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**THE COMPANIES ACT 1985**

**UNLIMITED PRIVATE COMPANY  
WITH A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

of

**NEWELL (1995) (the "Company")**

(Articles of Association adopted  
by a special resolution passed on 1 March 2006)

THURSDAY



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- 1 In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of these articles. Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.
- 2 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in legible and non-transitory form.
- 3 The number of the directors shall not be less than one.
- 4 The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.
- 5 Paragraph (e) of Regulation 81 of Table A shall not apply to the Company.
- 6 Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and

restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the regulation does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply

- 7 For all purposes of these articles apart from when the Company has only one member (in which circumstances the quorum at a general meeting shall be one), a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly
8. At a general meeting, but 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 (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote and on a poll every member who is present in person or by a duly authorised representative or by proxy shall have one vote for every share of which he is the holder Regulation 54 of Table A shall not apply
- 9 Regulation 57 of Table A shall not apply.
- 10 The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article Regulation 62 of Table A shall not apply.
- 11 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply
- 12 The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons
13. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company at any time or from time to time appoint any person to be a director (either

to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed)

- 14 Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director
- 15 No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having obtained any particular age. No shareholding qualification for directors shall be required
- 16 Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.
- 17 The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly
- 18 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply
- 19 The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply
- 20 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly

- 21 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
- 22 Any notice or other document may be served on or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.
- 23 Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.
- 24 No share may be allotted or issued to a person who is not a member of the Company at the date of adoption of these articles, but subject thereto and to the provisions of the Act, the Directors may grant options over or allot shares on such terms and conditions as they consider proper.
- 25 The liability of the members is unlimited. The members, by reason of their membership of the Company, are liable, inter alia, for all debts of the Company. The liability of the members for the Company's debts is not limited in any respect by the amount of the Company's share capital.
- 26 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.
- 27 Subject to compliance with all applicable provisions of law, the Company may purchase its own shares on such terms as shall be approved by an ordinary resolution of the members.
- 28 The Company may by special resolution -

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares,
- (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) reduce its share capital and any share premium account in any way

29 The directors may in their absolute discretion and without giving any reason decline to register any transfer of shares and no transfer of any share shall be permitted, accepted, recognised or registered by the Company except for transfers to persons who have agreed in writing to accept the transfer of the shares and lodged a notice to such effect with the Company or a transfer to the Company on a purchase of its shares

30 1 No person becoming entitled to an interest in a share in consequence of the following -

- (a) death or bankruptcy of an individual member or by virtue of an individual member becoming a patient under the Mental Health Act 1983 (or any statutory modification or re-enactment thereof),
- (b) the dissolution or liquidation of a corporate member of the Company or any court order or any resolution for the same (whether in England or in any other jurisdiction);
- (c) the insolvency of any member of the Company pursuant to the Insolvency Act 1986 (including any statutory modification or re-enactment thereof), or
- (d) any event analogous to any of the events set out above occurs in relation to any member of the Company in England or any other jurisdiction,

shall be registered as a member of the Company, nor shall any transfers of any such interest in a share by such person be registered or recognised by the Company except where the prospective new shareholder has agreed in writing to accept the shares and lodged a notice as referred to in Article 29

30 2 Any person becoming entitled to an interest in any share in consequence of any event set forth in Article 30 1 or otherwise by operation of law or order of any court of competent jurisdiction -

- (a) shall not be entitled to receive notice of, or to attend and vote at, any general meeting of the Company or at any separate meeting of the holders of any class of shares in the Company, or to vote on any matter, and

(b) shall have the right and be obliged within twenty-eight days of becoming so entitled to transfer the relevant share to the Company

30 3 For the avoidance of doubt, where any share is transferred to the Company pursuant to any provision contained in this Article 30, the share or shares so acquired by the Company shall be immediately cancelled in accordance with the Act

31 If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act divide among the members in specie and pro rata to their respective shareholding in the Company 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.

32 The share capital of the Company is £25,000,000 divided into 25,000,000 ordinary shares of £1 each

THE COMPANIES ACT 1948

and

THE COMPANIES ACTS 1985 – 1989

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UNLIMITED COMPANY HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

(as altered by Special Resolutions passed the 21st day of November 1991  
and the 26<sup>th</sup> day of May 1995)

of

NEWELL (1995)

- 1 The name of the Company is "Newell (1995)" \*
- 2 The registered office of the Company will be situate in England
- 3 the objects for which the Company is established are -
  - (1) To carry on the business or businesses of manufacturers, merchants, works, blowers, cutters, engravers, embossers, riveters, silverers, stainers, stopperers, grinders, polishers, drillers and perforators of glass and manufacturers, producers, refiners, developers and dealers in all kinds of metals, materials, minerals, chemicals, substances and products, whether natural or artificial, including in particular, but without limitation, plastics, resins and goods and articles made from the same and compounds, intermediates, derivatives and by-products thereof
  - (2) To purchase, take on lease, or in exchange, or otherwise acquire mines, quarries, minerals, lands building and hereditaments, and any easements, rights of interest in, over, under or concerning any mines, quarries, minerals, lands, buildings or hereditaments

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Note\* Formerly Newell (1995) Limited having re-registered as an unlimited company having a share capital under the name Newell (1995) such re-registration taking place on 1 March 2006

Formerly Newell Limited having changed its name to Newell (1995) Limited on 1 December 1997 formerly Corning Consumer Limited having by special resolution passed the 4<sup>th</sup> day of January 1995 changed its name to Newell Limited, the Certificate of Incorporation on Change of Name was issued on 16<sup>th</sup> January 1995, formerly Corning (Holdings) Limited having by special resolution passed on the 21<sup>st</sup> day of November 1991 changed its name to Corning Consumer Limited, the Certificate of Incorporation on Change of Name was issued on 2<sup>nd</sup> December 1991, formerly Electrosil Limited (incorporated under that name on 7<sup>th</sup> December 1960) having by special resolution passed the 17<sup>th</sup> day of February 1977 changed its name to Corning (Holdings) Limited the Certificate of Incorporation on Change of Name was issued on 3<sup>rd</sup> May 1977

- (3) To carry on any of the said businesses by the systems of letting on hire, hire purchase, credit sale, part exchange and easy payments as well as by any other normal and customary commercial methods
- (4) To expend money in experimenting on and testing and in improving, or seeking to improve, any patent rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire
- (5) To subscribe for, take, or otherwise acquire and hold stocks, shares, debentures, bonds, obligations and other securities of or guaranteed by any company or corporation in the United Kingdom or elsewhere and to promote, and aid in promoting, constitute, form or organise any company, corporation, syndicate, partnership or undertaking and to underwrite or guarantee the issue of or subscription to the capital, debentures and obligations thereof, and to sell and issue the same upon commission or otherwise
- (6) To acquire and take over the whole or any part of the business property and liabilities of any person or persons, firm or corporation, carrying on any business which the Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of the Company
- (7) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things
- (8) To buy, sell, manufacture, repair, alter, improve or otherwise treat, exchange, let out on hire, import, export and deal in all works, plant machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any or every such business as aforesaid, or required by any customers of or persons having dealings with the Company, or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said businesses, and to manufacture, experiment with, render marketable and otherwise treat and deal in all products and residual and by-products incidental to or obtained or capable of being made use of in any of the businesses carried on by the Company
- (9) To purchase or take on lease or in exchange, hire or otherwise acquire, any real or personal property, patents, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works, necessary or convenient for the purposes of this Company
- (10) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, and the like conferring any exclusive or no-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 or grant licences in respect of or otherwise turn to account the property rights or information so acquired and to promote the making of discoveries or information
- (11) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in any business or

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

- (12) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company
- (13) To invest any monies of the Company in such investments other than shares in the Company or its holding company, (if any) and in such manner as may from time to time be determined and to hold, sell or otherwise deal with such investments
- (14) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular (but not limited to) any company which is for the time being the holding company or a subsidiary or subsidiary undertaking (as defined in sections 21 and 144 of and schedule 9 to the Companies Act 1989) of the Company or the Company's holding company and to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities
- (15) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be
- (15A) Without prejudice to, and in addition to, the provisions of paragraphs 14 and 15, to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets, rights and revenues, present and future, uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to principal, interest and other liabilities or any borrowings or acceptance credits and capitals, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary or subsidiary undertaking (as defined by sections 21 and 144 of and schedule 9 to the Companies Act 1989) of the Company or the Company's holding company
- (16) 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
- (17) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or

applications which may seem calculated directly or indirectly to prejudice the interests of the Company

- (18) To enter into any arrangements with any governments or authorities, supreme, municipal local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, persons or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith
- (19) To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise
- (20) To establish and maintain or procure the establishment and maintenance of any contributory or non-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 dependents of any such persons, and also establish and subsidise and 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, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid
- (21) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company
- (22) To sell, lease, mortgage or otherwise dispose of the property assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company
- (23) 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
- (24) To exercise all powers which would be available to the Company under section 3A of the Companies Act 1985 if its object was to carry on business as a general commercial company
- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise
- (26) To all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that

- (A) the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether corporate or incorporate , and whether domiciled in the United Kingdom or elsewhere, and
- (B) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company