

WRITTEN RESOLUTION

- of -

LANGFORD VETERINARY SERVICES LIMITED (THE "COMPANY")

COMPANY NUMBER: 6798554

PRIVATE COMPANY LIMITED BY SHARES

CHANGE OF ARTICLES OF ASSOCIATION

24th February 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (**Resolution**).

SPECIAL RESOLUTION

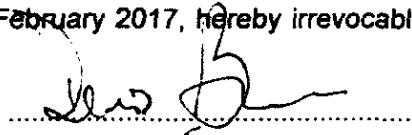
THAT the Articles of Association of the Company contained in the attached printed document be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing articles of association.

IT WAS FURTHER RESOLVED THAT the Company Secretary is authorised to lodge a copy of this resolution and a copy of the revised Articles of Association at Company's House within 15 days of the date of this resolution.

The undersigned, authorised representative of the sole member of the Company entitled to vote on the Resolution on 24th February 2017, hereby irrevocably agrees to the Resolution.

Signed by
For and on behalf of The University of
Bristol

Date


.....
3/3/2017



4/4/17 038

Articles of association

Langford Veterinary Services Limited

Company number: 6798554

Date of incorporation: 22 January 2009

Osborne Clarke

2 Temple Back East

Temple Quay

Bristol

BS1 6EG

Telephone +44 (0) 117 917 3000

Fax +44 (0) 117 917 3005

ACL/0909372/05019049/EP

The Companies Acts 1985 and 2006

Company limited by shares

Articles of association of Langford Veterinary Services Limited

1. Preliminary

The regulations contained in or incorporated in Table A shall apply to the company save insofar as they are excluded or varied by these Articles or are inconsistent with these Articles and such regulations (except as so excluded, varied or inconsistent) together with these Articles shall be the regulations of the company (to the exclusion of any other regulations set out in any statute, statutory instrument or other subordinate legislation from time to time in force).

2. Definitions and Interpretation

Definitions

- 2.1 In the Company's memorandum of association and these Articles, unless the context otherwise requires, the following words have the following meanings:

"1985 Act" means the Companies Act 1985.

"2006 Act" means the Companies Act 2006.

"Acts" means (subject to Article 2.3) the Companies Acts and, where the context requires, every other statute, order, regulation, or other subordinate legislation from time to time in force in the United Kingdom concerning companies and affecting the company.

"address" has the meaning given in section 1148 of the 2006 Act.

"Articles" means these articles of association as altered or varied from time to time (and "Article" means a provision of these Articles).

"Board" means the board of directors of the company (or any duly authorised committee of it).

"Companies Act" has the meaning given in section 2 of the 2006 Act.

"communication" includes a communication comprising sounds or images or both and a communication effecting a payment.

"Director" means a director of the Company.

"electronic address" has the meaning given in section 333(4) of the 2006 Act.

"electronic form" has the meaning given in section 1168 of the 2006 Act.

"electronic means" has the meaning given in section 1168 of the 2006 Act.

"hard copy form" and **"hard copy"** has the meaning given in section 1168 of the 2006 Act (and any reference to "hard copy" shall be construed accordingly).

"Independent Director" means a Director who is not an employee of the University or the Company or a member of the University's Board of Trustees or Senate, or otherwise directly or indirectly connected with the University or the Company (and for the avoidance of doubt a former employee of the University or the Company or former member of the University's Board of Trustees or Senate or a graduate of the University shall be eligible to be an Independent Director for the purposes of these Articles) so long as they are otherwise eligible to serve.

"Member" means a member of the Company.

"paid up" means paid up or credited as paid up.

"Regulation(s)" means the appropriately numbered regulation(s) in Table A.

"the RCVS" means the Royal College of Veterinary Surgeons of Belgravia House, 32-64 Horseferry Road, London SW1P 2AF.

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

"working day" has the meaning given in section 1173 of the 2006 Act.

"writing" means printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words, symbols or other information in a legible and non-transitory form and **"written"** shall be construed accordingly.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052), the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373), the Companies (Table A to F) (Amendment) No. 2) Regulations 2007 (SI 2007 No. 2826).

"University" means the University of Bristol.

"veterinary nurse" means an individual listed or registered as such with the RCVS.

"veterinary practitioner" means an individual listed or registered as such with the RCVS.

"veterinary surgeon" means an individual listed or registered as such with the RCVS.

Interpretation

- 2.2 Unless the context otherwise requires (or unless otherwise defined or stated in these Articles), words or expressions defined in Table A shall have the same meaning in these Articles. Any other words and expressions contained in these Articles and/or in Table A shall have the same meaning as in the Acts.
- 2.3 Save as provided to the contrary in these Articles, any reference in these Articles to the 1985 Act (or a particular provision of it) shall be deemed to include a reference to any statutory modification, re-enactment or re-statement of it from time to time in force, including (but not limited to) any modification, re-enactment or re-statement as provided by the 2006 Act (subject always to any transitional provisions and savings in force from time to time made pursuant to section 1296 of the 2006 Act which shall

(unless these Articles lawfully provide, or the Board lawfully determines, otherwise) apply).

- 2.4 References in these Articles to a document or information being sent or supplied by or to a company (including the company) shall be construed in accordance with the provisions of section 1148(3) of the 2006 Act and any reference to "**sent**" or "**supplied**" (or other similar term) shall be construed in accordance with the provisions of section 1148(2) of the 2006 Act.

3. **Share capital**

The share capital of the company at the date of the company's incorporation is £100 divided into 100 Ordinary Shares of £1 each.

4. **Shares**

- 4.1 Subject to Article 4.4, the Board is generally and unconditionally authorised for the purposes of Section 80 of the 1985 Act to exercise any power of the company to allot relevant securities (as defined in that section) to such persons, on such terms and in such manner as it thinks fit, up to an aggregate nominal amount of £100 at any time or times during the period of 5 years from the date of the company's incorporation, provided that such authority may be previously revoked or varied by the company in general meeting.

- 4.2 The authority contained in Article 4.1 shall enable the Board to allot relevant securities after the expiry of the period set out in Article 4.1, pursuant to an offer or agreement made by the company before the expiry of the said period.

- 4.3 All unissued shares or securities of the company not comprising relevant securities shall be at the disposal of the Board who may allot, issue, grant options or rights over or otherwise dispose of them to such persons, at such times, and on such terms as it thinks fit, provided that no such shares or securities shall be issued at a discount.

- 4.4 No allotment, option or disposal of any kind may be made under this article without the express written consent of the University.

5. **Lien**

The lien conferred by Regulation 8 shall also attach to fully paid shares and the company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person, whether he is the sole registered holder of them or one of two or more joint holders, for all moneys presently payable by him or his estate to the company. Regulation 8 shall be modified accordingly.

6. **Forfeiture**

The liability of any member in default of payment of a call shall, if the Board so determines, include any costs and expenses suffered or incurred by the company in respect of such nonpayment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 are extended accordingly.

7. **Transfer of shares**

The Board may, in its absolute discretion, and without giving any reason, decline to register a transfer of any share, whether or not it is a fully paid share and where or not the company has a lien on such share. Regulation 24 shall not apply to the company.

8. **Transmission of shares**

The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder of it to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within 60 days of such notice, the Board 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 is modified accordingly.

9. Proceedings at general meetings

9.1 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to Article 9.2, 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.

9.2 If the company has only one member, that sole member present in person or by proxy shall constitute a quorum.

9.3 If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved.

9.4 A poll may be demanded at any general meeting by any member present in person (or, being a corporation, present by a duly authorised representative) or by proxy entitled to vote. Regulation 46 shall be modified accordingly.

9.5 Regulations 40 and 41 shall not apply to the Company.

10. Delegation of Directors' powers

10.1 Any Director (other than an alternate director) may with the consent of the Company by ordinary resolution appoint any other Director, or any person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Regulation 65 shall not apply to the Company.

10.2 Any committee of the Board may consist of one or more coopted persons other than Directors on whom voting rights may be conferred as members of the committee but so that:

- (a) At least one member of the committee shall be a Director;
- (b) No resolution of the committee shall be effective unless a Director is present at a meeting of the members of the committee; and
- (c) Any committee shall comply with terms of reference set out by the Directors from time to time and all decisions made by a committee shall be promptly reported to the Directors.

10.3 Regulation 72 shall be modified accordingly.

11. Appointment and retirement of Directors

11.1 The minimum number of Directors shall be three. The quorum for the transaction of the business of the Directors may be fixed by the Board and unless so fixed at any other number shall be any two Directors. The Directors shall use reasonable

endeavours to ensure as far as possible that the Board of Directors includes at least one Independent Director. The Directors shall determine from time to time the length of time Directors shall serve on the Board.

- 11.2 The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. Regulation 78 shall not apply to the Company.
- 11.3 The Directors shall not be subject to retirement by rotation and accordingly:
- (a) Regulations 73 to 75 inclusive, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company;
 - (b) Regulation 76 shall apply but with the deletion of the words "other than a director retiring by rotation";
 - (c) Regulation 77 shall apply but with the deletion of the words in brackets "(other than a director retiring by rotation at the meeting)";
 - (d) Regulation 79 shall apply but with the deletion of the second and third sentences of it.
- 11.4 In any case where as the result of death the Company has no members and no Directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General meeting. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.
- 11.5 The Directors shall appoint a Chairman from among their number.

12. Directors

- 12.1 The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in general meeting. The Directors (including alternate Directors) shall be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82 and 83 shall not apply to the Company.
- 12.2 Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested; and
 - (c) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested.
- 12.3 For the purposes of Article 12.2:

- (a) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (c) an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

12.4 Regulations 85, 86 and 94 shall not apply to the Company.

13. Proceedings of Directors

13.1 An alternate director who is himself a Director and/or who acts as an alternate director for more than one Director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly.

13.2 The Chairman shall not have a second or casting vote in the event of an equality of votes. Regulation 88 shall be modified accordingly.

13.3 A Director shall not vote at a meeting of directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Company. For the purpose of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

14. Board meetings

14.1 The Board shall meet at least three times per year.

14.2 A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.

14.3 A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

- 14.4 In this Article "**electronic**" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "**by electronic means**" means by any manner only capable of being so actuated.

15. **Secretary**

Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

16. **Notices**

A notice served by post shall be deemed to be given at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the time when the cover containing it is posted and in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was sent. The second sentence of Regulation 115 shall not apply to the Company.

17. **Company communications**

Method of communication

- 17.1 Any document or information required or authorised to be sent or supplied by the company to any member or any other person pursuant to these Articles or the Companies Acts, may be sent or supplied in hard copy form, in electronic form, by means of a website or in any other way in which documents or information may be sent or supplied by the company pursuant to the Companies Acts. The provisions of the 2006 Act which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts by making it available on a website shall, mutatis mutandis, apply to the sending or supplying of any document or information required or authorised to be sent by these Articles, by making it available on a website.

Address for service

- 17.2 The company may send or supply any document or information to a member either personally, or by post in a prepaid envelope addressed to the member (being a corporation) at his registered address or (being an individual) at his address for service, or by leaving it at that address or any other address for the time being notified to the company by the member for the purpose, or by sending or supplying it using electronic means to an electronic address for the time being notified to the company by the member for the purpose, or by any other means authorised in writing by the member concerned. A member whose registered address is not within the United Kingdom to which documents or information may be sent or supplied to him or gives an electronic address to which documents or information may be sent or supplied using electronic means, shall be entitled to have documents or information sent or supplied to him at that address, but otherwise no such member shall be entitled to receive any document or information from the company.

Service on joint holders

- 17.3 In the case of joint holders of a share, if the company sends or supplies any document or information to one of the joint holders, it shall be deemed to have properly sent or supplied such document or information to all the joint holders.

Deemed delivery and proof of service

- 17.4 Any document or information addressed to a member at his registered address or

address for service in the United Kingdom shall, if sent by post (whether in hard copy form or electronic form), be deemed to have been received at the expiration of 24 hours after the envelope was posted and, if sent or supplied by electronic means, be deemed to have been received (if sent or supplied between the hours of 9am and 5pm on a working day) at the time it was sent, or (if sent or supplied at any other time) at 9am on the following working day, and, if sent or supplied by means of a website, be deemed to have been received when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website. In calculating a period of hours for the purpose of this Article, no account shall be taken of any part of a day that is not a working day.

- 17.5 In proving such service or delivery it shall be sufficient to prove that the envelope containing the document or information was properly addressed and put into the post as a prepaid letter or, in the case of a document or information sent or supplied by electronic means, to prove that it was properly addressed. Any document or information not sent or supplied by post but delivered or left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day on which it was so delivered or left. These provisions shall apply regardless of any such documents or information being returned undelivered and regardless of any delivery failure notification or any out of office or other similar response and the company shall not be held responsible for any failure in transmissions beyond its reasonable control.

18. Indemnity, funding and insurance

- 18.1 Subject to (but to the fullest extent permitted by) the provisions of the Companies Acts and without prejudice to any indemnity to which he may otherwise be entitled:

- (a) Any person who is or was at any time a director, secretary or other officer (other than any person engaged as auditor) of the company or any associated company (which shall, for the purposes of this Article 19 have the meaning given in section 256 of the 2006 Act) shall be indemnified out of the assets of the company against all or any part of any costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or in the actual or purported exercise of his powers in relation to the affairs of the company or associated company, or incurred by him in connection with the company's activities as trustee of any occupational pension scheme (which shall, for the purposes of this Article 19 have the meaning given in section 235(6) of the 2006 Act); and
- (b) Any person who is or was at any time a director, secretary or other officer (other than any person engaged as auditor) of the company or any holding company (as such defined in section 1159 and Schedule 6 of the 2006 Act) shall be provided with funds to meet any expenditure incurred or to be incurred by him as provided in sections 205 and 206 of the 2006 Act (or to enable him to avoid incurring any such expenditure).

- 18.2 Subject to the provisions of the Companies Acts, the company may (as the directors shall, in their absolute discretion, determine) purchase and maintain, at the expense of the company, insurance for any person who is or was at any time a director, secretary or other officer (other than any person engaged as auditor) of the company or any associated company in respect of all or any part of any costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his

duties or in the actual or purported exercise of his powers in relation to the affairs of the company, or incurred by him in connection with the company's activities as trustee of any occupation pension scheme.

18.3 Regulation 118 shall not apply to the company.

**Memorandum and articles
of association**

Langford Veterinary Services Limited

Company number: 6798554

Date of incorporation: 22 January 2009

Osborne Clarke

2 Temple Back East
Temple Quay
Bristol
BS1 6EG
Telephone +44 (0) 117 917 3000
Fax +44 (0) 117 917 3005

ACL/0909372/05019049/EP

The Companies Acts 1985 and 2006

Company limited by shares

Memorandum of association

of

Langford Veterinary Services Limited

1. The Company's name is Langford Veterinary Services Limited.
2. The Company's registered office is to be situated in England and Wales.
3. The Company's principal objects are to carry on the business of a general commercial company with a view to supporting and advancing veterinary education and research and in particular (but without limitation):
 - (a) To provide high quality veterinary clinical training and access to cases for clinical research.
 - (b) To manage a commercial clinical veterinary services business.
4. The company also has the following objects:
 - (a) to carry on any other trade or business whatsoever which can be advantageously carried on by the Company in connection with or as ancillary to any of the businesses or objects of the Company.
 - (b) to accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, bonds and other instruments and securities, whether negotiable or otherwise.
 - (c) to subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with, shares, bonds, obligations, or any other securities or units whatsoever of any company, fund, trust, business, undertaking or other entity and any options or other rights in respect of them, and to buy and sell foreign exchange.
 - (d) to acquire and assume for any estate or interest and to take options over, construct, develop, turn to account, exploit and deal with any property, real or personal, and rights of any kind.

- (e) to purchase, acquire, undertake or assume the whole or any part of the business, undertaking, goodwill, assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company carries on or is authorised to carry on or which is possessed of or entitled to any property or rights of whatsoever nature which may be thought advantageous to, or suitable for the purposes of, the Company.
- (f) to sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of all or any part of the undertaking, property and assets both present and future of the Company, or any part of it, for such consideration as may be thought fit, and in particular for shares or any other securities whatsoever, whether fully or partly paid up.
- (g) to amalgamate or enter into partnership or any profit sharing or joint venture arrangement or association with, and to co-operate or participate in any way with, and assist or subsidise any person, company, firm or other entity whatsoever.
- (h) to apply for and take out, purchase or otherwise acquire any trade or service marks or names, designs, patents, patent rights, copyright, inventions, secret processes or formulae and any other intellectual property rights of any kind and to carry out experiments and research work in connection with them and to protect, maintain, develop, exploit, turn to account and deal with them.
- (i) to borrow and raise money and to secure or discharge any debt or obligation in any manner whatsoever and, in particular, by mortgages of or charges upon all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company or by the creation and issue of securities of any description.
- (j) to lend, advance or deposit money or give or provide credit or any other form of financial accommodation to any person, firm, company or other undertaking or entity whatsoever and whether with or without security and otherwise on such terms as may be thought fit.
- (k) to invest all moneys of the Company not immediately required in such manner as may be thought fit and to hold, dispose of and otherwise deal with any investments so made.
- (l) to enter into any guarantee, contract of indemnity or suretyship or to provide security, with or without consideration, whether by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any other method or in any other manner, for the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, firm, company or other entity including (without

prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or which is otherwise associated with the Company.

- (m) to promote or join in the promotion of any company, firm or other entity whatsoever whether or not carrying on a business or having objects similar to those of the Company.
- (n) to promote and apply for any Act of Parliament, statutory instrument, order, licence or other authority for the purposes of effecting any modification to the Company's constitution or for any other purpose whatsoever which may be intended or calculated, directly or indirectly, to promote the Company's interests or to enable it to carry into effect any of its objects.
- (o) to enter into any agreement or arrangement with any government or governmental or other regulatory authority or person which may seem conducive to the attainment or implementation of the Company's objects or any of them and to obtain any orders, rights, privileges, franchises, and concessions and to carry out, enjoy, exercise and comply with them.
- (p) to pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company or to enter into any agreement for them, and including the payment of commission or other remuneration or reward to any person for underwriting, placing, selling, subscribing or otherwise assisting in the issue of any securities of the Company or in or about its formation.
- (q) to procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (r) to support and to subscribe or guarantee the payment of any money or transfer of any property whatsoever, to any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely, directly or indirectly, to further the interests of the Company or of its members.
- (s) to establish, maintain and/or contribute to any pension, superannuation, death benefits, funds or schemes for the benefit of, and to give, award, or procure the giving or awarding, of donations, pensions, gratuities, allowances, annuities, emoluments or other benefits whatsoever to any persons who are or have at any time been in the employment or service of the Company or of any company which is its holding company or which is a subsidiary of either the Company or any such holding company or of any company which is otherwise allied to or associated with the Company, or who are or have at any time been Directors or officers (or held comparable or equivalent offices) of the Company or of any such other company, and also to the wives, widows, families and dependants of any such persons; to establish, subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit all or

any such persons; to make payments for or towards the insurance of any such persons; to establish, support and maintain any form of profit-sharing, share purchase, share incentive, share option or employees' share scheme for any such persons and to lend money to any persons eligible to participate therein or benefit therefrom (or to trustees on their behalf) for the purposes of or in connection with the operation and enjoyment of any such scheme.

- (t) to distribute amongst the members of the Company, in specie or otherwise, all or any part of the property, undertaking or assets of the Company.
- (u) to do all or any of the things and matters aforesaid in any part of the world, either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, intermediaries, subsidiary companies or otherwise and either alone or in conjunction with others.
- (v) to do all such other things as may be considered incidental or conducive to the attainment of the above objects or any of them.

And it is declared that:

- (a) none of the objects set out above in this clause shall be restrictively construed but the widest interpretation shall be given to each such object which shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other object set out above;
- (b) none of the sub-clauses of this clause shall be construed as being subsidiary or ancillary to any of the objects specified in any other sub-clause and the same shall each be construed as if they constituted the objects of a separate, distinct and independent company;
- (c) the word "company" in this clause, except where used in reference to the Company shall include any partnership or other body of persons, whether incorporated or not, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere. The word "person" shall include any company as well as any legal or natural person and the words "and" and "or" shall also mean "and/or" where the context so permits.

Save that:


- (i) The Company will not itself practice, hold itself out as practicing, or as being prepared to practice veterinary surgery.
- (ii) Any director, officer or employee of the Company who is not registered as a veterinary surgeon or veterinary practitioner will not practice, hold him or herself as practising, or as being prepared to practice veterinary surgery.
- (iii) Veterinary nurses employed by the Company will practice veterinary

surgery only under the direction of a veterinary surgeon acting on behalf of the Company.

- (iv) The Company, its directors and officers recognise that veterinary surgery is restricted under the Veterinary Surgeons Act 1966, and subject to any specific exemptions, any veterinary surgery carried out under the name of the Company must be carried out by veterinary surgeons or veterinary practitioners.

- 5. The liability of the Members is limited.
- 6. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

We, the subscriber 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 below:

Name and address of subscriber	Number of shares to be taken by the subscriber
 ANDREW NIELD For and on behalf of The University of Bristol Senate House Tyndall Avenue Bristol BS8 1TH	2 (two)
Total shares taken	2 (two)

Dated 26 January 2009

Witness to the above signature:

Name: RICHARD GUNT

Address: 56 DOWDRA ROAD
BRISTOL
BRISTOL
BS7 9HP