

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



A
Companies'
Fee Stamp
of 5s.
should be
impressed
here

WITH THE

**REQUIREMENTS OF THE COMPANIES
(CONSOLIDATION) ACT, 1908,**

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)
Act, 1908, on behalf of a Company proposed to be Registered as

THE BRITISH KORK-N-SEAL AGENCY

LIMITED.

(See Page 2 of this Form.)

REGISTERED
146521
27 FEB 1923

TELEGRAMS: "CERTIFICATE. FLEET. LONDON."

TELEPHONE NUMBER: HOLBORN 434.

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, Publishers, and Stationers
116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

presented for filing by

Vizard, Oldham, Crowder & Cash,

51, Lincoln's Inn Fields,

L.C.S.

I HENRY CHARLES JOHN RUSSELL SMITH

of 51, Lincoln's Inn Fields in the County of London Solicitor
with Messieurs Vizard, Oldham, Crowder & Cash of the same address
Solicitors

Do solemnly and sincerely Declare that I am* a Solicitor of the High
Court engaged in the formation of

*Here insert--
"A Solicitor
of the High
Court en-
gaged in the
formation of"
or "A person
named in the
Articles of
Association
as a
Director (or
Secretary)
of."

THE BRITISH KORK-N-SEAL AGENCY ----- LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908,
in respect of matters precedent to the registration of the said Company
and incidental thereto have been complied with. And I make this solemn
Declaration conscientiously believing the same to be true, and by virtue
of the provisions of The Statutory Declarations Act, 1835.

Declared at *Lincoln's Inn Fields*
in the County of London

the 26th day of September

One thousand nine hundred and twenty
three.

before me,

HC Russell Smith

John W. Thompson

A Commissioner for Oaths.

NOTE.—This margin is reserved for binding, and must not be written across.

Number of
Certificate }

192723

[Form No. 25.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Duty at the
rate of £1
for every
£100 should
be impressed
here.

Statement of the Nominal Capital

OF

THE BRITISH KORK-N-SEAL AGENCY

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as
amended by Section 7 of The Finance Act, 1899, and
by Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

REGISTERED
146520
27 SEP 1923

This Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

75678

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 434

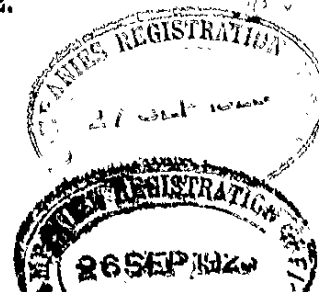
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,
116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

ated for filing by

Vizard, Oldham, Crowder & Cash,

51, Lincoln's Inn Fields,



THE NOMINAL CAPITAL

OF

THE BRITISH KORK-N-SEAL AGENCY

LIMITED,

is TEN THOUSAND Pounds,

divided into TEN THOUSAND Shares

of ONE POUND each.

Signature

Vigard Olsen

Description Solicitors to the Company.

Dated the

26th

day

of September 19 23.

* * This Statement should be signed by an Officer of the Company.

NOTE.—This margin is reserved for binding, and must not be written across.



192723

3

THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

The British Kork-N-Seal Agency,
LIMITED.*Dr. A. P.*

1. The name of the Company is "THE BRITISH KORK-N-SEAL AGENCY, LIMITED."

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

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

- (1.) To negotiate for and purchase or otherwise acquire and hold the sole and exclusive agency for the importation distribution and sale in the United Kingdom ^{and} _{or} in any other parts of the world of any articles, appliances, methods or means of sealing or closing bottles and other receptacles and particularly of the seals, stoppers or caps known as Kork-N-Seal caps upon such terms and conditions as the Company may think fit.
- (2.) To acquire and exercise an option to purchase all or any patents or other rights relating to Kork-N-Seal caps ^{and} _{or} any other articles, appliances, methods or means of sealing or closing bottles and other receptacles and relating to the machinery and apparatus used in connection with or required for the manufacture of all or any of such seals, stoppers or caps together with all improvements and developments therein and to develop and turn to the use and profit of the Company all or any of such patents and other rights.

REGISTERED

146522

27 SEP 1923

- (3.) To carry on the businesses of manufacturers of and dealers in and exporters and importers of glass and glass bottles and glass articles of all descriptions.
- (4.) To carry on the businesses of manufacturers of and dealers in and exporters and importers of and agents for the distribution and sale of looking glasses, bottle stoppers, china, pottery, porcelain, bottles, carboys, and other receptacles of any material, boxes, crates and packing-cases, bottle brushes, moulding, bags straw and other envelopes, cork and rubber rings, capsules, mineral water machinery, and of all other kinds of machinery and materials which can be used in connection with the manufacture of any of the articles above specified.
- (5.) To carry on the businesses of shipowners, bargeowners, lightermen, wharfingers, and chemical manufacturers, and to charter ships and barges.
- (6.) To carry on any business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (7.) 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, firm, association, or company possessed of property suitable for any of the purposes of this Company, or carrying on any business which this Company is authorised to carry on, and as the consideration for the same to pay cash or to issue any Shares, stocks or obligations of this Company.
- (8.) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (9.) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions, or co-operation with any person

or company carrying on, 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 any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold, sell, re-issue, or otherwise deal with Shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such company, and to guarantee the principal or interest of any such securities or obligations or any dividends upon any such Shares or stock.

- (10.) To purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, rights, or privileges which the Company may think suitable or convenient for any purposes of its business, and to erect and construct buildings and works of all kinds.
- (11.) To apply for, or join in applying for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, licences, and like rights conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention 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, manufacture under or grant licences in respect of, or otherwise turn to account the rights and information so acquired, and to expend money in experimenting upon and testing, and in improving or seeking to improve, any patents, inventions or rights which the Company may acquire or propose to acquire.
- (12.) To purchase, subscribe for, or otherwise acquire and to hold the shares, stocks, or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits, to distribute any such shares, stocks, or obligations amongst the Members of this Company in kind.
- (13.) To borrow or raise or secure the payment of money, and for those or other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital.

- (14.) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (15.) To adopt such means of making known the articles or things dealt in by the Company as may seem expedient by advertisement or otherwise.
- (16.) To sell, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company upon any terms with power to accept as the consideration any shares, stock, or obligations of or interest in any other company.
- (17.) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration, and advertising of or raising money for the Company, and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing, or underwriting Shares, debentures, or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.
- (18.) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company, or person any rights, concessions, and privileges which the Company may think desirable and to exercise and comply with any such rights, concessions and privileges.
- (19.) To establish and support, or aid in the establishment and support of associations, institutions and conveniences calculated to benefit any of the employees or ex-employees of the Company, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to establish and maintain labour bureaux.

(20.) To promote any company or companies for the purpose of its or their 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 this Company, and to pay all the expenses of or incident to such promotion.

(21.) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association, or company, or by means of any subsidiary or auxiliary company, and in any part of the world.

(22.) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Capital of the Company is £10,000, divided into 10,000 Shares of £1 each with power to increase, and with power from time to time to issue any Shares of the original or new capital with any preference or priority in the payment of dividends, or the distribution of assets as to voting or otherwise howsoever or as Shares ranking *pari passu* with any other Shares of any class whether preference, ordinary, or management, and whether then already issued or not, or with such stipulations deferring them to any other Shares with regard to dividends, or in the distribution of assets, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the sub-division of a Share to apportion the right to participate in profits or surplus assets, or the right to vote in any manner as between the Shares resulting from such sub-division.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively 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.
<i>E. W. Janson</i> <i>18 St. Dunstons Lane E.C.</i> <i>Eng. & Elec.</i>	1 0000
<i>S. B. Skerwington</i> <i>10 Berkeley-st. W.</i> <i>Director</i>	1 one

Dated this 19 day of *Nov*, 1923.

Witness to the above Signatures:— of *E. W. Janson*

Thorne
 119, Camden Road. N.W.
Typist.

Witness to the Signatures of
S. B. Skerwington

L. E. J. Orange
Regent House, Kingsway W.C.

Memorandum of Association of a Company



THE COMPANIES ACTS, 1908 to 1917.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

The British Kork-N-Seal Agency, LIMITED.

PRELIMINARY.

1. The regulations contained in Table "A" in the First Schedule to the Companies (Consolidation) Act, 1908 (such Table being hereinafter called Table "A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, the Clauses of Table "A" numbered 2, 5, 29, 35 to 40, 60, 68, 70, 73, 76, 77, 88, 99, 108, 111 and 114 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table "A" the following shall be the regulations of the Company.

2. The Company shall be a Private Company within the meaning of the Companies (Consolidation) Act, 1908, and the Companies Act, 1913, and accordingly :--

(A) The Directors may in their absolute and uncontrolled discretion decline to register any transfer of Shares to any person not approved by them, and Clause 20 of Table "A" shall be modified accordingly.

(B) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company), shall not exceed fifty. Provided that where two or more persons hold one or more Shares jointly they shall for the purposes of this clause be treated as a single Member.

(C) The Company shall not issue any invitation to the public to subscribe for any Shares, debentures or debenture stock of the Company.

REGISTERED

146523

27 SEP 1923

3. The Shares taken by the subscribers to the Memorandum of Association, and those to be allotted pursuant to any Agreement made by the Company for the acquisition of assets in consideration of the allotment of Shares, and any Shares applied for by any Vendor to the Company up to the amount of his purchase money shall be duly issued by the Directors, but all further Shares shall subject to any direction to the contrary that may be given by the Company in General Meeting be offered to the Members in proportion to the existing Shares held by them and such offer shall be made by notice specifying the number of Shares to which the Member is entitled and limiting a time within which the offer if not accepted will be deemed to be declined and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the Shares offered the Directors may allot or otherwise dispose of the same to such persons and upon such terms as they think fit.

4. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

CALLS ON SHARES.

5. A Call may be made payable by instalments.

6. No Call upon any Share shall be made payable within one month after the date when the last instalment of the last preceding Call shall have been payable; and Clause 12 of Table "A" shall be modified accordingly.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the conditions of allotment any amount is payable in respect of any Shares by instalments, at any fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

FORFEITURE OF SHARES AND LIEN.

9. When any Shares shall have been forfeited an entry shall forthwith be made in the Register of Members of the Company

stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been disposed of, an entry shall also be made of the manner and date of the disposal thereof.

10. The lien conferred by Clause 9 of Table " A " shall attach to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

11. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons entitled to such Shares, that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a certificate of title to the Shares, and he shall not be bound to see to the application of the purchase money. The remedy (if any) of the former holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

BORROWING POWERS.

12. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

13. The register of mortgages shall be open to the inspection of any creditor or Member of the Company without payment, and of any other person on payment of the sum of One Shilling for each inspection.

14. A register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to inspection by the registered holders of such debentures and the holders of Shares in the Company, subject to such restrictions as

the Company in General Meeting may impose. The Directors may close such register for such period or periods as they think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

15. The accidental omission to give notice of a General Meeting to any Member shall not invalidate the proceedings at such meeting.

SPECIAL RESOLUTION.

16. Where it is proposed to pass a Special Resolution, the two meetings may be convened by one and the same notice, and it is to be no objection to such notice that it only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

VOTES OF MEMBERS.

17. Two Members present personally or by proxy at any General Meeting shall be a quorum, and Clause 51 of Table "A" shall be modified accordingly.

18. A poll shall be taken whenever directed by the Chairman or demanded by two or more Members together holding or representing by proxy not less than one-tenth of the Capital of the Company for the time being issued; and Clause 56 of Table "A" shall be read as if this power to demand a poll were substituted for the powers therein contained.

19. A corporation being a Member of the Company may, by Minute of its Directors, appoint any person to act as its representative at any meeting of the Company, and such representative shall be entitled to exercise the same functions on behalf of the corporation which he represents as if he had been an individual Member of the Company.

20. On a show of hands every Member present in person shall have one vote and on a poll every Member present in person or by proxy shall have one vote for every Share held by him.

DIRECTORS.

21. The first Directors shall be Edmund William Janson and Stephen Bertie Skevington and until otherwise determined by a General Meeting the number of the Directors shall not be less than two or more than seven.

22. The qualification of a Director shall be the holding in his own right of at least one Share in the Company.

23. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

24. A Director may with the approval of the Directors appoint any person to act as his alternate Director at a meeting of the Board at which such Director is not present and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification, and he shall *ipso facto* vacate office if and when the appointor vacates office as a Director, or removes the appointee from office, and any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same. The remuneration of an alternate Director shall be provided by the Director by whom the alternate Director was appointed.

DISQUALIFICATION OF DIRECTORS.

25. The office of a Director shall be vacated :—

(A) If he become bankrupt or insolvent or compound with his creditors.

(B) If he become of unsound mind or be found a lunatic.

(C) If he be convicted of an indictable offence.

(D) If he cease to hold the necessary qualification in Shares or stock, or do not obtain the same within one month from the date of his appointment.

(E) If he absent himself from the meetings of Directors for a period of four months without special leave of absence from the other Directors.

(f) If he give the Directors one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office in vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director had ceased to be a Director of the Company.

26. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Board at or before the time when such contract, arrangement, or dealing is determined upon his interest therein, or, if such interest is subsequently acquired, provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest. A Director may vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, provided such disclosure as aforesaid is made to the Board.

MANAGING DIRECTOR.

27. The Directors may from time to time entrust to and confer upon a Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make calls, forfeit Shares, borrow money, or issue debentures) that they may think fit. But the exercise of all powers by a Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

THE SEAL.

28. The Directors shall provide for the safe custody of the Seal of the Company and it shall not be affixed to any instrument except by the authority of a resolution of the Directors or a Committee of Directors duly authorised by the Directors. Any document to which

the Seal of the Company is affixed shall be signed either by two Directors or any one Director and the Secretary or the person acting as Secretary and such document shall be deemed to be duly executed.

RESERVE FUND.

29. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a Reserve Fund to meet contingencies or for equalising dividends or for special dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes as the Directors shall, in their absolute discretion, think conducive to the interests of the Company, and to invest the several sums so set aside upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and to divide the Reserve Fund into such special funds as they think fit with full power to employ the assets constituting the Reserve Fund in the business of the Company and that without being bound to keep the same separate from the other assets. The Directors may also without placing the same to reserve, carry forward any profits which they may not think it prudent to divide. The Company in General Meeting may direct the capitalisation of the whole or any part of the undistributed profits or of the Reserve Fund of the Company by the application thereof in the payment up in full of any Shares of the Company to be distributed amongst the Shareholders of the Company in proportion to the number of Shares held by them, and the Directors shall comply with such direction, and apply such part of the Reserve Fund or funds as may be necessary for the purpose of making payment in full at par for the Shares so to be distributed, provided that no such distribution shall be made unless the same shall be recommended by the Directors. Where any difficulty arises as to such distribution the Directors may settle the same as they may think fit, and in particular may issue fractional certificates and may make arrangements for the acceptance, allotment and sale of such Shares and fractional certificates or otherwise as they may think fit. When required a proper contract shall be filed in accordance with the provisions of The Companies (Consolidation) Act, 1908, and the Directors may appoint any person to execute such contract on behalf of the Members among whom such distribution shall be made and such appointment shall be effectual. The contract may provide for

the acceptance of such Shares and fractional certificates by the allottees in discharge of their claims in respect of the portion of the Reserve Fund or profits so capitalised.

NOTICES.

30. Where a notice is sent by post, it shall be deemed to have been served at the expiration of twenty-four hours after it was posted ; and Clause 110 of Table "A" shall be modified accordingly.

31. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

32. With the sanction of an Extraordinary Resolution of the Shareholders any part of the assets of the Company, including any Shares in other companies, may be divided between the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any Shares whereon there is any liability.


33. The assets of the Company available for distribution among the Members shall be applied :—First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively ; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively ; and the balance (if any) shall be distributed among all the holders of Ordinary Shares in the Company in proportion to the number of Shares held by them respectively.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

S. B. Skewington S.B.S.
 10 Berkeley - St
~~27 B. ...~~ London W.1
~~Manager~~ of a company.
 E. W. Jenson
 18 St. ... Lane E.C.
 Supervisor

Dated this 19th day of Feb, 1923.

Witness to the above Signature: - of S. B. Skewington


 Geo. J. Orange

Regent House

King's Way W.C.

Witness to the signature
 of E. W. Jenson:

Managing Director of a Company.

Thence

119 Camden Road

DUPLICATE FOR THE FILE.

No. 192723



Certificate of Incorporation

I Hereby Certify, That the

BRITISH KORK-N-SEAL AGENCY, LIMITED


is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this twenty-seventh day of September

One Thousand Nine Hundred and Twenty-three.

Fees and Deed Stamps £7:15:0.

Stamp Duty on Capital £100.


Registrar of Joint Stock Companies.

Certificate received by

Nizard William & Co

51. Lincoln's Inn Fields

N.C. 2

Date *18th October 1923*

Ed.

22000 / 11 34101 12

THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.



Extraordinary Resolutions

(Pursuant to Section 69)

OF

THE BRITISH KORK-N-SEAL AGENCY, LIMITED.

GLW
Passed the 19th day of November, 1924.

REGISTERED
165891
25 NOV 1924

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 40/43, Norfolk Street, Strand, London, W.C. 2, on the 19th day of November, 1924, the following EXTRAORDINARY RESOLUTIONS were duly passed :—

RESOLUTIONS.

" 1. That the capital of the Company be increased to £20,000 by the
" creation of 10,000 new Shares of £1 each."

" 2. That the Directors be authorised to dispose of the said new Shares
" to such persons upon such terms and subject to such conditions
" that the Directors may think fit."

W. J. ...
Chairman

Number of
Certificate

192723. 12

[Form No. 26.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920.



COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

OF

The British Kork-N-Seal Agency
LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891;
Section 7 of The Finance Act, 1899; Section 5 of The
Revenue Act, 1903; and Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

REGISTERED
165893

25 NOV 1924

This Statement has to be registered with the Notice of Increase in the
Nominal Capital required under Section 44 of The Companies (Consolidation)
Act, 1908.

S2541

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

W. J. 12.201
Vigard Oldham & Co.
57 Lincoln's Inn Fields.

THE NOMINAL CAPITAL

OF

The British Kork-N-Seal Agency LIMITED,

has been increased by the addition thereto of the sum of

Ten Thousand _____ Pounds,

divided into *Ten Thousand* _____ Shares

of *One Pound* _____ each,

beyond the Registered Capital of *Ten Thousand*
Pounds.

Signature

Wm. Arkham

Description

Solicitors to the company

Dated the *Twenty-fifth* day

of *November* 192*4*

NOTE.—This margin is reserved for binding, and must not be written across.

* * * This Statement should be signed by an Officer of the Company.

Number of } 192723./13
Certificate }

[Form No. 10.]

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.



Ad valorem
Companies
Fee Stamp
to be
impressed
here.

Notice of Increase in the Nominal Capital

OF

The British Kork-N-Seal Agency

LIMITED.



Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form).

165892

25 NOV 1924

82489

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 484 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Vjord Oldham Esq.

51 Lincoln's Inn Fields, W.C. 2.

Notice of Increase in the Nominal Capital

OF

The British Kork-N-Seal Agency Limited

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the *Nineteenth* day of *November* 1924, the Nominal Capital of the Company has been increased by the addition thereto of the sum of *Ten Thousand* Pounds, divided into *Ten Thousand* Shares of *One Pound* each, beyond the Registered Capital of *Ten Thousand* Pounds.

Signature *V. J. McEwan*

Description *Solicitors to the Company.*

Dated the *twenty-fifth* day

of *November* 1924.

* * * This Notice should be signed by the Manager or Secretary of the Company.

16.
THE COMPANIES ACTS, 1908 TO 1917.

COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to Section 69)

—OF—

THE BRITISH KORK-N-SEAL AGENCY LIMITED.



Passed 14th November, 1924.

Confirmed 4 Dec, 1924.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 40/43, Norfolk Street, Strand, London, W.C.2, on the 14th day of November, 1924, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, also duly convened, and held at the same place, on the 4th day of Dec, 1924, the following SPECIAL RESOLUTION was duly confirmed:—

That the Articles of Association be altered as follows:—

(A) The following Article shall be inserted after Article 3:—

“ 3. (A) Notwithstanding the provisions of Article 3 the Directors may in their absolute discretion grant such rights, in respect of new Shares issued in the event of any increase in the capital of the Company being sanctioned, to any person or persons undertaking any liability on behalf of the Company upon such terms and subject to such conditions as the directors may think fit and Clause 42 of Table ‘A’ shall be modified accordingly.”

(B) The following Article shall be inserted after Article 24:—

STERED
2719
EC1924

24. (A) The United Glass Bottle Manufacturers Limited shall be entitled so long as it undertakes or remains under any liability on behalf of the Company to nominate the Chairman of the Company and such number of the Directors as may from time to time be equivalent to a majority of the Directors of the Company and the following provisions shall have effect that is to say:—

“(A) Such Chairman and Directors shall be appointed in writing delivered to the Company.

“(B) The United Glass Bottle Manufacturers Limited may at any time by writing remove from office any Chairman or Director so appointed.

“(C) The Chairman and Directors so appointed shall vacate office so soon as the United Glass Bottle Manufacturers Limited ceases to undertake or remain under any liability on behalf of the Company.

“(D) If the Chairman or any Director so appointed ceases by any means to hold office whilst the United Glass Bottle Manufacturers Limited remains under any liability on behalf of the Company that Company may in manner aforesaid appoint a successor or successors.

“(E) The Chairman and Directors so appointed shall not be bound to hold any qualification share.

“(F) The Chairman and Directors so appointed shall not be liable to retire from office by rotation and clauses 78, 79, 83, 84 and 86 of Table ‘A’ shall be modified accordingly.

“(G) Clause 90 of Table ‘A’ shall not apply whilst the United Glass Bottle Manufacturers Limited remains under any liability on behalf of the Company.”

41. J. C. Anderson

102723 / 21/1/26
THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

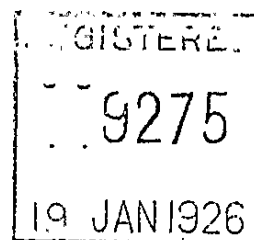
Extraordinary Resolutions

(Pursuant to Section 69)

OF

THE BRITISH KORK-N-SEAL AGENCY LIMITED.

Passed the 7th day of January, 1926.



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 40/43, Norfolk Street, Strand, London, W.C. 2, on the 7th day of January, 1926, the following EXTRAORDINARY RESOLUTIONS were duly passed :—

RESOLUTIONS.

- " 1. That the capital of the Company be increased to £40,000 by the
" creation of 20,000 new Shares of £1 each."
- " 2. That the Directors be authorised to dispose of the said new Shares
" to such persons upon such terms and subject to such conditions
" as the Directors may think fit."

L. H. H. H. H. H.
(Chairman)

[Form No. 26.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920



COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

OF

THE BRITISH KORK-N-SEAL AGENCY

9277
19 JAN 1926

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 7 of The Finance Act, 1899; Section 5 of The Revenue Act, 1903; and Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 44 of The Companies (Consolidation) Act, 1908.

cf. 969

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Vizard Oldham & Co.,

51, Lincoln's Inn Fields, W.C.2.



THE NOMINAL CAPITAL

OF

THE BRITISH KORK-N-SEAL AGENCY

LIMITED,

NOTE.—This margin is reserved for binding, and must not be written across.

has, by a Resolution of the Company dated the **seventh** day
of **January**, 1926 been increased by the addition thereto of the
✓ sum of Twenty Thousand Pounds,
✓ divided into Twenty Thousand Shares
of One Pound each,
✓ beyond the Registered Capital of Twenty Thousand Pounds

Signature

Description Secretary

Dated the 19th day

of **January** 1926.

** * This Statement should be signed by an Officer of the Company.*

Number of } 192723
Certificate }

[Form No. 10.]

"THE COMPANIES ACTS, 1908 to 1917"

COMPANY LIMITED BY SHARES.

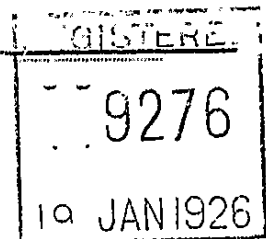


Notice of Increase in the Nominal Capital

OF

THE BRITISH KORK-N-SEAL AGENCY

LIMITED.



Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form).

CT. 638

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

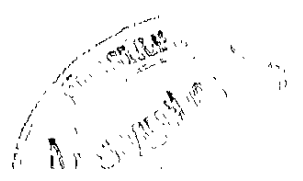
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Vizard Oldham & Co.,

51 Lincolns Inn Fields, W.C. 2.



Notice of Increase in the Nominal Capital

OF

~~THE BRITISH KORK-N-SEAL AGENCY~~

Limited.

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the seventh day of January 1926, the Nominal Capital of the Company has been increased by the addition thereto of the sum of Twenty Thousand Pounds, divided into Twenty Thousand Shares of One Pound each, beyond the Registered Capital of Twenty Thousand Pounds.

Signature



Description Secretary

Dated the 19th day

of January 1926.

*** This Notice should be signed by the Manager or Secretary of the Company.

THE COMPANIES ACTS 1908 TO 1917.

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to Section 69)

OF

The British Kork-N-Seal Agency LIMITED.



REGISTERED
99243

Passed 23rd June, 1926.

Confirmed 9th July, 1926

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 40/43, Norfolk Street, Strand, London, W.C.2, on the 23rd day of June, 1926, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, also duly convened and held at the same place, on the 9th day of July, 1926, the following SPECIAL RESOLUTION was duly confirmed:—

“ That the Articles of Association be altered as follows:—

“ Article 24 (A) shall be cancelled and the following Article shall be substituted therefor:—

“ 24 (A) So long as The United Glass Bottle Manufacturers, Ltd., are beneficially entitled to 75 per cent. of shares of the Company numbered 13,001/16,000 and 20,001/36,543 inclusive (whether such shares are actually registered in their names or not) they shall be entitled from time to time by notice in writing to the Company to appoint the Chairman of the Company and to appoint and have elected to the Board of Directors of the Company such number of the Directors as may from time to time be equivalent to a majority of the Directors of the Company who shall be entitled to hold office until The United Glass Bottle Manufacturers, Ltd. cease to be beneficially entitled to 75 per cent. of the said shares numbered 13,001/16,000 and 20,001/36,543 or until requested by The United Glass Bottle Manufacturers, Ltd. to retire and accordingly any such Chairman or Director shall not be bound to retire by rotation and Clauses 78, 79, 83, 84 and 86 of Table ‘A’ shall be modified accordingly. As and whenever any such Chairman or Director vacates office whether by request as aforesaid or by death or otherwise, The United Glass Bottle Manufacturers Ltd., if beneficially entitled as aforesaid to 75 per cent. of shares of the Company numbered 13,001/16,000 and 20,001/36,543 inclusive, may appoint another Chairman or Director as the case may be in his place. Any such Chairman or Director shall not be bound to hold any qualification shares. Clause 90 of Table ‘A’ shall not apply so long as the power of appointing the Chairman of the Company hereby conferred shall be exercised by The United Glass Bottle Manufacturers, Ltd.

“ 24 (B) A Certificate signed by two Directors and the Secretary of The United Glass Bottle Manufacturers, Ltd., that they are beneficially entitled to 75 per cent. of the said shares numbered 13,001/16,000 and 20,001/36,543 inclusive, shall be conclusive evidence for the purposes of the preceding article.

“ 24 (C) Article 4 shall be modified so far as is necessary to give effect to Article 24 (A) and 24 (B).”

Secretary.



COMPANY LIMITED BY SHARES.

Extraordinary Resolutions

(Pursuant to Section 69.)

OF

THE BRITISH KORK-N-SEAL AGENCY LIMITED.

Passed the 15th day of October, 1928.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 40/43, Norfolk Street, Strand, London, W.C.2, on the 15th day of October, 1928, the following EXTRAORDINARY

RESOLUTIONS were duly passed:—

RESOLUTIONS.

- “1. That the capital of the Company be increased to £60,000 by the
“creation of 20,000 new Shares of £1 each.”
- “2. That the Directors be authorised to dispose of the said new
“Shares to such persons upon such terms and subject to such
“conditions as the Directors may think fit.”

GEO. E. ALEXANDER,

Chairman.

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital
OF

The British Kork-N-Seal Agency
LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891;
Section 7 of The Finance Act, 1899; Section 5 of The
Revenue Act, 1903; and Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

117960

29 OCT 1928

This Statement has to be registered with the Notice of Increase in the
Nominal Capital required under Section 44 of The Companies (Consolidation)
Act, 1908.

CL. 969

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 494 (2 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2

Presented for filing by

Harold Oldham Esq.
51 Lincoln's Inn Fields,
W.C. 2. 10/10/28

checked
2/11



THE NOMINAL CAPITAL

OF

NOTE.—This margin is reserved for binding, and must not be written across.

The British Kork-N-Seal Agency LIMITED,
has, by a Resolution of the Company dated the *Fifteenth* day
of *October*, 1928, been increased by the addition thereto of the
sum of *Twenty thousand* Pounds,
divided into *Twenty thousand* Shares
of *One Pound* each,
beyond the Registered Capital of *Forty thousand*
pounds.

Signature *Edward A. Latham & Co*

Description *Solicitors to the Company.*

Dated the *27th* day
of *October* 1928.

* * * This Statement should be signed by an Officer of the Company.

Number of } 192723.
Certificate } 72

[Form No. 10.]

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.



Ad valorem
Companies
Fee Stamp
to be
impressed
here.

Notice of Increase in the Nominal Capital

OF



The British Kork - N-Seal Agency

LIMITED.

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

(See Page 2 of this Form).

147959

27 OCT 1928

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 484 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

Edvard Oldham & Co.

57 Lincoln's Inn Fields,

W.C. 2.

Notice of Increase in the Nominal Capital

OF

The British Kork-N-Seal Agency Limited.

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the *fifteenth* day of *October* 1928, the Nominal Capital of the Company has been increased by the addition thereto of the sum of *Twenty thousand* Pounds, divided into *Twenty thousand* Shares of *One Pound* each, beyond the Registered Capital of *Forty thousand* Pounds.

Signature

Vigand Olthaus

Description

Solicitors to the Company.

Dated the *27th* day

of *October* 1928.

* * This Notice should be signed by the Manager or Secretary of the Company.

38 CN
THE COMPANIES ACTS, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to Companies (Consolidation) Act, 1908, Sec. 69).



REGISTERED
6 AUG 1929

The British Kork-N-Seal Agency, LIMITED.

Passed 12th July, 1929.

Confirmed 29th July, 1929.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 40/43, Norfolk Street, Strand, London, W.C. 2, on the 12th day of July, 1929, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at 40/43, Norfolk Street, Strand, London, W.C. 2, aforesaid, on the 29th day of July, 1929, the following SPECIAL RESOLUTION was duly confirmed:—

RESOLUTION.

"That the name of the Company be changed to 'Kork-N-Seal Limited.'"

Secretary.

B

[C. No. 92.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Victoria 3840), and that the following number may be quoted:— 5234/29.



BOARD OF TRADE,

14th August, 1929.

Gentlemen,

THE BRITISH KORK-N-SEAL AGENCY, LIMITED.

With reference to your application of the 6th August, I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to

"KORK-N-SEAL LIMITED"

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, W.C.2.

as his authority for entering the new name on the Register, and for issuing his certificate under Section 8 (4) of the Companies (Consolidation) Act, 1908.

A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.

I am, Gentlemen,

Messrs. Vizard, Oldham,
Crowder & Cash,
51, Lincoln's Inn Fields,
W.C.2.

Your obedient Servant,

Wm. Vizard

173

DUPLICATE FOR THE FILE.

No. 192723



Certificate of Change of Name.

I hereby Certify, That

THE BRITISH KORK-N-SEAL AGENCY, LIMITED

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called
KORK-N-SEAL LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this fifteenth day of August
One Thousand Nine Hundred and twenty-nine.

Registrar of Joint Stock Companies.

Certificate received by

Ernest Oldham Esq.
51, Lincoln's Inn Fields W.C.

Date

19th August 1929

No. 192723. 141

Special Resolution

OF

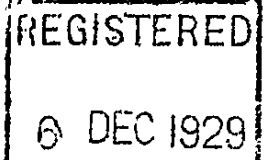
AGENCY

THE BRITISH Kork=N-Seal Limited.



Passed 1st May, 1929.

Confirmed 16th May, 1929.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 40-43, Norfolk Street, Strand, London, W.C. 2, on the 1st May, 1929, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at 40-43, Norfolk Street, Strand, London, W.C. 2, aforesaid, on the 16th May, 1929, the following SPECIAL RESOLUTION was duly confirmed:—

RESOLUTION.

"That the Articles of Association of the Company shall be altered by adding the following new Article, namely:—

" 23. (A) Clause 69 of Table 'A' shall no longer apply and in lieu thereof the
" Directors shall receive by way of remuneration a yearly sum equal to 10
" per cent. on the net yearly surplus profits of the Company (if any) (1) after
" payment for that year of all interest on debentures and other loans, and
" (2) after allowing for that particular year 10 per cent. on the amount paid
" up on the issued Share capital, and after deducting income tax. The yearly
" sum so divisible shall be divided amongst the Directors in such manner as
" the Board shall think fit, and in default of any such decision among
" the Directors equally, but the remuneration in respect of any one year
" payable to any one Director under this provision (other than a Managing
" Director or other Director serving the Company on special terms) shall not,
" without the sanction of a General Meeting, exceed £250. Any Director
" holding office for part of a year shall be entitled to a proportionate part of
" his remuneration. The Directors shall also be entitled to retain all
" remuneration received by them as Directors of any other company in
" which the Company is interested."

John J. Green
Secretary.

Presented for filing by
Vigand Baham & Co

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Special Resolutions

(Pursuant to Section 117 of the Companies Act, 1929)

OF

KORK - N - SEAL LIMITED.



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 40-43, NORFOLK STREET, STRAND, LONDON, W.C. 2, on THURSDAY, the 16th day of MARCH, 1933, the subjoined **RESOLUTIONS** were duly passed:—

SPECIAL RESOLUTIONS.—

6 APR 1933

1. That the capital of the Company be reduced from £60,000 divided into 60,000 shares of £1 each to £53,782 divided into 47,564 shares of £1 each and 12,436 shares of 10s. each and that such reduction of capital be effected by extinguishing the liability of 10s. in respect of capital not paid up on each of the 12,436 issued shares of £1 each (Nos. 40,001 to 52,436) which have been paid up to the extent of 10s. per share only and reducing the nominal amount of each such share to 10s.

2. That subject to and upon the above reduction of capital being confirmed by the Court and taking effect:—

- (a) Each of the 47,564 shares of £1 each in the reduced capital be sub-divided into four shares of 5s. each (the 161,000 shares resulting from the sub-division of the 40,250 issued £1 shares to be re-numbered 1 to 161,000) and each of the 12,436 shares of 10s. each in the reduced capital be sub-divided into two shares of 5s. each (the 24,872 shares resulting from such sub-division to be re-numbered 161,001 to 185,872) and
- (b) The capital of the Company be increased to its former amount of £60,000 by the creation of 24,872 new shares of 5s. each.

3. That the Articles of Association of the Company be altered as follows, namely:—

- (a) The following new Article shall be substituted for the existing Article 23A.

23A. Clause 69 of Table "A" shall not apply but there shall be paid to the Directors by way of remuneration for their services as such (and exclusive of any remuneration payable to any Director for special services as Managing Director or otherwise) during any financial year of the Company (which expression as herein used shall include any period being more or less than a year for which the Company's accounts are made up and audited) a sum equal to 10 per cent. of the amount by which the net profits earned by the Company during that financial year (after payment of interest on debentures and any other borrowed moneys but before deducting or providing for Income Tax) exceed a sum equivalent to a dividend at the rate of 10 per cent. per annum for that financial year on the amount paid up on the issued share capital of the Company but not without the sanction of the Company in General Meeting exceeding a sum sufficient to pay net remuneration (after deducting or allowing for Income Tax) at the rate of £250 per annum for such financial year to each Director. Such remuneration shall be divisible amongst the Directors in such manner as the Board shall determine or failing such determination amongst the Directors equally. Any Director holding office for part only of a financial year shall be entitled to a proportionate part of a year's remuneration. The Directors shall also be entitled to retain all remuneration received by them as Directors of any other Company in which the Company is interested.

- (b) In Articles 24A and 24B the words and figures "renumbered 52,001/64,000 and 89,001/146,172" shall be substituted for the words and figures "numbered 13,001/16,000 and 20,001/36,543" at present appearing in the said Articles wherever such last mentioned words and figures occur therein.

Dated the 31st day of March, 1933.

121

51
A
THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to Section 117 of the Companies Act 1929).

OF

[31 OCT 1933]

Kork=N-Seal Limited.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 40/43, Norfolk Street, Strand, London, W.C.2, on Thursday, the 19th day of October, 1933, the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

SPECIAL RESOLUTION:

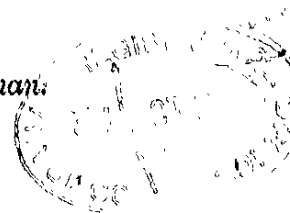
“That all the SPECIAL RESOLUTIONS passed at an EXTRA-
“ORDINARY GENERAL MEETING of the above Company, held
“on the 16th day of March, 1933 (except Resolution 3 (a)
“substituting a new Article 23 (a)) be cancelled.”

Dated the 30th day of October, 1933:

W. Mansfield

Chairman

Presented for filing by: [illegible]



No 192723

57
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES



Special Resolution

(Pursuant to Section 117 of the Companies Act, 1929)

OF

KORK-N-SEAL LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 40/43, Norfolk Street, Strand London, W.C. 2, on Wednesday, the 7th day of April, 1937, the subjoined Resolution was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION.

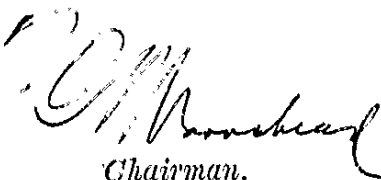
REGISTERED

19 APR 1937

That the Articles of Association of the Company be altered by inserting immediately after clause 23(A) a new clause as follows :—

23(B). The Director for the time being appointed Chairman of the Board shall in addition to any other remuneration receivable by him be entitled to receive such a sum as after deduction of Income Tax at the rate for the time being current (irrespective of any special rebate or allowance in any particular case) shall leave a clear sum at the rate of £250 per annum.

Dated the 16th day of April, 1937.


Chairman.

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.



Resolutions

(Pursuant to Sec. 117 of the Companies Act, 1929)

OF



KORK-N-SEAL LIMITED.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Offices, 8, Leicester Street, London, W.C. 2, on Thursday the 24th day of March, 1938, the subjoined RESOLUTIONS Nos. 1 and 2 were duly passed as SPECIAL RESOLUTIONS and the RESOLUTIONS Nos. 3 and 4 were duly passed as EXTRAORDINARY RESOLUTIONS, namely:—

SPECIAL RESOLUTIONS.

1. (a) That each of the 52,686, existing issued and fully paid shares of £1 each be sub-divided into four fully paid shares of 5s. each, (the 210,744 shares resulting from such sub-division to be re-numbered 1 to 210,744).

(b) That each of the 7,314, existing unissued shares of £1 each be sub-divided into four shares of 5s. each (the 29,256 shares resulting from such sub-division to be re-numbered 210,745 to 240,000).

2. That the Articles of Association of the Company be altered as follows, namely:—

In Articles 24A and 24B the words and figures "re-numbered 52,001/64,000 and 80,001/146,172" shall be substituted for the words and figures "numbered 13,001/16,000 and 20,001/36,543" at present appearing in the said Articles wherever such last-mentioned words and figures occur therein.

EXTRAORDINARY RESOLUTIONS.

3. That the capital of the Company be increased to £120,000, by the creation of 240,000 new shares of 5s. each ranking for dividend and in all other respects *pari passu* with the existing shares in the Company.

4. That it is desirable to capitalise a sum of £26,343, being part of the undivided profits of the Company, and accordingly that such sum be and is hereby capitalised and that the Directors be and they are hereby authorised and directed to apply such sum in paying up in full at par 105,372 shares of 5s. each of the Company and that such 105,372 shares be distributed credited as fully paid amongst the holders of the issued shares of 5s. each on the Register of Members on the 24th day of March, 1938, in proportion to their then existing holdings and in the proportion of one such share for every two of such issued shares held, and that the Directors allot and issue the said 105,372 shares of 5s. each credited as fully paid accordingly and on the terms that the same shall rank for dividend and in all other respects *pari passu* with the existing issued shares of 5s. each.

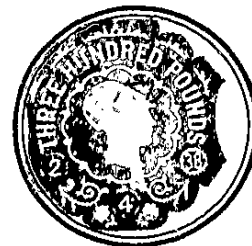
Chairman.

Number of
Company } 192723 *62*

[Form No. 26.]

THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital
OF

KORK - N - SEAL



LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of
The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)

The Statement has to be registered with the Notice of Increase in the
Nominal Capital and printed copy of the Resolution authorising the
Increase required under Section 52 of The Companies Act, 1929.

97050-37

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by

VIZARD OLDHAM CROWDER & CASH,


51 Lincoln's Inn Fields, W.C. 2.

THE NOMINAL CAPITAL

OF

NOTE.—This margin is reserved for binding, and must not be written across.

KORK - N - SEAL LIMITED,
has, by a Resolution of the Company dated the 24th day
of March, 1938, been increased by the addition thereto of the
sum of Sixty thousand Pounds,
divided into Two hundred and forty thousand Shares
of Five Shillings each,
beyond the Registered Capital of Sixty thousand Pounds

Signature 

Description Secretary

Dated the 31st day

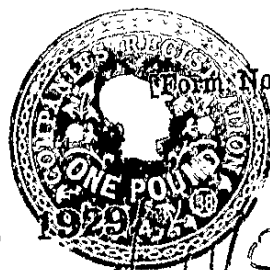
of March 1938

* * This Statement should be signed by an Officer of the Company.

Number of } 192723
Company } 163

"THE COMPANIES ACT, 1929"

COMPANY HAVING A SHARE CAPITAL.

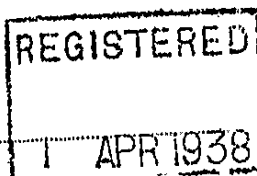


Form No. 10.

Ad valorem
Companies
Fee Stamp
(including
Registration
Fee of 5s.)
must be
impressed
here.

Notice of Increase in the Nominal Capital

OF



KORK - N - SEAL

LIMITED.

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO. 1 HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented by

VIZARD...OLDHAM CROWDER & CASH,

51 Lincoln's Inn Fields, W.C. 2.

Notice of Increase in the Nominal Capital

OF

KORK - N - SEAL

Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) an Extraordinary Resolution of the Company dated the 24th day of March, 1938 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 60,000., beyond the Registered Capital of £ 60,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
240,000	Ordinary	5/-

The conditions (e.g. voting rights, Dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

The same as the existing Ordinary Shares

Signature

Description (c)

Secretary

Dated the 21st day
of March 1938

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(c) State whether Director or Manager or Secretary of the Company.

This margin is reserved for binding, and must not be written across.

196

THE COMPANIES ACT, 1948.



Special Resolution

OF

KORK-N-SEAL LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 8, Leicester Street, London, W.C.2, on Friday the sixth day of April, 1951, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

RESOLUTION.

That the regulations contained in the printed document submitted to the Meeting, which is subscribed by the Chairman thereof for the purpose of identification, be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles.



Harold J. Luder
Chairman.

reference is in the Special Resolution of Kork-N-Seal Limited passed on the 6th. March, 1951.

*Charles J. Budd
Chairman.*

(Adopted by Special Resolution passed on the day of
1951).

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

KORK-N-SEAL LIMITED.

PRELIMINARY.

1. Subject as hereinafter provided the regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called Table "A"), shall apply to and be the regulations of the Company, but in case there shall be a conflict between these Articles and Table "A" the provisions of these Articles shall prevail.

2. Clauses 7, 38, 51, 62, 74 to 77, 79, 84, 88, 99, 109, 113, 117, 128 and 129 of Table "A" shall not apply to this Company.

3. The Company shall be a Private Company within the meaning of the Companies Act 1948, and accordingly:—

(A) The Directors may in their absolute and uncontrolled discretion decline to register any transfer of Shares to any person not approved by them, and Clause 24 of Table "A" shall be modified accordingly.

(B) The number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, Members of the Company) shall not exceed fifty. Provided that where two or more persons hold one or more Shares jointly they shall for the purposes of this clause be treated as a single Member.

(c) The Company shall not issue any invitation to the public to subscribe for any Shares, debentures or debenture stock of the Company.

SHARE CAPITAL.

4. The Shares to be allotted pursuant to any Agreement made by the Company for the acquisition of assets in consideration of the allotment of Shares, and any Shares applied for by any Vendor to the Company up to the amount of his purchase money shall be duly issued by the Directors, but all further Shares shall be subject to any direction to the contrary that may be given by the Company in General Meeting be offered to the Members in proportion to the existing Shares held by them and such offer shall be made by notice specifying the number of Shares to which the Member is entitled and limiting a time within which the offer if not accepted will be deemed to be declined and after the expiration of such time or on receipt of an intimation from the Member to whom such notice is given that he declines to accept the Shares offered the Directors may allot or otherwise dispose of the same to such persons and upon such terms as they think fit.

5. Notwithstanding the provisions of Article 4 the Directors may in their absolute discretion grant such rights in respect of new Shares issued, in the event of any increase in the capital of the Company being sanctioned, to any person or persons undertaking any liability on behalf of the Company upon such terms and subject to such conditions as the Directors may think fit.

6. The Company shall be entitled (except in relation to Shares mentioned in any certificate given under Article 27 hereof) to treat the person whose name appears upon the Register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

FORFEITURE OF SHARES AND LIEN.

7. When any Shares shall have been forfeited an entry shall forthwith be made in the Register of Members of the Company stating the forfeiture and the date thereof, and so soon as the Shares so forfeited shall have been disposed of, an entry shall also be made of the manner and date of the disposal thereof.

8. The lien conferred by Clause 11 of Table "A" shall attach to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

9. An entry in the Minute Book of the Company of the forfeiture of any Shares, or that any Shares have been sold to satisfy a lien of the Company, shall be sufficient evidence, as against all persons entitled to such Shares, that the said Shares were properly forfeited or sold; and such entry, and the receipt of the Company for the price of such Shares, shall constitute a good title to such Shares, and the name of the purchaser shall be entered in the Register as a Member of the Company, and he shall be entitled to a certificate of title to the Shares, and he shall not be bound to see to the application of the purchase money. The remedy (if any) of the former holder of such Shares, and of any person claiming under or through him, shall be against the Company and in damages only.

BORROWING POWERS.

10. The Directors may raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company, or not so charged.

11. The register of charges shall be open to the inspection of any creditor or Member of the Company without fee, and of any other person on payment of a fee of One Shilling for each inspection.

12. A register of the holders of debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the registered holder of any such debentures or any holder of shares in the Company without fee, and of any other person on payment of a fee of One Shilling for each inspection. The Directors may close such register for such period or periods as they think fit, not exceeding in the whole thirty days in any year.

GENERAL MEETINGS.

13. Two Members present in person or by proxy at any General Meeting shall be a quorum, and Clause 53 of Table "A" shall be modified accordingly.

14. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any Member shall not invalidate the proceedings at such Meeting.

VOTES OF MEMBERS.

15. On a show of hands every Member present in person shall have one vote and on a poll every Member present in person or by proxy shall have one vote for every Share held by him.

16. A poll shall be taken whenever directed by the Chairman or demanded by (a) at least three Members present in person or by proxy, or (b) any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting, or (c) a Member or Members holding Shares in the Company conferring a right to vote at the Meeting, being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right. Clause 58 of Table "A" shall be read as if this power to demand a poll were substituted for the powers therein contained.

17. A corporation being a Member of the Company may, by Minute of its Directors, appoint any person to act as its representative at any Meeting of the Company, and such representative shall be entitled to exercise the same functions on behalf of the corporation which he represents as if he had been an individual Member of the Company.

DIRECTORS.

18. Until otherwise determined by a General Meeting the number of the Directors shall not be less than two or more than seven.

19. The qualification of a Director shall be the holding in his own right of at least one Share in the Company.

20. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

21. The remuneration of the Directors shall be such a sum as may either before or after the adoption of this Article have been or be determined by the Company in General Meeting and such remuneration may be fixed for such period or periods whether fixed or otherwise as the Company may decide. Until otherwise so determined there shall be

paid as from the 1st January, 1950, an annual sum not exceeding £5,000 out of the funds of the Company to the Directors as remuneration and such remuneration shall be divisible among the Directors in such proportions and manner as the Board may determine. Any Director holding office for a part of a financial year shall be entitled to a proportionate part of a year's remuneration. The Directors shall also be entitled to retain all remuneration or other benefits received by them as Directors of any other Company in which the Company is interested, and shall also be paid by the Company all travelling and hotel expenses incurred by them in attending meetings of the Company or of Directors or of Committees of Directors or otherwise in connection with the Company's business. Nothing in this Article shall be deemed to derogate from the Directors any other powers conferred upon them.

22. The Director for the time being appointed Chairman of the Board shall in addition to any other remuneration receivable by him be entitled to receive as from the 1st January, 1950, a sum at the rate of £500 per annum.

23. A Director may be employed by or hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, or may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

24. The Directors may and shall always be deemed to have had power to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds 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 company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any

Director shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument, and may and shall always be deemed to have had power to vote in favour of the exercise of any of the powers aforesaid notwithstanding that he is or was or may become interested therein.

25. A Director may with the approval of the Directors appoint any person to act as his alternate Director at a Meeting of the Board at which such Director is not present and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification, and he shall vacate office if and when the appointor vacates office as a Director, or removes the appointee from office, and any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same. The remuneration of an alternate Director shall be provided by the Director by whom the alternate Director was appointed.

26. So long as The United Glass Bottle Manufacturers Limited are beneficially entitled to 75 per cent. of the Shares of the Company numbered 52,001/64,000 and 80,001/146,172 inclusive (whether such Shares are actually registered in their names or not) they shall be entitled from time to time by notice in writing to the Company to appoint the Chairman of the Company and to appoint and have elected to the Board of Directors of the Company such number of the Directors as may from time to time be equivalent to a majority of the Directors of the Company who shall be entitled to hold office until The United Glass Bottle Manufacturers Limited cease to be beneficially entitled to 75 per cent. of the said Shares numbered 52,001/64,000 and 80,001/146,172 or until requested by The United Glass Bottle Manufacturers Limited to retire and accordingly any such Chairman or Director shall not be bound to retire by rotation and Clauses 89, 90, 93, 94, 95 and 97 of Table "A" shall be modified accordingly. As and whenever any such Chairman or Director vacates office whether by request as aforesaid or by death or otherwise, The United Glass Bottle Manufacturers Limited if beneficially entitled as aforesaid to 75 per cent. of the Shares of the Company numbered 52,001/64,000 and 80,001/146,172 inclusive, may appoint another Chairman or Director as the case may be in his place. Any such Chairman or Director shall not be bound to hold any qualification Shares. Clause 101 of Table "A" shall not apply so long as the power of appointing the Chairman of the Company hereby conferred shall be exercised by The United Glass Bottle Manufacturers Limited.

27. A certificate signed by two Directors and the Secretary of The United Glass Bottle Manufacturers Limited that they are beneficially entitled to 75 per cent. of the said Shares numbered 52,001/64,000 and 80,001/146,172 inclusive shall be conclusive evidence for the purposes of the preceding Article.

DISQUALIFICATION OF DIRECTORS.

28. The office of a Director shall be vacated—

- (A) If he become bankrupt or insolvent or compound with his creditors.
- (B) If he become of unsound mind or be found a lunatic .
- (C) If he be convicted of an indictable offence.
- (D) If (not being the Chairman or a Director appointed under Article 26 hereof) he cease to hold the necessary qualification in Shares or stock, or do not obtain the same within one month from the date of his appointment.
- (E) If he absent himself from the Meetings of Directors for a period of four months without special leave of absence from the other Directors.
- (F) If he give the Directors one month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Directors' Minute Book stating that such Director had ceased to be a Director of the Company.

29. A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested, provided that such Director discloses to the Board the nature of his interest at the Meeting of the Directors at which the question of entering into the contract, arrangement or dealing is first taken into consideration, if his interest then exists, or in any other case at the first Meeting of the Directors (before or after the contract is made) after he becomes so interested in accordance with Section 199 of the Companies Act, 1948. A Director may vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, provided such disclosure as aforesaid is made to the Board.

MANAGING DIRECTOR.

30. The Directors may from time to time entrust to and confer upon a Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make calls, forfeit Shares, borrow money, or issue debentures) that they may think fit. But the exercise of all powers by a Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

THE SEAL.

31. The Directors shall provide for the safe custody of the Seal of the Company and it shall not be affixed to any instrument except by the authority of a resolution of the Directors or a Committee of Directors duly authorised by the Directors. Any document to which the Seal of the Company is affixed shall be signed either by two Directors or any one Director and the Secretary or the person acting as Secretary and such document shall be deemed to be duly executed.

RESERVE FUND.

32. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a Reserve Fund to meet contingencies or for equalising dividends or for special dividends or for repairing, improving and maintaining any of the property of the Company, and for such other purposes as the Directors shall, in their absolute discretion, think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments (other than Shares of the Company) as they may think fit, and from time to time may deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the Reserve Fund into such special funds as they think fit, with full power to employ the assets constituting the Reserve Fund in the business of the Company. The Directors may also, without placing the same to reserve, carry forward any profits which they may not think it prudent to divide.

33. The Company in General Meeting may direct the capitalisation of the whole or any part of the undistributed profits or of the Reserve Fund of the Company by the application thereof in the payment up in full of any Shares of the Company to be distributed amongst the Shareholders of the Company in proportion to the number of Shares held by them, and the Directors shall comply with such direction, and apply such part of the Reserve Fund or profits as may be necessary for

the purpose of making payment in full at par for the Shares so to be distributed, provided that no such distribution shall be made unless the same shall be recommended by the Directors. Where any difficulty arises as to such distribution the Directors may settle the same as they may think fit, and in particular may issue fractional certificates, and may make arrangements for the acceptance, allotment and sale of such Shares and fractional certificates or otherwise as they may think fit. When required, a proper contract shall be filed in accordance with the provisions of the Companies Act, 1948, and the Directors may appoint any person to execute such contract on behalf of the Members among whom such distribution shall be made and such appointment shall be effectual. The contract may provide for the acceptance of such Shares and fractional certificates by the allottees in discharge of their claims in respect of the portion of the Reserve Fund or profits so capitalised.

NOTICES.

34. Where a notice is sent by post, it shall be deemed to have been served at the expiration of twenty-four hours after it was posted; and Clause 131 of Table "A" shall be modified accordingly.

35. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING-UP.

36. If the Company shall be wound up, the assets available for distribution among the Members shall be applied:—First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up or credited as paid up on such Ordinary Shares respectively; and the balance (if any) shall be distributed among all the holders of Ordinary Shares in the Company in proportion to the number of Shares held by them respectively.

102
THE COMPANIES ACT, 1948.

ORDINARY RESOLUTIONS
OF
KORK-N-SEAL LIMITED.



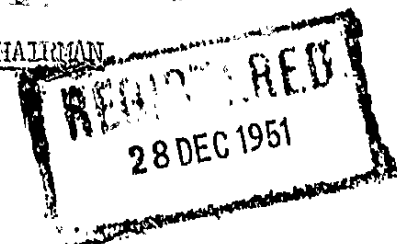
At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 8, Leicester Street, London, W.C.2. on Tuesday, the 18th day of December, 1951, the following Ordinary Resolutions were passed, namely:-

R E S O L U T I O N S .

1. That the capital of the Company be increased to £250,000 by the creation of 520,000 new Shares of 5/- each ranking for dividend and in all other respects pari passu with the existing Shares in the Company.
2. That it is desirable to capitalise a sum of £39,514.10.0. being part of the undivided profits of the Company standing to the credit of the Company's General Reserve and accordingly that such sum be and is hereby capitalised and that the Directors be and they are hereby authorised and directed to apply such sum in paying up in full at par 158,058 of the unissued shares of 5s. each of the Company and that such 158,058 shares be distributed credited as fully paid amongst the holders of the issued shares of 5s. each on the register of members on the 18th day of December, 1951, in proportion to their then existing holdings and in the proportion of one such share for every three of such issued shares held, and that the Directors allot and issue the said 158,058 shares of 5s. each credited as fully paid accordingly and on the terms that the same shall participate in any dividend declared after the 18th day of December 1951 and shall rank in all other respects pari passu with the existing issued shares of 5s. each.

Harold J. Judd

CHAIRMAN



of Company 192723.103

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital. *Pursuant to Section 63.*

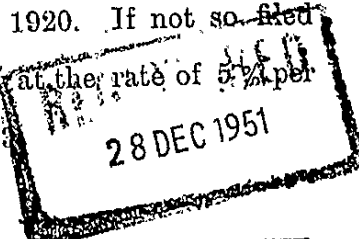
Name
of
Company

KORK - N - SEAL



Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5% per annum will be charged by virtue of S. 5 of the Revenue Act, 1904.



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM, 3;

109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

F. COWARD, Secretary.

8, Leicester Street, London, W.C.2.

[C.A. 38.]
5150

[26A.]

8, Leicester Street, London, W.C.2.

TO THE REGISTRAR OF COMPANIES.

KORK - N - SEAL Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) Ordinary
Resolution of the Company dated the eighteenth day of
December, 1951, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 130,000
beyond the Registered Capital of £120,000

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

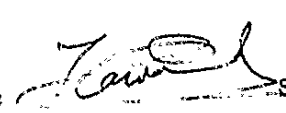
520,000

Five Shilling

5/-

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:—

Pari Passu in all respects with the existing Shares.

Signature  Secretary.
(State whether Director or Secretary.)

Dated the 21st day of December 1951.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

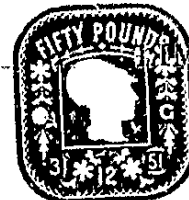
(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate 192723 | 104

[O.A. 39]
4/61.



KORK - N - SEAL

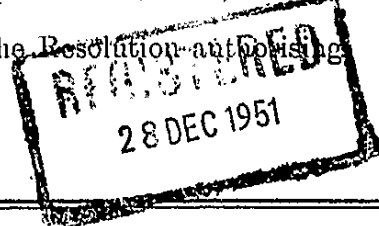


LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.



PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 77, COLMORE ROW, BIRMINGHAM, 3;
109, THE HEADROW, LEEDS, 1; 12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

F. COWARD, Secretary.

8, Leicester Street, London, W.C.2.

[26A.]

C 7-10



The NOMINAL CAPITAL of _____

KORK - N - SEAL

Limited

has by a Resolution of the Company dated 18th December, 1951

been increased by the addition thereto of the sum of £130,000 , divided into

520,000 shares of £ 5/- each beyond the Registered Capital of

£120,000

130

Signature _____

State whether Director or Secretary Secretary.

Date . . . 21st . . . day of December . . . 1951.

NOTE—This margin is reserved for Binding, and must not be written across.

No. 112/12

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

KORK-N-SEAL LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at the Registered Office of the Company, 8, Leicester Street, London, W.C.2., on Tuesday, the 24th day of April, 1956, the following Resolution was duly passed as a Special Resolution:-

R E S O L U T I O N

That the Articles of Association of the Company be altered in manner following, namely:-

- (a) Article 2 shall be cancelled and in lieu thereof the following Article shall be substituted:-
- "2. Clauses 7, 38, 51, 62, 74 to 77, 79, 84, 88 to 97, 99, 101, 107 to 109, 113, 117, 128 and 129 of Table "A" shall not apply to this Company."
- (b) Articles 19, 26, 27 and 28(D) shall be cancelled and in lieu thereof the following Articles shall be substituted:-
- "19. No Director shall require any shareholding qualification.
26. The United Glass Bottle Manufacturers Limited may from time to time nominate by writing any person or persons to be a Director or Directors of the Company and one of such persons to be the Chairman of the Company and may from time to time by writing appoint one or more of the Directors to the office of Managing Director for such period, on such terms and with such powers as they think fit, and subject to the terms of any agreement entered into in any particular case may from time to time by writing remove from office any Director (including the Chairman and any Managing Director)."
- (c) In Article 6 the words "(except in relation to Shares mentioned in any certificate given under Article 27 hereof)" shall be deleted.

45

Strookhouse
15 MAY 1956
SECRETARY.



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SEE AMENDED
RETURN.

Special Resolutions DOCT. No. 141

OF

KORK-N-SEAL LIMITED

Passed 10th September, 1964

REGISTERED

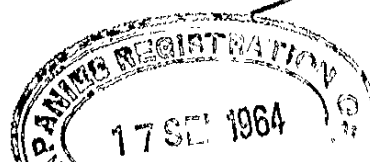
17 SEP 1964

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Leicester House, Leicester Square, London, W.C.2, on the 10th day of September, 1964, the following Resolutions were duly passed as SPECIAL RESOLUTIONS :—

RESOLUTIONS

1. That the Memorandum of Association of the Company be altered as to its objects by deleting paragraph (E) of Clause 3 thereof and substituting therefor the following new paragraph :—
“(E) To grant donations, gratuities, pensions, allowances, bonuses, benefits or emoluments to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such subsidiary company or the relations, connections, or dependants of any such persons, and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members ; and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object ; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company or of any holding company of the Company.”
2. That the regulations contained in the printed document submitted to this Meeting and for the purposes of identification subscribed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

A. J. J. J.
Chairman.



34

C. 11/14/1964
10th September, 1964

1

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

KORK-E-SEAL

LIMITED

(Adopted by Special Resolution passed on 10th September, 1964)

PRELIMINARY

1. The regulations contained or incorporated in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the Company but, subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the above-named KORK-E-SEAL LIMITED (in these Articles called "the Company").

2. Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor :—

" 1. Regulations 24, 53, 75 to 79 inclusive, 88 to 95 inclusive, 99, 106 to 109 inclusive and 134 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company shall apply to the Company."

SHARE CAPITAL

3. The Share Capital of the Company at the date of adoption of these Articles is £ ^{250,000} divided into ^{1000,000} shares of ²⁵ each. *C.A.*

4. Save as provided by contract or these Articles to the contrary, and subject to any direction of the Company by Ordinary Resolution, all unissued shares in the initial Share Capital of the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares

shall be issued at a discount, except in accordance with the provisions of Section 57 of the Act. Except as aforesaid the Directors shall not allot, issue, grant options over or otherwise deal with or dispose of any unissued shares without the prior consent in writing of the holder or holders of not less than 75 per cent. in nominal value of the issued shares for the time being of the Company.

CALLS ON SHARES

5. In Regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

GENERAL MEETINGS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies.

7. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

8. Regulation 54 of Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

DIRECTORS

9. The Directors shall not be less than two in number.

10. Each Director shall have the power from time to time and at any time to appoint with the written approval of the holder or holders of not less than 75 per cent. in nominal value of the issued shares for the time being of the Company any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.

11. (A) A Director and alternate Director need not hold any share qualification, but shall be entitled to receive notice of and to attend all General Meetings of the Company.

(B) A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under the Regulations of the Company for the time being vested in the Directors. A Resolution in writing signed or approved by letter or telegram by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Such Resolution may be contained in one document or in several documents in like form, each signed by one or more of the Directors. For the purpose of this Article the signature of an alternate Director (if any) entitled to notice of a meeting of the Directors shall suffice in place of the signature of the Director appointing him.

12. A Director may vote as a Director in regard to any contract or arrangement with the Company in which he is interested as a Director or shareholder of the Company or any subsidiary or holding company of the Company or of any subsidiary of the Company's holding company or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any contract or arrangement in which he is interested is under consideration whether or not he is entitled to vote thereon ; and Regulation 84 of Part I of Table A shall be deemed to be modified accordingly.

13. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

14. Any Director may continue to be or become a director of, or hold any other office or place of profit under any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration, salary, profit or other benefits received by him as a director of, or holder of any other office or place of profit under, or member of any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any Resolution appointing themselves or any of them directors of such company, or voting or providing for the payment of remuneration to the directors of such company), and any Directors of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

15. (A) The holder or holders of not less than 75 per cent. in nominal value of the issued shares for the time being of the Company shall have power from time to time and at any time (i) to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed ; (ii) to appoint one or more of the Directors to be Managing Director or Managing Directors of the Company, or to hold such other office in the management of the business of the Company as they may decide, for such period on such terms, as such remuneration, and with such powers as such holder or holders shall think fit, and (subject to the provisions of any agreement entered into in any particular case) to remove him or them from office, and appoint another or others in his or their place or places ; (iii) to appoint one of the Directors as the Chairman and one of the Directors as the Deputy Chairman of the Company and to remove any such Chairman or Deputy Chairman and appoint another or others in his or their place or places and so that Regulation 101 of Part I of Table A shall be deemed to be modified accordingly.

(B) Any such appointment or removal as aforesaid shall be made in writing signed by the member or members making the same or in the case of a member being a company, signed by two directors or one director and the secretary of such company on its behalf, and shall take effect on and from the date on which notice in writing is lodged or deposited at the Registered Office of the Company.


(c) The remuneration of a Managing Director or Director holding any other office in the management of the business of the Company may (subject to the provisions of any agreement entered into in any particular case) be by way of fixed salary, or commission on the dividends, profits, or turnover of the Company, or of any other company in which the Company is interested, or other participation in any such profits, or (subject to the approval of the Company in General Meeting in any case in which such approval is required by Section 191 of the Act) by provision for himself or any of his dependants after determination of his services in the manner provided in Article 178 or by any or all or partly by one and partly by another or others of those modes, and (subject as aforesaid) such remuneration shall be additional to the remuneration to which he shall be entitled as a Director (and/or as the case may be as the Chairman) of the Company which shall be determined from time to time by the holder or holders of not less than 75 per cent. in nominal value of the issued shares for the time being of the Company.

(D) A Managing Director, or Director holding any other office in the management of the business of the Company shall (subject to the provisions of any agreement entered into in any particular case) be subject

to the same provisions as to resignation and removal as the other Directors of the Company and shall *ipso facto* and immediately cease to be Managing Director or hold any other office in the management of the business of the Company if he cease to hold the office of Director from any cause.

16. The Directors shall not be subject to retirement by rotation and the last sentence of Regulation 97 of Part I of Table A shall be deemed to be deleted.

17. The office of a Director shall be vacated :—

- (A) If he is prohibited from being a Director by reason of any order made under the Act.
- (B) If a receiving order is made against him or he make any arrangement or composition with his creditors.
- (C) If he is found a lunatic or becomes of unsound mind.
- (D) If he absents himself from attendance at meetings of Directors continuously for a space of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office.
- (E) If by notice in writing to the Company lodged or deposited at The Registered Office of the Company he resigns his office.
- (F) If he is removed by an Ordinary Resolution of the Company in General Meeting in accordance with the relative provisions of these Articles.
- (G) If he is removed pursuant to Article 14.¹⁵ 

18. (A) The Directors may procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory pension or superannuation fund scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or of the predecessors in business of the Company or of any such subsidiary company and the wives, widows, families or dependants of any such persons.

(B) The Directors may also procure the establishment and subsidy of or subscription to and support of any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its members,

and payments for or towards the insurance of any such persons as aforesaid, and subscription or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

(c) The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other company as aforesaid.

BORROWING POWERS

19. With the prior consent in writing of the holder or holders of not less than 75 per cent. in nominal value of the issued shares for the time being of the Company, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIVIDENDS

20. The Company in General Meeting may declare dividends of any amount and Regulation 114 of Part 7 of Table A shall be deemed to be modified accordingly.

NOTICES

21. Notice of every General Meeting shall be given in any manner in or by these Articles authorised to

- (A) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.
- (B) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting ;
- (C) every Director ; and
- (D) the Auditors for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

John Simpson
Director

1

THE COMPANIES ACTS, 1908 to 1917
THE COMPANIES ACT, 1948

See 197
+ S Res 1/1965
COMPANY LIMITED BY SHARES

Manufacture
Plastic

Memorandum of Association

OF

KORK-N-SEAL LIMITED

(As altered by Special Resolutions passed on the 29th day of July, 1929,
and the 10th day of September, 1964)

REGISTERED

11 FEB 1965

1. The name of the Company is "THE BRITISH KORK-N-SEAL AGENCY, LIMITED."*

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

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

- (1.) To negotiate for and purchase or otherwise acquire and hold the sole and exclusive agency for the importation distribution and sale in the United Kingdom and/or in any other parts of the world of any articles, appliances, methods or means of sealing or closing bottles and other receptacles and particularly of the seals, stoppers or caps known as Kork-N-Seal caps upon such terms and conditions as the Company may think fit.
- (2.) To acquire and exercise an option to purchase all or any patents or other rights relating to Kork-N-Seal caps and/or any other articles, appliances, methods or means of sealing or closing bottles and other receptacles and relating to the machinery and apparatus used in connection with or required for the manufacture of all or any of such seals, stoppers or caps together with all improvements and developments therein and to develop and turn to the use and profit of the Company all or any of such patents and other rights.
- (3.) To carry on the businesses of manufacturers of and dealers in and exporters and importers of glass and glass bottles and glass articles of all descriptions.

* By a Special Resolution passed on the 29th day of July, 1929, the name of the Company was changed to "KORK-N-SEAL LIMITED". The Certificate of Incorporation on Change of Name was issued by the Registrar of Companies on the 15th day of August, 1929.

46

63



153.12.1965

2012

- (4.) To carry on the businesses of manufacturers of and dealers in and exporters and importers of and agents for the distribution and sale of looking glasses, bottle stoppers, china, pottery, porcelain, bottles, carboys, and other receptacles of any material, boxes, crates and packing-cases, bottle brushes, moulding, bags, straw and other envelopes, cork and rubber rings, capsules, mineral water machinery, and of all other kinds of machinery and materials which can be used in connection with the manufacture of any of the articles above specified.
- (5.) To carry on the businesses of shipowners, bargeowners, lightermen, wharfingers, and chemical manufacturers, and to charter ships and barges.
- (6.) To carry on any business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights.
- (7.) 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, firm, association, or company possessed of property suitable for any of the purposes of this Company, or carrying on any business which this Company is authorised to carry on, and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of this Company.
- (8.) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (9.) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure reciprocal concessions, or co-operation with any person or company carrying on, 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 any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold, sell, re-issue, or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such company, and to guarantee the principal or interest of any such securities or obligations or any dividends upon any such shares or stock.

- (10.) To purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, rights, or privileges which the Company may think suitable or convenient for any purposes of its business, and to erect and construct buildings and works of all kinds. ✓
- (11.) To apply for, or join in applying for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, licences, and like rights conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention 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, manufacture under or grant licences in respect of or otherwise turn to account the rights and information so acquired, and to expend money in experimenting upon and testing, and in improving or seeking to improve, any patents, inventions or rights which the Company may acquire or propose to acquire. ✓
- (12.) To purchase, subscribe for, or otherwise acquire and to hold the shares, stocks, or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits, to distribute any such shares, stocks, or obligations amongst the members of this Company in kind. ✓
- (13.) To borrow or raise or secure the payment of money, and for those or other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital. ✓
- (14.) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments. ✓
- (15.) To adopt such means of making known the articles or things dealt in by the Company as may seem expedient by advertisement or otherwise. ✓
- (16.) To sell, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company upon any terms with power to accept as the consideration any shares, stock, or obligations of or interest in any other company. ✓
- (17.) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration, and advertising of or raising money

for the Company, and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing, or underwriting shares, debentures, or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.

- (18.) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company, or person any rights, concessions, and privileges which the Company may think desirable and to exercise and comply with any such rights concessions and privileges.
- *(19.) To grant donations, gratuities, pensions, allowances, bonuses, benefits or emoluments to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company or the relations, connections, or dependants of any such persons, and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members ; and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object ; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company or of any holding company of the Company.
- (20.) To promote any company or companies for the purpose of its or their 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 this Company, and to pay all the expenses of or incident to such promotion.

* Paragraph (19) of Clause 3 was substituted by Special Resolution passed on the 10th day of September, 1964.

(21.) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association, or company, or by means of any subsidiary or auxiliary company, and in any part of the world.

(22.) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

*5. The Capital of the Company is £10,000, divided into 10,000 shares of £1 each with power to increase, and with power from time to time to issue any shares of the original or new Capital with any preference or priority in the payment of dividends, or the distribution of assets, as to voting or otherwise howsoever or as shares ranking *pari passu* with any other shares of any class whether preference, ordinary, or management, and whether then already issued or not, or with such stipulations deferring them to any other shares with regard to dividends, or in the distribution of assets, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the sub-division of a share to apportion the right to participate in profits or surplus assets, or the right to vote in any manner as between the shares resulting from such sub-division.

* The Capital of the Company is now £250,000, divided into 1,000,000 shares of 5s. each, having been so increased by Resolutions dated respectively the 19th November, 1924, the 7th January, 1926, the 15th October, 1928, the 24th March, 1938, and the 18th December, 1951.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	Number of shares taken by each subscriber
<p>E. W. JANSON, 18, St. Swithin's Lane, E.C., Engineer.</p>	<p>1 (One)</p>
<p>S. B. SKEVINGTON, 10, Berkeley St., W.1, Director.</p>	<p>1 (One)</p>

DATED this 19th day of September, 1923.

WITNESS to the above signature of E. W. Janson,

H. LANE,

119, Camden Road, N.W.,

Typist.

WITNESS to the signature of S. B. Skevington,

GEO. J. ORANGE,

Regent House, Kingsway, W.C.,

Managing Director of a Company.

Filed to amend an error in the print of the same resolution filed on the 17th September, 1964, the references to "paragraph (E)" in that print being corrected to "paragraph (19)" as shown here.

No. 192723

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

KORK-N-SEAL LIMITED

Passed 10th September, 1964

REGISTERED

15 FEB 1965

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Leicester House, Leicester Square, London, W.C.2, on the 10th day of September, 1964, the following Resolution was duly passed as a SPECIAL RESOLUTION :—

RESOLUTION

That the Memorandum of Association of the Company be altered as to its objects by deleting paragraph (19) of Clause 3 thereof and substituting therefor the following new paragraph :—

"(19) To grant donations, gratuities, pensions, allowances, bonuses, benefits or emoluments to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such subsidiary company or the relations, connections, or dependants of any such persons, and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members ; and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object ; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase share of the Company or of any holding company of the Company."



15 FEB 1965



COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

OF

KORK-N-SEAL LIMITED

Passed on 9th July, 1965.

REGISTERED

22 JUL 1965

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at the Registered Office, Kingston Road, Staines, Middlesex, on the 9th day of July, 1965, the following Resolution was passed as a SPECIAL RESOLUTION:—

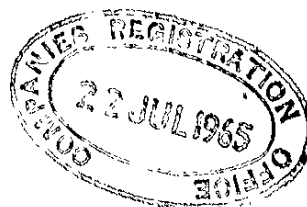
RESOLUTION

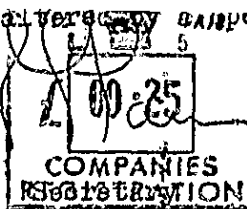
THAT the provisions of the Memorandum of Association with respect to the objects of the Company be altered by the deletion of paragraph (13) of Clause 3 and the substitution therefor of the following paragraph:—

“(13) To borrow and raise money and 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 of or charges upon all or any of the undertaking, property and assets (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description, and to guarantee support or secure by personal covenant or 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 both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.”

[Handwritten signature]

Secretary.





No 192723/145

1

THE COMPANIES ACTS, 1908 to 1917

THE COMPANIES ACT, 1948

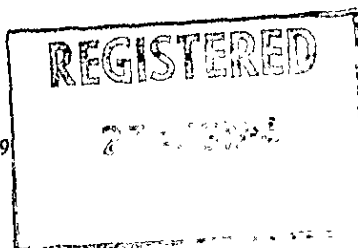
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

KORK-N-SEAL LIMITED

(As altered by Special Resolutions passed on the 29th day of July, 1929
the 10th day of September, 1964 and the 9th day of July, 1965.)



1. The name of the Company is "THE BRITISH KORK-N-SEAL AGENCY, LIMITED."*

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

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

- (1.) To negotiate for and purchase or otherwise acquire and hold the sole and exclusive agency for the importation distribution and sale in the United Kingdom and/or in any other parts of the world of any articles, appliances, methods or means of sealing or closing bottles and other receptacles and particularly of the seals, stoppers or caps known as Kork-N-Seal caps upon such terms and conditions as the Company may think fit.
- (2.) To acquire and exercise an option to purchase all or any patents or other rights relating to Kork-N-Seal caps and/or any other articles, appliances, methods or means of sealing or closing bottles and other receptacles and relating to the machinery and apparatus used in connection with or required for the manufacture of all or any of such seals, stoppers or caps together with all improvements and developments therein and to develop and turn to the use and profit of the Company all or any of such patents and other rights.
- (3.) To carry on the businesses of manufacturers of and dealers in and exporters and importers of glass and glass bottles and glass articles of all descriptions.

* By a Special Resolution passed on the 29th day of July, 1929, the name of the Company was changed to "KORK-N-SEAL LIMITED". The Certificate of Incorporation on Change of Name was issued by the Registrar of Companies on the 15th day of August, 1929.

- (4.) To carry on the businesses of manufacturers of and dealers in and exporters and importers of and agents for the distribution and sale of looking glasses, bottle stoppers, china, pottery, porcelain, bottles, carboys, and other receptacles of any material, boxes, crates and packing-cases, bottle brushes, moulding, bags, straw and other envelopes, cork and rubber rings, capsules, mineral water machinery, and of all other kinds of machinery and materials which can be used in connection with the manufacture of any of the articles above specified.
- (5.) To carry on the businesses of shipowners, bargeowners, lightermen, wharfingers, and chemical manufacturers, and to charter ships and barges.
- (6.) To carry on any business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights.
- (7.) 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, firm, association, or company possessed of property suitable for any of the purposes of this Company, or carrying on any business which this Company is authorised to carry on, and as the consideration for the same to pay cash or to issue any shares, stocks or obligations of this Company.
- (8.) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (9.) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure reciprocal concession, or co-operation with any person or company carrying on, 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 any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold, sell, re-issue, or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such company, and to guarantee the principal or interest of any such securities or obligations or any dividends upon any such shares or stock.

- (10.) To purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, rights, or privileges which the Company may think suitable or convenient for any purposes of its business, and to erect and construct buildings and works of all kinds.
- (11.) To apply for, or join in applying for, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, licences, and like rights conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention 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, manufacture under or grant licences in respect of or otherwise turn to account the rights and information so acquired, and to expend money in experimenting upon and testing, and in improving or seeking to improve, any patents, inventions or rights which the Company may acquire or propose to acquire.
- (12.) To purchase, subscribe for, or otherwise acquire and to hold the shares, stocks, or obligations of any company in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits, to distribute any such shares, stocks, or obligations amongst the members of this Company in kind.
- * (13.) To borrow and raise money and 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 of or charges upon all or any of the undertaking, property and assets (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description, and to guarantee, support or secure by personal covenant or 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 both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.

* Paragraph (13) of Clause 3 was substituted by Special Resolution passed on the 9th day of July, 1963.

- (14.) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (15.) To adopt such means of making known the articles or things dealt in by the Company as may seem expedient by advertisement or otherwise.
- (16.) To sell, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company upon any terms with power to accept as the consideration any shares, stock, or obligations of or interest in any other company.
- (17.) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration, and advertising of or raising money for the Company, and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing, or underwriting shares, debentures, or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.
- (18.) To enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company, or person any rights, concessions, and privileges which the Company may think desirable and to exercise and comply with any such rights concessions and privileges.
- *(19.) To grant donations, gratuities, pensions, allowances, bonuses, benefits or emoluments to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary company of the Company or of any subsidiary company of any such subsidiary company or of the predecessors in business of the Company or of any such subsidiary or such sub-subsidiary company or the relations, connections, or dependants of any such persons, and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members ; and to make payments for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or

* Paragraph (19) of Clause 3 was substituted by Special Resolution passed on the 10th day of September, 1964.

benevolent objects or for any exhibition or for any public, general or useful object ; and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees or to lend money to the Company's employees to enable them to purchase shares of the Company or of any holding company of the Company.

- (20.) To promote any company or companies for the purpose of its or their 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 this Company, and to pay all the expenses of or incident to such promotion.
- (21.) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association, or company, or by means of any subsidiary or auxiliary company, and in any part of the world.
- (22.) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

*5. The Capital of the Company is £10,000, divided into 10,000 shares of £1 each with power to increase, and with power from time to time to issue any shares of the original or new Capital with any preference or priority in the payment of dividends, or the distribution of assets, as to voting or otherwise howsoever or as shares ranking *pari passu* with any other shares of any class whether preference, ordinary, or management, and whether then already issued or not, or with such stipulations deferring them to any other shares with regard to dividends, or in the distribution of assets, and to vary the regulations of the Company as far as necessary to give effect to any such preference or priority, and upon the sub-division of a share to apportion the right to participate in profits or surplus assets, or the right to vote in any manner as between the shares resulting from such sub-division.

* The Capital of the Company is now £250,000, divided into 1,000,000 shares of 5s. each, having been so increased by Resolutions dated respectively the 19th November, 1924, the 7th January, 1926, the 15th October, 1928, the 24th March, 1938, and the 18th December, 1951.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	Number of shares taken by each subscriber
<p>E. W. JANSON, 18, St. Swithin's Lane, E.C., Engineer.</p>	<p>1 (One)</p>
<p>S. B. SKEVINGTON, 10, Berkeley St., W.1, Director.</p>	<p>1 (One)</p>

DATED this 19th day of September, 1923.

WITNESS to the above signature of E. W. Janson,

H. LANE,

119, Camden Road, N.W.,

Typist.

WITNESS to the signature of S. B. Skevington,


GEO. J. ORANGE,

Regent House, Kingsway, W.C.,

Managing Director of a Company.

We hereby certify that this document was printed by Multilith process

for and on behalf of
UNITED GLASS LIMITED


W. Robson
Deputy Secretary.

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

KORK-N-SEAL LIMITED
(Passed on 23rd May, 1983)

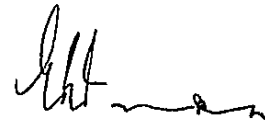
At the ANNUAL GENERAL MEETING of the Company duly convened and held on the 23rd May, 1983 the following Resolution was passed as a SPECIAL RESOLUTION.

RESOLUTION

That in accordance with the provisions of s.12 of the Companies Act, 1981 no Auditors be appointed by the Company in that it is a dormant company.

Certified true copy

KORK-N-SEAL LIMITED



Director and Secretary

Presented by: UNITED GLASS HOLDINGS PUBLIC LIMITED COMPANY
Kingston Road
Staines
Middlesex
TW18 1AD

Reference: ERP/CKA



WRITTEN RESOLUTION OF MEMBERS

Number of Company: 192723

Special resolution of

Kork-N-Seal Limited

passed on 8 March 1990

Alteration of Objects Clause of Memorandum and adoption of New Articles

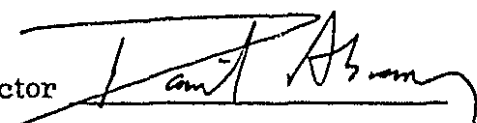
We, the undersigned, being all the members for the time being of the above-named company entitled to receive notice and to attend and vote at general meetings hereby pass the following resolution as a special resolution and agree that the said resolution shall pursuant to regulation 53 of Table A (which clause is included in the Company's Articles of Association) for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:


IT WAS RESOLVED THAT the regulations contained in the printed document attached, and for the purposes of identification, signed by the Secretary, be adopted as the Memorandum and Articles of Association in substitution for and to the total exclusion of the existing Memorandum and Articles of Association, to take effect from today's date.

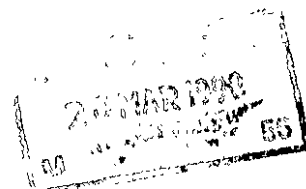
for and on behalf of
United Glass Holdings Limited

Director

Secretary


J.D.G. Campbell


J D G Campbell



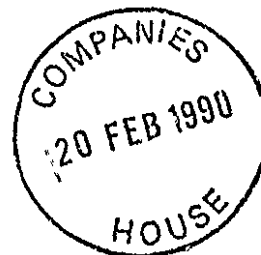
No. 192723

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
KORK-N-SEAL LIMITED

Incorporated on the 27th day of September 1923



J.D.G. Campbell

8/3/90

SECRETARY

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW

MEMORANDUM OF ASSOCIATION
(Adopted by Special Resolution on 8 March 1990)

OF

KORK-N-SEAL LIMITED *

Incorporated on 27th September 1923

1. The Company's name is Kork-N-Seal Limited.
2. The Company's Registered Office is situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on the business of property development in the United Kingdom and in any part of the world and in connection therewith to negotiate for and purchase or otherwise acquire and hold for sale, resale, lease, mortgage or any other kind of disposal whatsoever any land or buildings of any kind situated in the United Kingdom or elsewhere, and to undertake any steps necessary for the acquisition or disposal of any land or buildings including, but without limitation thereto, the application for planning or other consents and the discharge of restrictive covenants or other onerous obligations and to take all steps capable of enhancing the value of or rendering profitable any of the Company's property and rights, and to carry on any trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the company in connection with or as ancillary to any of the above businesses or the general business of the company.
 - (B) To co-ordinate the policy and administration of any subsidiary companies or any companies of which the Company is a Member or which are in any manner controlled by the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

* Former names :

The British Kork-N-Seal Agency Limited (changed name on 15.8.1929)

- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests on the Company or its officers or employees.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property 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.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The Company's share capital as at December 1989 is £500,000 divided into 500,000 shares of £1 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 respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
E W JANSON 18 St. Swithin's Lane London EC	One
S B SKEVINGTON 10 Berkeley Street London W1	One
Total Shares taken	Two

Dated the 19th day of September 1923

WITNESS to the above signature of E W Janson:-

H LANE
119 Camden Road
London NW

WITNESS to the signature of S B Skevington

GEO J ORANGE
Regent House
Kingsway
London WC

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution on 8 March 1990)
of
KORK-N-SEAL LIMITED *
Incorporated on the 27th day of September 1923

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

'THE ACT' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

'TABLE A' means Table A in the Schedule to the Companies (Tables A - F) Regulations 1985.

TABLE A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 3, 24, 35, 73 to 81 inclusive, 94, 95 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. The provisions of section 89(1) of the Act shall not apply to the Company.
5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares.

* Former names :

The British Kork-N-Seal Agency Limited (changed name on 15.8.1929)

7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETINGS

8. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
10. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

DIRECTORS

11. A director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

12. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
13. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

14. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.
15. The holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to delegate the power to appoint any person or persons as a director or directors (either an an additional director or to fill any vacancy) to the board of directors of the Company. Any such delegation shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

16. The office of a director shall be vacated:

- (i) if by notice in writing to the Company he resigns the office of director;
- (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
- (iv) if he is prohibited from being a director by an order made under any provision of the Act or the Company Directors Disqualification Act 1986 or the Insolvency Act 1986;
- (v) if he becomes of unsound mind;
- (vi) if he is removed from office under article 14.

PROCEEDINGS OF DIRECTORS

17. Any director or member of a committee of the board may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by exchange of facsimile transmissions addressed to the chairman. The views of the board, or a committee of the board, as ascertained by such telephone conversations or facsimile transmissions and communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be as valid and effectual as if it had been passed at a meeting of the board (or, as the case may be, of that committee) duly convened and held.

18. The following sentence shall be added to regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the company.

OFFICIAL SEAL FOR USE ABROAD

19. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

INDEMNITY

20. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court, and no director or another officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

E W JANSON
18 St. Swithin's Lane
London
EC

S B SKEVINGTON
10 Berkeley Street
London
W1

Dated the 19th day of September 1923

WITNESS to the above signature of E W JANSON:-

H LANE
119 Camden Road
London
NW

WITNESS to the above signature of S B Skevington

GEO J ORANGE
Regent House
Kingsway
London
WC

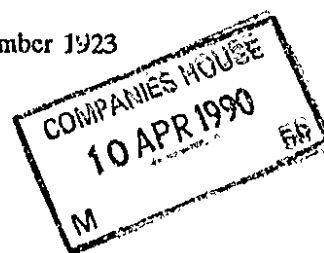
No. 192723

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
KORK-N-SEAL LIMITED

Incorporated on the 27th day of September 1923



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW

MEMORANDUM OF ASSOCIATION
(Adopted by Special Resolution on 8 March 1990)

OF

KORK-N-SEAL LIMITED *

Incorporated on 27th September 1923

1. The Company's name is Kork-N-Seal Limited.
2. The Company's Registered Office is situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on the business of property development in the United Kingdom and in any part of the world and in connection therewith to negotiate for and purchase or otherwise acquire and hold for sale, resale, lease, mortgage or any other kind of disposal whatsoever any land or buildings of any kind situated in the United Kingdom or elsewhere, and to undertake any steps necessary for the acquisition or disposal of any land or buildings including, but without limitation thereto, the application for planning or other consents and the discharge of restrictive covenants or other onerous obligations and to take all steps capable of enhancing the value of or rendering profitable any of the Company's property and rights, and to carry on any trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the company in connection with or as ancillary to any of the above businesses or the general business of the company.
 - (B) To co-ordinate the policy and administration of any subsidiary companies or any companies of which the Company is a Member or which are in any manner controlled by the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

* Former names :

The British Kork-N-Seal Agency Limited (changed name on 15.8.1929)



- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a *premium or discount*, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests on the Company or its officers or employees.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business *in or upon such investments or securities* and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property 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.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company

4. The liability of the Members is limited.
5. The Company's share capital as at December 1989 is £500,000 divided into 500,000 shares of £1 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 respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
E W JANSON 18 St. Swithin's Lane London EC	One
S B SKEVINGTON 10 Berkeley Street London W1	One
Total Shares taken	Two

Dated the 19th day of September 1923

WITNESS to the above signature of E W Janson:-

H LANE
119 Camden Road
London NW

WITNESS to the signature of S B Skevington

GEO J ORANGE
Regent House
Kingsway
London WC

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NEW
ARTICLES OF ASSOCIATION
(Adopted by Special Resolution on 8 March 1990)
of
KORK-N-SEAL LIMITED *
Incorporated on the 27th day of September 1923

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

'THE ACT' means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force

'TABLE A' means Table A in the Schedule to the Companies (Tables A - F) Regulations 1985.

TABLE A

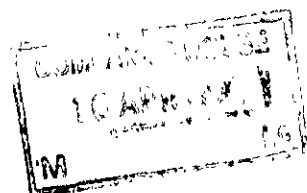
2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles
3. Regulations 3, 24, 35, 73 to 81 inclusive, 94, 95 and 118 of Table A shall not apply to the Company.

SHARE CAPITAL

4. The provisions of section 89(1) of the Act shall not apply to the Company.
5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares.

* Former names :

The British Kork-N-Seal Agency Limited (changed name on 15.8.1929)



7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETINGS

8. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
10. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

DIRECTORS

11. A director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

12. Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
13. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and regulation 100 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

14. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.
15. The holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to delegate the power to appoint any person or persons as a director or directors (either an additional director or to fill any vacancy) to the board of directors of the Company. Any such delegation shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

16. The office of a director shall be vacated:
- (i) if by notice in writing to the Company he resigns the office of director;
 - (ii) if he shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;
 - (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (iv) if he is prohibited from being a director by an order made under any provision of the Act or the Company Directors Disqualification Act 1986 or the Insolvency Act 1986;
 - (v) if he becomes of unsound mind;
 - (vi) if he is removed from office under article 14.

PROCEEDINGS OF DIRECTORS

17. Any director or member of a committee of the board may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by exchange of facsimile transmissions addressed to the chairman. The views of the board, or a committee of the board, as ascertained by such telephone conversations or facsimile transmissions and communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be as valid and effectual as if it had been passed at a meeting of the board (or, as the case may be, of that committee) duly convened and held.
18. The following sentence shall be added to regulation 72 of Table A:

Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the company.

OFFICIAL SEAL FOR USE ABROAD

19. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

INDEMNITY

20. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court, and no director or another officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

E W JANSON
18 St. Swithin's Lane
London
EC

S B SKEVINGTON
10 Berkeley Street
London
W1

Dated the 19th day of September 1923

WITNESS to the above signature of E W JANSON:-

H LANE
119 Camden Road
London
NW

WITNESS to the above signature of S B Skevington

GEO J ORANGE
Regent House
Kingsway
London
WC

Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

225(2)

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

**Please complete
legibly, preferably
in black type, or
bold block lettering**

To the Registrar of Companies

For official use

Company number

1 2 3 4 5 6
 1 2 3 4 5 6
 1 2 3 4 5 6

192723

Name of company

* KORKIC - N - SEAL LIMITED

- insert full name of company

gives notice that the company's new accounting reference date on which the previous accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 4 overleaf
before completing
this form

Day Month

3	1	1	2
---	---	---	---

The previous accounting reference period of the company is to be treated as ~~shortened~~extended† and ~~is to be treated as having come to an end~~(will come to an end)† on

Day Month Year

3	1	1	2	1	9	9	0
---	---	---	---	---	---	---	---

† delete as appropriate

The company is a [subsidiary][~~holding company~~]† of UNITED GLASS HOLDINGS LIMITED

company number 128052

the accounting reference date of which is 31 December

Signed J.D.G. Campbell.

[Director][Secretary]† Date 20/12/90

Presentor's name address and
reference (if any):

Mr J.D.G. Campbell
C/o Guinness PLC
39 Portman Square
London W1H 9HG.

For official Use
General Section

Post room

COMPANIES HOUSE
21 DEC 1990
M 75

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

KORK-N-SEAL LIMITED

PASSED ON 3 MAY 1991

At the ANNUAL GENERAL MEETING of the above named company duly convened and held at 39 Portman Square, London, W1H 9HB, on 3 May 1991, the following was duly passed as a Special Resolution:

"That the regulations contained in the printed document submitted to the Meeting and for the purposes of identification, signed by the Secretary, be adopted as the Articles of Association in substitution for and to the total exclusion of the existing Articles of Association, to take effect from the conclusion of this Annual General Meeting."



Simon Andrew
.....

THE COMPANIES ACTS 1985 [AND 1989]

J. D. C. CAMPBELL

PRIVATE COMPANY LIMITED BY SHARES

COMPANY SECRETARY

15 / 05 / 91

NEW ARTICLES OF ASSOCIATIONAdopted by Special Resolution on 3 May 1991

of

KORK-N-SEAL LIMITEDIncorporated on 27th September 1923
under the Companies Act 1985*Exclusion of Other Regulations*

1. No regulations set out in any statute or statutory instrument concerning companies shall apply as Articles of Association or regulations of the Company.

Interpretation

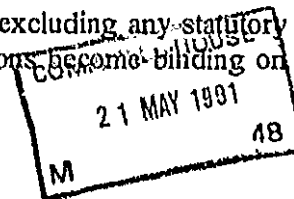
2. In these regulations -
 - "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
 - "the articles" means the articles of the Company.
 - "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - "executed" includes any mode of execution.
 - "office" means the registered office of the Company.
 - "the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
 - "the seal" means the common seal of the Company.
 - "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.
 - "the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Share Capital

3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
4. Section 89(1) of the Act shall not apply to the Company.

\doclassocmay.var



5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares (including any redeemable shares).
7. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provision of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
8. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

Share Certificates

9. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
10. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

Lien

11. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.
12. The Company may sell in such manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
13. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

14. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

Calls on shares and forfeiture

15. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
16. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.
19. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
20. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.
21. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
22. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

23. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.
24. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
25. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

Transfer of shares

26. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor unless legislation determines otherwise.
27. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.
28. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
29. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
30. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
31. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

Transmission of shares

32. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
33. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
34. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

Alteration of share capital

35. The Company may by ordinary resolution –
- (a) increase its share capital by new shares of such amount as the resolution prescribes;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
 - (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
36. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
37. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

38. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 4 or 5 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

General meetings

39. All general meetings other than annual general meetings shall be called extraordinary general meetings.
40. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

Notice of general meetings

41. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed –
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

42. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

43. No business shall be transacted at any 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.
44. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine.

45. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
46. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
47. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
48. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
49. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded –
- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

50. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
51. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
52. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

53. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
54. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
55. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
56. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

When a corporation is a member the signature of a director or the secretary thereof, and for joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to this article.

Votes of members

57. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

When a corporation is a member a director or the secretary thereof shall be a duly authorised representative for the purpose of this article.

58. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.
59. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

60. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.
61. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
62. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
63. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

"[] PLC/Limited

I/We, [], of [], being a member/members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [] 19[], and at any adjournment thereof.

Signed on [] 19[]."

64. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) –

"[] PLC/Limited

I/We, [], of [], being a member/members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [] 19[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for * against
Resolution No 2 *for * against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this [] day of [] 19[]."

65. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may –
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

66. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Directors – qualification shares unnecessary

67. A director shall not be required to hold any qualification shares in the Company.

Number of directors

68. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

Alternate directors

69. Any director (other than an alternate director) may appoint any other director, or any other 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.
70. An 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, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

71. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
72. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
73. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

Powers of directors

74. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
75. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of directors' powers

76. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Any committee shall have power unless the directors resolve otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the Company.

Appointment and disqualification of directors

77. Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power to appoint any person or persons as a director or directors either as an additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

78. The directors shall not be required to retire by rotation.
79. The holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to delegate the power to appoint any person or persons as a director or directors (either as an additional director or to fill any vacancy) to the board of directors of the Company and may at any time withdraw such delegation. Any such delegation or withdrawal of delegation shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.
80. The office of a director shall be vacated:—
- (i) if by notice in writing to the Company he resigns the office of director;
 - (ii) if for more than 6 months he has been absent without permission of the directors from meetings of the directors held during that period, unless he has appointed an alternate director who has not been similarly absent during such period;
 - (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
 - (iv) if he is prohibited from being a director by an order made under any provision of the Act or the Companies Directors Disqualification Act 1986 or The Insolvency Act 1986 and every statutory modification or re-enactment thereof for the time being in force;
 - (v) if he becomes of unsound mind;
 - (vi) if he is removed from office under article 77;
 - (vii) if he is requested in writing by at least three-fourths of the directors to retire from office.

Remuneration of directors

81. The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

Directors' expenses

82. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

Directors' appointments and interests

83. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

Interested directors

84. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director, notwithstanding his office, may be a party to or otherwise interested directly or indirectly in any transaction (including contract) or arrangement or in any proposed transaction or arrangement, with the Company or with any other company in which the Company may be interested, and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company, and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him and no transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
85. For the purposes of regulation 82 –
- (a) a general notice given 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; and
 - (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.

Directors' gratuities and pensions

86. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

Proceedings of directors

87. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
88. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

89. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
90. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
91. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
92. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
93. Any director or member of a committee of the Board may hold meetings by telephone, either by conference telephone connection(s) or by a series of telephone conversations, or by exchange of facsimile transmissions addressed to the chairman. The views of the Board, or a committee of the Board, as ascertained by such telephone conversations or facsimile transmissions and communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held.
- The provisions of these articles relating to notice and quorum for board meetings shall be applicable to meetings held in accordance with this article.
94. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
95. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

96. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

Secretary

97. 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.

Minutes

98. The directors shall cause minutes to be made in books kept for the purpose –
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors and officers present at each such meeting.

It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors.

The seal

99. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
100. The Board may elect not to possess and make use of a company seal.
101. Notwithstanding regulation 98 above, the Company may have an official seal for use abroad under the provisions of the Act, where and as the directors resolve, and the Company may by writing appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on its use as may be thought fit. Wherever in these Articles reference is made to the seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal.

Dividends

102. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

103. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall 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 any shares having deferred or non-preferred rights.
104. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
106. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
107. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.
108. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

Accounts

109. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

Capitalisation of profits

110. The directors may with the authority of an ordinary resolution of the company –
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve;
 - (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other: but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
 - (c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and
 - (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

Notices

111. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
112. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

113. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.
115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
116. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

Winding up

117. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

Indemnity

118. To the extent not rendered void by section 310 of the Act every director or other officer of the Company shall be entitled to be indemnified out of the assets of the company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court, and no director or another officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

Directors' and Officers' insurance

119. Subject to section 310 of the Act and the disclosure requirements, the Company may pay premiums for directors' and other officers' insurance cover as the directors deem fit.

Articles of Association – Index

Article

1. *Exclusion of other regulations*
2. *Interpretation*
3. – 8. *Share capital*
 3. Rights/restrictions attaching to share issue
 4. Exclusion of s.89(1) CA 1985 (s.89(1) confers pre-emption rights)
 5. Redeemable shares
 6. Purchase of own shares by Company
 7. Commissions
 8. Non-recognition of shares held on trust etc.
9. – 10. *Share certificates*
 9. Entitlement of shareholders
 10. Certificate renewal
11. – 14. *Lien*
 11. Company's first lien on shares not fully paid
 12. Company's right to sell after notice demanding payment
 13. Title of transferee
 14. Application of net proceeds
15. – 25. *Calls on shares and forfeiture*
 15. Calls
 16. Timing of call
 17. Joint holders of share jointly and severally liable
 18. Interest payable on unpaid call
 19. Amount payable deemed to be call
 20. Differences in amounts/times of calls
 21. Notice for unpaid call
 22. Forfeiture
 23. Outcomes for forfeited shares
 24. Liability of person whose shares have been forfeited
 25. Statutory declaration by director/secretary
26. – 31. *Transfer of shares*
 26. Instrument of transfer
 27. Power to decline registration
 28. Refusal to register a transfer
 29. Suspended registration
 30. No fee charged for registration
 31. Retention of instrument of transfer

Article

32. – 34. Transmission of shares

- 32. Title to dead member's interest
- 33. Transfer following death/bankruptcy
- 34. Entitlement of transferee following death/bankruptcy

35. – 38. Alteration of share capital

- 35. Alterations by ordinary resolution
- 36. Consolidation of shares – share fractions
- 37. Reductions by special resolution
- 38. Payment in respect of redemption/purchase

39. – 40. General meetings

- 39. Annual and extraordinary general meetings
- 40. Call by directors or on requisition of members

41. – 42. Notice of general meetings

- 41. Notice period, content and recipients
- 42. Accidental omission to give notice

43.– 56. Proceedings at general meetings

- 43. Quorum
- 44. Lack of quorum – adjournment
- 45. Determination of chairman
- 46. Unwilling/absent directors – member chosen to be chairman
- 47. Director's entitlement to attend and speak
- 48. Adjournment by chairman
- 49. Voting by show of hands or by poll
- 50. Declaration by chairman on vote on resolution
- 51. Withdrawal of demand for poll
- 52. Poll taken as chairman directs
- 53. Chairman's casting vote
- 54. Timing of poll
- 55. Necessity to give notice of a poll
- 56. Resolutions in writing

57. – 66. Votes of members

- 57. Persons who can vote
- 58. Joint holders
- 59. Members with mental disorders
- 60. Members with unpaid shares may not vote
- 61. Objections to voters/votes
- 62. Votes given personally/by proxy
- 63. Appointment and form of proxy
- 64. Instruction of proxy
- 65. Depositing/delivering instrument of proxy
- 66. Validity of actions of proxy/authorised representative

Article

67. *Directors – qualification shares unnecessary*

68. *Number of directors*

69. – 73. *Alternate directors*

- 69. Appointment
- 70. Entitlements
- 71. Terms of appointment
- 72. Manner of appointment/removal
- 73. Independent capacity

74. – 75. *Powers of directors*

- 74. Scope of powers
- 75. Appointment of agent of the Company

76. *Delegation of directors' powers*

77. – 80. *Appointment and disqualification of directors*

- 77. Majority shareholder's power to appoint and remove
- 78. Retirement by rotation not required
- 79. Majority shareholder's power to delegate power of appointment to Board
- 80. Grounds for vacation of office of director

81. *Remuneration of directors*

82. *Directors' expenses*

83. *Directors' appointments and interests*

84. – 85. *Interested directors*

- 84. Disclosing director may be interested
- 85. General notice and lack of knowledge

86. *Directors' gratuities and pensions*

87. – 96. *Proceedings of directors*

- 87. General
- 88. Quorum
- 89. Powers of continuing directors(s)
- 90. Appointment of chairman
- 91. Validation of acts done when defect of appointment etc.
- 92. Resolutions in writing
- 93. Meetings by telephone or facsimile transmissions
- 94. Ordinary resolution can reverse prohibition by articles against director voting
- 95. Separate vote on appointment of directors to offices/employments
- 96. Chairman decides right of director to vote

Article

97. *Secretary*

98. *Minutes*

99. – 101. *The seal*

- 99. Restriction on use
- 100. Board can elect to dispense with seal
- 101. Official seal for use abroad

102. – 108. *Dividends*

- 102. Declaration and amount
- 103. Interim dividends
- 104. Apportionment of dividends
- 105. Dividend satisfaction by distribution of assets
- 106. How dividend paid
- 107. Interest not normally payable
- 108. Unclaimed dividends

109. *Accounts*

110. *Capitalisation of profits*

111. – 116. *Notices*

- 111. Notice normally in writing
- 112. Method of giving notice
- 113. Members present deemed to have received notice
- 114. Notice binds successor to title
- 115. Evidence that notice was given
- 116. Notice in consequence of death or bankruptcy

117. *Winding up*

118. *Indemnity*

119. *Directors' and officers' insurance*

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF

KORK-N-SEAL LIMITED

PASSED ON 25 JUNE 1991

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at 39 Portman Square, London, W1H 9HB, on 25 June 1991, the following were duly passed as Elective Resolutions:

1. "THAT pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1992 and subsequent years until this election is revoked."
2. "THAT pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years until this election is revoked."
3. "THAT pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the annual appointment of auditors until this election is revoked."



John Andrew
.....

AMENDED COPY

No. 192723

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
KORK-N-SEAL LIMITED

Incorporated on the 27th day of September 1923



AJWK22YX

A01 RECEIPT DATE: 15/07/94

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW

MEMORANDUM OF ASSOCIATION
(Adopted by Special Resolution on 8 March 1990)

OF

KORK-N-SEAL LIMITED *

Incorporated on 27th September 1923

1. The Company's name is Kork-N-Seal Limited.
2. The Company's Registered Office is situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on the business of property development in the United Kingdom and in any part of the world and in connection therewith to negotiate for and purchase or otherwise acquire and hold for sale, resale, lease, mortgage or any other kind of disposal whatsoever any land or buildings of any kind situated in the United Kingdom or elsewhere, and to undertake any steps necessary for the acquisition or disposal of any land or buildings including, but without limitation thereto, the application for planning or other consents and the discharge of restrictive covenants or other onerous obligations and to take all steps capable of enhancing the value of or rendering profitable any of the Company's property and rights, and to carry on any trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the company in connection with or as ancillary to any of the above businesses or the general business of the company.
 - (B) To co-ordinate the policy and administration of any subsidiary companies or any companies of which the Company is a Member or which are in any manner controlled by the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

* Former names :

The British Kork-N-Seal Agency Limited (changed name on 15.8.1929)

- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (L) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (M) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, by calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests on the Company or its officers or employees.
- (N) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (O) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (P) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (Q) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property 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.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The Company's share capital is £250,000 divided into 1,000,000 ordinary shares of £0.25 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 respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
E W JANSON 18 St. Swithin's Lane London EC	One
S B SKEVINGTON 10 Berkeley Street London W1	One
Total Shares taken	Two

Dated the 19th day of September 1923

WITNESS to the above signature of E W Janson:—

H LANE
119 Camden Road
London NW

WITNESS to the signature of S B Skevington

GEO J ORANGE
Regent House
Kingsway
London WC