

COMPANIES ACT 2014
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
UNIPHAR PUBLIC LIMITED COMPANY
(as amended on 12 June 2019)

1. The name of the Company is Uniphar Public Liability Company.
2. The Company shall be a Public Limited Company registered under Part 17 of the Companies Act 2014.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the businesses of manufacturers, exporters, importers, buyers, sellers, distributors and distributing agents of and dealers in all kinds of patent, pharmaceutical, medicinal and medicated preparations, patent medicines, drugs, galenical pharmaceutical products and herbs, perfumes, creams, unguents, hair dressings, washes, pomades, dyes, cosmetics, skin preparations, soaps, oils, oleaginous and vaporaceous substances, beauty specialities, preparations and accessories of every description and of and in pharmaceutical, medicinal, proprietary and industrial preparations, compounds and articles of all kinds, chemists, druggists and chemical manufacturers, merchants and dealers; and to manufacture, make-up, prepare, buy, sell and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or packing any of the products in which the Company is authorised to deal or which may be required by customers of or persons having dealings with the Company.
 - (b) To carry on the business of wholesale and retail pharmaceutical chemists and druggists and of the dispensing of medicines, to carry on the business of manufacturing, wholesale and retail chemists and of manufacturers, exporters and refiners of and dealers (whether by wholesale or retail) in all kinds of drugs, chemicals, acids, salts, alkalis antibiotics, galenical pharmaceutical products and pharmaceutical, medicinal and chemical preparations, articles and compounds (whether of animal, vegetable or mineral origin), dyes, cosmetics, paints, pigments, oils, varnishes, resins and synthetic and man-made materials and fabrics of whatsoever nature; to carry on the business of manufacturers, exporters and dealers (whether by wholesale or retail) in all kinds of surgical, scientific, electrical, chemical, photographic and other apparatus; to manufacture, export and deal (whether by wholesale or retail) in all other goods and things of such a nature that as can in the opinion of the Company be conveniently manufactured, exported or dealt in by the Company in connection with any of the foregoing businesses.

- (c) To carry on the business of makers, exporters, importers and dealers in surgical instruments, appliances and of artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing and to make and deal in all requisites for hospitals, patients and invalids.
- (d) To provide facilities for the storage, warehousing, carriage and distribution of merchandise of all kinds, by land, sea and air; to carry on the business as haulier, transporter and carrier of goods, livestock, passengers and as shipping, storage, express, wharfinger, warehouse, chartering, custom house broking, forwarding, custom clearing and transport agents; as stevedores, transport contractors and agents, cargo superintendents, packers and hauliers; as warehouse men and proprietors of warehouses; to contract with persons, firms or corporations for the carriage and transportation of goods which may be entrusted to it for conveyance from place to place; to purchase or otherwise acquire, hire or let any lands, docks, canals, waterways, warehouses, wharfs, buildings or machinery and to construct and equip them for or in connection with the said businesses; to purchase, construct, hire or take on charter any lorries, vans, trailers, barges, ships, tugs and other vessels or vehicles of any description; and to apply for the grant of any power which may be conferred by any legislative or governmental authority, or any licence or franchise that may appear expedient and to act as customs clearing agents.
- (e) To undertake the management and control and supervision of the business or operations of any person or company and in particular, without limitation, to plan and effectively carry out the organisation of and to initiate and to carry out schemes for the promotion and expansion of any such business, to engage in research into all problems relating to investment, property, financial, portfolio, industrial and business management, to carry out all or any work of a clerical, secretarial, managerial or other like nature, to provide staff and services, to prepare and deal with accounts, returns, forms and all documents required to be prepared and furnished in relation to any such bodies, to direct and carry out all advertising and publicity for any such business, and generally to do all acts and things (including the receipt and payment of money) necessary to be done for the supervision of the day to day running of any such business and to enter into contracts with any such company for the carrying out of the works or provisions of any of the services which the Company is authorised to perform or provide.
- (f) To promote, develop and secure the interests of the group of companies which for the time being shall consist of the Company and any company which for the time being is an Associated Company and to so do in such manner as the Company may think fit and in particular, without limitation, by giving any guarantee, indemnity, support or security, in respect of or, directly or indirectly, assuming any liability or obligation of, any Associated Company, by making any payment or loan or disposition of any property, assets or rights to or for the benefit of any Associated Company or acquiring any property, assets or rights from any Associated Company notwithstanding that the Company may not receive in respect of any such transaction full or adequate consideration therefor or any consideration whatsoever or may pay consideration which would or might be in excess of an arms' length consideration.

- (g) To purchase or otherwise acquire and carry on all or any part of the business or property and to undertake any liabilities of any person or company possessed of property suitable for any of the purposes of the Company or carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in connection with the same or which is capable of being conducted so as, directly or indirectly, to benefit the Company.
- (h) To purchase, take on lease, on licence, in exchange, upon option or otherwise acquire and hold any lands, buildings, property (whether leasehold or freehold) or any rights or interests therein or in respect thereof or in any forests, crops or growing produce thereon or any minerals therein or thereunder or any rights to pass thereon or any rights or interests in or over the sea, the sea bed, the sea shore, the sky or in space, or any interests connected or associated with any of the foregoing and to exercise any rights in respect thereof and to develop, improve, alter or manage the same or any part thereof in any way (including, without limitation, construction, demolition, landscaping, planting, draining and improving) and to farm, harvest or extract anything from the same.
- (i) To purchase, take on lease, on licence, in exchange, upon option, on hire or hire-purchase, or otherwise acquire and hold any personal property, rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may seem to the Company calculated, directly or indirectly, to benefit the Company including, without limitation, the subscription, taking or otherwise acquiring of Securities in any company.
- (j) To apply for, purchase or otherwise acquire and protect and renew any patents, patent rights, inventions, secret processes, recipes, receipts, prescriptions, formulae, trade marks, trade names, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company and to use, exercise, develop or grant licences in respect of, or otherwise turn to account, the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (k) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company or to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the Securities of any such other company.
- (l) To invest and to deal with the moneys of the Company not immediately required in any manner.
- (m) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, mutual assistance or otherwise with any person or company carrying on or engaged in or about to carry on or engage in, any business or transaction which the Company is

authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as, directly or indirectly, to benefit the Company.

- (n) To acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
- (o) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (p) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of such special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit,.
- (q) To sell, lease, mortgage or otherwise dispose of the business, property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and to improve, manage, develop, exchange, licence, turn to account or otherwise deal with, all or any of the business, property, assets and undertaking of the Company and in particular, without limitation, to accept Securities of any other company in payment or part payment of the consideration payable to the Company in respect of any transaction referred to in this paragraph.
- (r) To establish and maintain or procure the establishment and maintenance of or to adhere to any contributory or non-contributory pension or superannuation funds, schemes or plans for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any Associated Company or who are or were at any time Directors or officers of the Company or of any Associated Company and the spouses, families and dependants of any such persons and also establish and subsidise and subscribe to any associations, institutions, clubs or funds calculated to be for the benefit of the Company and to make payments to or towards the insurance of any such person as aforesaid either alone or in conjunction with any other company and further to do any acts or things or make any arrangements or provisions necessary or desirable to enable all or any of such persons as aforesaid to become shareholders in the Company or otherwise to participate in the profits of the Company or any Associated Company.

- (s) To settle moneys or other assets on the trustee or trustees of any trust, foundation settlement or institution set up for charitable or benevolent purposes or for any public, general or useful object or to lend money or provide services (with or without interest or charge) to any such trustee or trustees and to pay, subscribe, lend or contribute assets or services of the Company (with or without interest or charge) or give any guarantee or indemnity in respect of any trust, foundation, settlement or institution set up or operating for any such purpose or object or in respect of any exhibition or for any charitable, benevolent, public, general or useful object.
- (t) To borrow or raise money either with or without security or secured in such manner as the Company shall think fit and in particular, without limitation, by the issue of Securities of the Company (other than shares or stock) and to secure the repayment of any moneys borrowed or raised or any other obligation, debt or liability of any nature of the Company by way of mortgage, charge, lien or other security interest over or in respect of all or any of the Company's undertaking, property or assets (both present and future and including its uncalled capital) upon such terms as to priority and otherwise as the Company shall think fit and to purchase, redeem or pay any such Securities.
- (u) To lend and advance money or give credit to any person, firm or company and in particular to customers of and others having dealings with the Company upon such terms as may seem expedient to the Company (whether with or without security or any interest or other charge).
- (v) To give any guarantee or indemnity in respect of or otherwise support or secure in any manner (whether by personal covenant or by mortgaging, charging or granting any lien or other security interest over or in respect of all or any part of the Company's undertaking, property or assets, both present and future and including its uncalled capital, or by both such methods) the performance of any obligation of any nature and the repayment or payment of the principal amounts of and premiums, interests and dividends of any Securities of any person, firm or company and in particular (without prejudice to the generality of the foregoing) to give (with or without consideration) security for any debts, obligations or liabilities of any company which is for the time being the holding company or a subsidiary company (both as defined by Section 155 of the Companies Act, 1963) of the Company or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business upon such terms as to priority and otherwise as the Company shall think fit.
- (w) To pay for any rights or property acquired by the Company and to remunerate any person or company whether by way of cash payment or by the allotment of Securities of the Company credited as paid up in full or in part or otherwise.
- (x) Upon any issue of Securities of the Company to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services.

- (y) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (z) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, person or company any rights, privileges, charters, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- (aa) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- (bb) To adopt such means of making known the products, investments or services of the Company or any Associated Company as may seem expedient and in particular, without limitation, by advertising in the press or radio or television by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards, scholarships and donations and by sponsoring sports events, theatrical and cinematic performances and exhibitions of all descriptions.
- (cc) To apply for, promote and obtain any Act of the Oireachtas or any charter, privilege, licence or authorisation of any government, state or municipality or any ministerial or departmental licence or order 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 expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the interests of the Company or any Associated Company.
- (dd) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful federation, union or association or to do any lawful act or thing with a view to preventing or resisting, directly or indirectly, any interruption of or interference with the trade or business of the Company or any other trade or business or providing or safeguarding against the same or resisting or opposing any strike, movement or organisation which may be thought detrimental to the interests of the Company or any Associated Company or its or their employees and to subscribe to any association or fund for any such purposes.
- (ee) To undertake and carry on any other trade or business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on by the Company or which is calculated, directly or indirectly, to enhance the value of or render profitable, any of the Company's businesses, rights or property,.
- (ff) To do all or any of the matters hereby authorised in any part of the World and with or in respect of persons or companies resident, domiciled, incorporated, registered or carrying on business in any part of the World and either as principal,

agent, factor, trustee or otherwise and by or through agents, factors, trustees or otherwise and either alone or in conjunction with others.

- (gg) To distribute in specie or otherwise as may be resolved any of the assets of the Company among the members.
- (hh) To do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) the objects set out in any paragraph of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set out in such paragraph or from the terms of any other paragraph or by the name of the Company; none of such paragraphs or the object or objects therein specified shall be deemed subsidiary or ancillary to the objects mentioned in any other paragraph, but the Company shall have full power to exercise all or any of the powers and to achieve and endeavour to achieve all or any of the objects conferred by and provided in any one or more of said paragraphs;
 - (ii) the word “company” in this Clause, except where used in reference to the Company, shall be deemed to include any firm, partnership, association or other body of persons, whether incorporated or not incorporated, and whether resident, domiciled, incorporated, registered, or carrying on business in the State or elsewhere;
 - (iii) the expression “Associated Company” in this Clause, shall be deemed to mean any company which for the time being is a subsidiary or holding company (which expressions in this proviso shall bear the meanings respectively ascribed thereto by Sections 7 and 8 of the Companies Act 2014) of the Company, is a subsidiary of a holding company of the Company or is a company in which the Company or any of such companies as aforesaid shall for the time being hold shares entitling the holder thereof to exercise at least one-fifth of the votes at any general meeting of such company (not being voting rights which arise only in specified circumstances); and
 - (iv) the expression “Securities” in this Clause, shall be deemed to mean any shares, stocks, bonds, debentures or debenture stock (whether perpetual or not), loan stock, notes, obligations or other securities or assets of any kind, whether corporeal or incorporeal.
4. The liability of the members is limited.
5. The share capital of the Company is €25,280,000 divided into 300,000,000 Ordinary Shares of €0.08 each and 16,000,000 “A” Ordinary Shares of €0.08 each.

The shares forming the capital (increased or reduced) maybe increased or reduced and be divided into such classes, and issued with any special rights, privileges and conditions or with such qualifications as regards preference, dividend, capital, voting or other special incidents, and be held upon such terms as may be attached thereto as may from time to time be provided by the original or any substituted or amended Articles of Association and Regulations of the Company for the time being but so that where shares are issued with any preferential or special rights attached thereto, such rights shall not be alterable otherwise than pursuant to the provisions of the Articles of Association of the Company for the time being.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association and we agree to take the number of shares in the capital of the Company set opposite our respective names:-

Names, addresses and descriptions of subscribers	Number of shares taken by each subscriber
_____	One
_____	One
_____	One
_____	One
_____	One
_____	One
_____	One
Total number of shares taken:	Seven

Dated the 27 day of October 1994

Witness to the above signatures:

James Canavan
 Financial Controller
 47 Griffith Downs
 Dublin 9

Thomas Francis Hassett MPSI
 Pharmacist
 "An Cuan"
 Windmill Hills
 Wexford

John Joseph Holly MPSI
Pharmacist
Ballinah inch
Ashford
Co Wicklow

Samual Bernard McCauley MPSI
Pharmacist
"Fairlie"
Rectory Road
Enniscorthy
Co Wexford

Denis Brendan O'Connell MPSI
Pharmacist
Charleville Road
Tullamore
Co Offaly

Edwin Gorry MPSI
Pharmacist
New Ross S.C
South Street
New Ross
Co Wexford

Noel O'Farrell MPSI
Pharmacist
54 St. Brigids Road
Artane
Dublin 5.

Joseph B. Fahy MPSI
Pharmacist
Balally Pharmacy
Balally S.C.
Sandyford
Co Dublin