** Except as the articles specify otherwise, alternate directors

**15 2 1** are deemed for all purposes to be directors,

**15 2 2** are liable for their own acts and omissions,

**15 2 3** are subject to the same restrictions as their appointors, and

**15 2 4** are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member

**15.3** A person who is an alternate but not a director

**15 3 1** may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),

**15 3 2** may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and

**15 3 3** shall not be counted as more than one director for the purposes of articles 15 3 1 and 16 3 2

**15.4** A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

**15.5** An alternate may be paid expenses and may be indemnified by the company to the same extent as his appointor but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

**16 Termination of alternate directorship**

**16.1** An alternate director's appointment as an alternate terminates

**16 1 1** when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,

**16 1 2** on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

**16 1 3** on the death of the alternate's appointor, or

**16 1 4** when the alternate's appointor's appointment as a director terminates

**SECRETARY**

**17 Appointment of a Company Secretary**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors

## **SHARE CAPITAL**

### **18 The company's share capital**

- 18.1** The share capital of the Company at the date of the adoption of these articles consist of an unlimited authorised share capital and issued share capital of £1,000,102 00 divided into 1,000,102 Ordinary shares of £1 00 each

### **19 Directors' authority to allot shares**

- 19.1** Subject to section 551 of the Companies Act 2006, 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
- 19.2** The directors are authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum amount of 10,000,000 shares at the date of the adoption of these articles provided that the authority hereby given shall expire after 5 years unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

### **20 Disapplication of pre-emption rights**

- 20.1** Section 561(1) of the Companies Act 2006 shall not apply to the allotment by the company of equity securities
- 20.2** "Equity securities" and "ordinary shares" shall have the same meanings as set out in section 560 of the Companies Act 2006
- 20.3** Words and expressions defined in or for the purposes of the said section 551 or the said section 561 shall bear the same meaning in this article

## **SHARES**

### **21 All shares to be fully paid up**

- 21.1** No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
- 21.2** This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

## **22 Powers to issue different classes of share**

- 22.1** Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- 22.2** The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

## **23 Share transfers**

- 23.1** Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- 23.2** No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 23.3** The company may retain any instrument of transfer which is registered
- 23.4** The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- 23.5** The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

## **DIVIDENDS AND OTHER DISTRIBUTIONS**

### **24 Procedure for declaring dividends**

- 24.1** The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 24.2** A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 24.3** No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- 24.4** Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it
- 24.5** If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 24.6** The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment

**24.7** If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

**25 No interest on distributions**

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by

**25 1 1** the terms on which the share was issued, or

**25 1 2** the provisions of another agreement between the holder of that share and the company

**26 Non-cash distributions**

**26.1** Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

**26.2** For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

**26 2 1** fixing the value of any assets,

**26 2 2** paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and

**26 2 3** vesting any assets in trustees

**27 Waiver of distributions**

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

**27 1 1** the share has more than one holder, or

**27 1 2** more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

## **CAPITALISATION OF PROFITS AND RESERVES**

### **28 Authority to capitalise and appropriation of capitalised sums**

**28.1** The directors can, before recommending any dividend, set aside any profits of the Company and hold them in a reserve. The directors can decide to use these sums for any purpose for which the profits of the Company can lawfully be used. Sums held in a reserve can either be employed in the business of the Company or be invested. The directors can divide the reserve into separate funds for particular purposes and alter the funds into which the reserve is divided. The directors can also carry forward any profits without holding them in a reserve.

**28.2** Subject to the articles, the directors may, if they are so authorised by an ordinary resolution

**28.2.1** decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

**28.2.2** appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions

**28.3** Capitalised sums must be applied

**28.3.1** on behalf of the persons entitled, and

**28.3.2** in the same proportions as a dividend would have been distributed to them

**28.4** Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

**28.5** A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct

**28.6** Subject to the articles the directors may

**28.6.1** apply capitalised sums in accordance with paragraphs (36.3) and (36.4) partly in one way and partly in another,

**28.6.2** make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and

**28.6.3** authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article



## **ORGANISATION OF GENERAL MEETINGS**

### **29 Attendance and speaking at general meetings**

- 29.1** A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 29.2** A person is able to exercise the right to vote at a general meeting when
- 29 2 1** that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 29 2 2** that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 29.3** The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 29.4** In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 29.5** Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

### **30 Quorum for general meetings**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

### **31 Chairing general meetings**

- 31.1** If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 31.2** If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
- 31 2 1** the directors present, or
- 31 2 2** (if no directors are present), the meeting,
- must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 31.3** The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

## VOTING AT GENERAL MEETINGS

### 32 Voting general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

### 33 Errors and disputes

**33.1** No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

**33.2** Any such objection must be referred to the chairman of the meeting, whose decision is final

## ADMINISTRATIVE ARRANGEMENTS

### 34 Means of communication to be used

**34.1** Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

**34.2** Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

**34.3** A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

**34.4** A member whose registered address is not within the United Kingdom shall be entitled to have notices sent to him as if he were a member with a registered address within the United Kingdom

### 35 Company seals

**35.1** Any common seal may only be used by the authority of the directors

**35.2** The directors may decide by what means and in what form any common seal is to be used

**35.3** Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

**35.4** For the purposes of this article, an authorised person is

- 35 4 1 any director of the company,
- 35 4 2 the company secretary, or
- 35 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

### **36 Records of decisions to be kept**

- 36.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors
- 36.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye

### **37 Provision for employees on cessation of business**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

## **DIRECTORS' INDEMINITY AND INSURANCE**

### **38 Indemnity**

- 38.1 Subject to paragraph (38 2), a relevant director of the company or an associated company may be indemnified out of the company's assets against
  - 38 1 1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - 38 1 2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - 38 1 3 any other liability incurred by that director as an officer of the company or an associated company
- 38.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- 38.3 In this article
  - 38 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

**38 3 2** a "relevant director" means any director or former director of the company or an associated company

### **39 Insurance**

**39.1** The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

**39.2** In this article

**39 2 1** a "relevant director" means any director or former director of the company or an associated company,

**39 2 2** a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director'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

**39 2 3** companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

## **OVERRIDING PROVISIONS**

### **40 Shareholders' overriding powers**

**40.1** Any shareholder holding or any shareholders together holding shares carrying not less than 90 per cent of the votes which may be cast at a general meeting of the company may at any time and from time to time

**40 1.1** appoint any person to be a director (whether to fill a vacancy or as an additional director),

**40 1.2** remove from office any director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the company,

**40 1.3** by notice to the company require that no unissued shares shall be issued or agreed to be issued or put under option without the consent of such member or members,

**40 1.4** restrict any or all powers of the directors in such respects and to such extent as such member or members may by notice to the company from time to time prescribe

**40.2** Any such appointment, removal, consent or notice shall be in writing served on the company and signed by the member or members. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of such member or

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members has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors

- 40.3** To the extent of any inconsistency, this article shall have overriding effect as against all other provisions of these articles