

31919

The Companies Act, 1962 to 1966

The Companies Act, 1968 to 1967

Company Limited By Shares

MEMORANDUM OF ASSOCIATION

of

HORSKILL GRAPHIC INDUSTRIES LIMITED  
(formerly Frank Horsell & Company Limited)

"\*.\*.\*.\*"

1. The name of the Company is "HORSKILL GRAPHIC INDUSTRIES LIMITED".

2. The Registered Office of the Company will be situated in England.

3. The objects for which the Company is established are:-

- (a) To acquire and take over as a going concern, and to carry on, the business of Manufacturing Printing Inks and Varnishes, making and dealing in Litho' Rollers and Skins, Blanketing, and Lithographic and Letterpress Materials, and all other the business now carried on by Mr. Frank Horsell, at Keadow Roads, Leeds in the County of York, and Moor Street, Birmingham, in the County of Warwick, and for that purpose to adopt and carry into effect, with or without modification, a certain Agreement dated the 30th day of June, 1960, and made between the said Frank Horsell, of the one part, and William Henry Saville, of Leeds, aforesaid, Solicitor, on behalf of Frank Horsell & Company Limited, of the other part.
- (b) To carry on the said business in England or elsewhere, in succession to the said Vendor, and generally to carry on in England or elsewhere the businesses of Manufacturers and Importers of Printing Inks, Varnishes and Fine Colours, Oil Refiners, Distillers, makers of and dealers in Litho' Rollers and Skins and Materials.

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LINKLATERS & PAINES  
DARRINGTON HOUSE,  
59 67, GRESHAM STREET,  
LONDON EC2V 7JA  
TEL 01 605 7080

PJR

Shollon Rubber and Oilcloth Blanketing,  
Flannels, Felts, Molesters, Transfer Papers,  
and Materials, and Letterpress Materials,  
also Importers of Litho' Stones, Zinc,  
Bronze Powder, French Litho' Materials, and  
Materials for other Printing processes.

- (c) To carry on the business of wood cutting and wood letter cutting, and electrotyping, and of merchandising in any of the above-mentioned materials, and any other business or businesses which the Company may deem it expedient or convenient to carry on in connection with any of the above specified businesses, which may seem calculated to enhance the value of or be for the benefit of the Company or any of its property or effects, and for the above purpose to introduce and sell any goods, materials, articles, or appliances, and generally to manufacture or deal in the same.
- (d) To purchase or otherwise acquire and undertake all or any part of the business property, assets, and goodwill, and assume all or any of liabilities of any company, person, or firm carrying on any business which this Company is authorized to carry on, or possessed of any property or rights which may be deemed suitable for the purposes of this Company.
- (e) To purchase, take on lease or in exchange, hire, erect, or otherwise acquire any real or personal property, land, buildings, easements, licenses, rights, and privileges which the Company may consider necessary, useful, or convenient, or capable of being profitably dealt with in connection with the company's business, property, or rights, and in particular any plant, machinery, or other chattels and things necessary, convenient, or useful for the purposes aforesaid, or any of them.
- (f) To apply for purchase or otherwise acquire any patents, patent rights, trade marks, trade secrets, copyrights, or any similar rights or licenses for the use of any patented inventions, or any other rights or privileges conferring an exclusive or non-exclusive or limited right to use any secret or other information, the acquisition of which may seem calculated directly or

indirectly to benefit the Company or which may seem capable of being used for that purpose, and to use, exercise, develop, grant licenses, or otherwise make use of the same, with such object as aforesaid.

- (g) To continue any of the agencies of the Vendor; and to establish in England and elsewhere branches and agencies for the manufacture and sale of any of the articles manufactured or sold by the Company; and to accept and undertake all liabilities of the Vendor under any contracts with agents, manufacturers, and others; and to enter into contracts with any agents, travellers, or other persons employed by the Company on the terms of remunerating them according to the amount of profits on the business procured or obtained by such agents, the profits of all or any part of the Company's business, at a fixed salary or any other terms.
- (h) To build, construct, erect, manufacture, provide, manage, control, and superintend any factories, roads, ways, tramways, warehouses, buildings, machinery, fittings, or plant which may be deemed necessary or expedient, and to maintain and improve the same and any other buildings, or property belonging to the Company as owner, lessee, or tenant.
- (j) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.
- (k) To promote any other Company for the purpose of acquiring all or any of the property, rights, and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (l) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(m) To receive money on deposit at interest or otherwise, and to lend money to such persons with such security and on such terms as may seem expedient, and in particular to customers of or persons having dealings with the Company and to give guarantees and become surety for any such persons firms or companies including companies of which the Company is a subsidiary or associate company.

(n) To borrow or raise money by mortgage or mortgages upon the property of the undertaking, or to secure the payment in such manner and on such terms as may be expedient, and also by the issue of debentures charged or not upon all or any of the property of the Company, both present and future, including or not including uncalled capital, and to draw, make, accept or endorse, execute, and issue bills of exchange, promissory notes, bills of lading, and other negotiable or transferable instruments.

(o) To carry on any business within the powers of the Company as agents for or in partnership with any other company, firm, or person in England or elsewhere, and to employ any company, firm, or person as agents for carrying on all or any part of the business of the Company, or for selling all or any of the goods of the Company, and to take or otherwise acquire shares or stock in or securities of, and to finance, subsidize, or otherwise assist by such company, firm, or person, and to sell, hold, re-issue, or otherwise deal with such share securities.

(p) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of this Company or of any company which is or has been a subsidiary of the Company to the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining, and make loans to trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for, or to making grants or loans to, any such persons as aforesaid, their dependents or connections and to support or subscribe to any charitable funds or institutions, the support of which way, in the opinion of the Directors be calculated directly or indirectly to benefit the Company or its employees or the employees of any subsidiary of the Company and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or the officers or employees of the Company or of any subsidiary of the Company.

- (q) To do all or any of the above things either as principals, agents, trustees, contractors, or otherwise, and either by or through agents, sub-contractors, trustees, or otherwise.
- (r) To sell, improve, manage, lease, develop, exchange, mortgage, dispose of, convert, turn to account, or otherwise deal with all or any of the property and rights of the Company.
- (s) To do all such other acts and things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) 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 corporate or unincorporated and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred.

4. The liability of the members is limited.

5. The share capital of the Company is £65,622 divided into:-

- (a) 5,000 Preference Shares of 1 penny each (the "Preference Shares");
- (b) 11,567 "A" Cumulative Participating Preference Shares of 1 penny each (the "'A" Cumulative Preference Shares");
- (c) 7,433 "B" Cumulative Participating Preference Shares of 1 penny each (the "'B" Cumulative Preference Shares");
- (d) 38,000 Ordinary Shares of 1 penny each (the "Ordinary Shares");
- (e) 65,000 Deferred Shares of £1 each (the "Deferred Shares"); and
- (f) 2 Special Ordinary Shares of £1 each (the "Special Ordinary Shares")."

Number of )  
Company ) 31919

The Companies Acts, 1948 to 1976

Company Limited by Shares

Articles of Association  
(adopted by Written Resolution passed on 10 July, 1990

- of -

HORSELL GRAPHIC INDUSTRIES LIMITED  
(formerly Frank Horsell & Company Limited)

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TABLE A

1 Subject as provided the regulations contained in Table A, Part II in the Companies Act 1948 as amended by the Companies Act 1980 to the Company. Subject as otherwise provided, references herein to regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARES

2 The share capital of the Company is £65,622 divided into:-

- (a) 5,000 Preference Shares of 1 penny each (the "Preference Shares");
- (b) 11,567 "A" Cumulative Participating Preference Shares of 1 penny each (the "'A" Cumulative Preference Shares");
- (c) 7,433 "B" Cumulative Participating Preference Shares of 1 penny each (the "'B" Cumulative Preference Shares");
- (d) 38,000 Ordinary Shares of 1 penny each (the "Ordinary Shares");
- (e) 65,000 Deferred Shares of £1 each (the "Deferred Shares"); and
- (f) 2 Special Ordinary Shares of £1 each (the "Special Ordinary Shares")."

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The special rights and restrictions attaching to the Special Ordinary Shares of the Company are as follows:-

(i)As regards income. The right to have the first £30 million of profits available for distribution in any financial period and resolved to be distributed paid to the holders of the Special Ordinary Shares. The Ordinary Shares, Preference Shares, "A" Cumulative Preference Shares, "B" Cumulative Preference Shares and Deferred Shares shall not be entitled to participate in any such profits. Subject thereto all the issued shares of the Company shall rank pari passu in respect of profits available for distribution in excess of such figure and resolved to be distributed.

(ii)As regards capital. On a return of assets on a winding up or otherwise the Special Ordinary Shares shall carry the right in priority to any payment upon any other class of shares to the repayment of a sum equal to the nominal amount paid up on the Special Ordinary Shares. Subject thereto Ordinary Shares, Preference Shares, "A" Cumulative Preference Shares, "B" Cumulative Preference Shares and Deferred Shares shall rank pari passu with each other and be entitled (after the above payment) to the repayment of a sum equal to the nominal amount paid up on such shares. The Ordinary Shares, Preference Shares, "A" Cumulative Preference Shares, "B" Cumulative Preference Shares and Deferred Shares shall carry no right to any further right of participation in the assets of the Company. The Special Ordinary Shares shall carry the right to any surplus assets existing after the above payments.

(iii)As regards voting. The Special Ordinary Shares shall carry the right to receive notice of, attend and speak at any general meeting of the Company. Upon any resolution proposed at such a general meeting, on a show of hands every holder thereof who is present in person or (being a corporation) by a representative shall have one vote and on a poll every holder thereof who is present in person or by proxy or (being a corporation) by a representative shall have one vote in respect of each Special Ordinary Share registered in the name of such holder. The Ordinary Shares, Preference Shares, "A" Cumulative Preference Shares, "B" Cumulative Preference Shares and Deferred Shares shall carry the right to receive notice of and to be present at, but not to speak at or to vote (either in person or by proxy) at, any general meeting.

3 Unless the Company in general meeting shall otherwise resolve, the directors may allot, issue or grant options over any shares for the time being unissued and may determine the rights to be attached thereto and the terms upon which they be allotted or issued. This Article shall not apply to redeemable preference shares, which shall be governed by the provisions of regulation 3 of Table A.



### DIRECTORS

4 (1) Unless and until otherwise determined by Ordinary resolution of the Company the number of directors shall not be less than two. Regulation 75 of Table A shall be construed accordingly.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age. Regulation 88(a) of Table A as applicable to the Company shall be construed with the omission of the words "or 185".

### BORROWING POWERS

5 The proviso in regulation 79 of Table A shall not apply.

### ALTERNATE DIRECTORS

6 (1) Each director shall have the power at any time to appoint to the office of an alternate director either (i) another director or (ii) any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment.

(2) The appointment of an alternate director shall automatically determine on any of the following events:-

(a) if his appointor shall terminate the appointment;

(b) on the happening of any event which, if he were a director, would cause him to vacate the office of director;

(c) if by writing under his hand left at the registered office of the Company he shall resign such appointment;

(d) if his appointor shall cease for any reason to be a director.

(3) An alternate director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and, in place of his appointor, to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not personally present and generally to perform all functions as a director of his appointor in his absence. Every alternate director shall be entitled in the absence from the United Kingdom of his appointor to sign in his place a resolution in writing of the directors pursuant to regulation 106 of Table A.

(4) An alternate director may be repaid by the Company such expenses as might properly be repaid to him if he were a director but shall not in respect of such appointment be entitled to receive any



remuneration from the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.

(5) An alternate director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.

(6) Subject to the provisions of this Article, the provisions of these Articles and of the regulations of Table A which apply to the Company relating to directors shall apply to every alternate director except that he shall not have power as such alternate director to appoint any director or other person as his alternate.

(7) Every appointment and removal of alternate director shall be in writing signed by or on behalf of the appointor and shall take effect (subject to any approval required by paragraph (1) of this Article) upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.

(8) Whenever a director is also an alternate director his rights and powers as such alternate director shall be additional to and separate from those which he has as director.

#### INTEREST OF DIRECTORS

7 A director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply to the Company.

#### DIRECTORS PRESENT AT MEETINGS

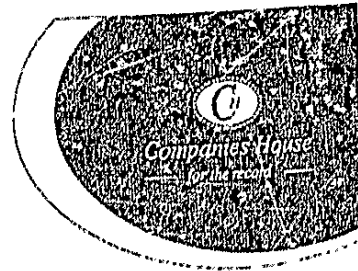
8 It shall not be necessary for every director present at any meeting of directors or committee of directors to sign his name or for any book to be kept for this purpose. Regulation 86 of Table shall be constructed accordingly.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

9 The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt of such written appointment or removal at the registered office of the Company or by the secretary.

10 While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being force, and any director so appointed shall (subject to regulation 88 of Table 'A) hold office until he is removed pursuant to Article 9.

11 While the Company is a subsidiary, regulations 89 to 97 (inclusive) to Table A shall not apply and all references elsewhere in Table to retirement by rotation shall be modified accordingly.



Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.