

Number of Company. 1009431 | 1

NO  
FEE  
PAYABLE

## THE COMPANIES ACTS 1948 to 1967

**Declaration of Compliance** with the requirements of the  
Companies Acts 1948 to 1967, on application for registration of a Company.

*Pursuant to Section 15 (2)*

Name of  
Company

{ THURGAR BOLLE  
LIMITED

Presented by

Barnett, Tuson & Co.

117 Old Broad Street, London E.C.2.

Presenter's Reference

H

F. S. MOORE LTD.  
Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2  
Telephone: 01 405 2865



**J,** KAVAN JOHN KING

of 117 Old Broad Street, London, E.C.2.

(a) Here insert:  
"A Solicitor of the  
Supreme Court"  
(or, in Scotland  
a Solicitor) "engaged  
in the formation"  
or  
"A person named  
in the Articles of  
Association as a  
Director" (whichever  
Secretary" (whichever  
is applicable).

Do solemnly and sincerely declare that I am (a) a Solicitor  
of the Supreme Court engaged in the formation

of THURGAR BOLLE  
LIMITED,

and that all the requirements of the Companies Acts 1948 to  
1967 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 *Prapers Gardens*

*12 Throgmorton Avenue*

*in the City of London*

\* the *15<sup>th</sup>* day of *April* 1971

*1 Kavan J. King*

Before me,

*A. G. Salmon*

\* Commissioner for Oaths, (or a Notary Public or  
Justice of the Peace.)

\* This Declaration must not be made until the Memorandum and Articles of Association  
and Form 25 (Statement of Nominal Capital) have been signed and dated.

Reserve for binding

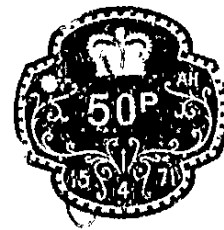
Number of Company.....1009431

Form No. 25

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of the Nominal Capital

OF

THURGAR BOLLE

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933

NOTE:- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

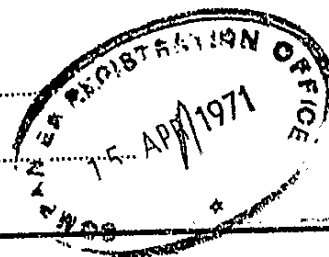
Presented by

Barnett, Tuson & Co.

117 Old Broad Street, London, E.C.2.

Presentor's Reference

H



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: 01-405 2866

THE NOMINAL CAPITAL

OF

THURGAR BOLLE  
LIMITED

is £ 100, divided into 100

Shares of £1 each.

Signature

*Baron Smith*

(State whether Director,  
Manager or Secretary) Solicitors engaged in the  
incorporation of the Company

Dated the 14<sup>th</sup> day of April 1971

Reserve for binding

\_\_\_\_\_  
No.  
\_\_\_\_\_



## Certificate of Incorporation

---

I Hereby Certify, that THURGAR BOLLÉ  
LIMITED is this day Incorporated under the Companies  
Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the  
197 .

Assistant Registrar of Companies.

1009431 3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

## Thurgar Bollé Limited.

1. The Name of the Company is "THURGAR BOLLÉ LIMITED".

2. The registered office of the Company will be situate in England.

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

- (a) To carry on business as manufacturers, makers, moulders, producers, refiners, developers and dealers in plastics, resins, metals, materials, minerals, chemicals, substances and products, whether natural or artificial and of all goods, articles and commodities made therefrom, whether for personal, household, industrial or commercial use, ornament or consumption or otherwise.
- (b) To carry on all or any of the businesses of chemists, chemical or general engineers, wood and metal workers, furniture manufacturers, designers, contractors, general merchants, agents, importers and exporters and manufacturers of machinery, plant or equipment of all types for making or using any such materials, goods and articles as are mentioned in Clause 3(a) above.



- (c) To carry on the businesses of Brush and Comb Manufacturers, Chemists, Drapers, Druggists, Haberdashers, Hairdressers, Mathematical, Photographic and Surgical Instrument Manufacturers, Milliners, Opticians, Perfumers and Stationers, and Vendors of all classes of goods usually sold or dealt in in connection with such businesses or any of them; and the professions and businesses of Consulting Opticians, Oculists, Electricians, Chemists, Druggists, Photographers, and Dealers of and Manufacturers of all Articles and Commodities of personal or household use, ornament or consumption.
- (d) To acquire and hold any estate or interest in any freehold or leasehold property and any easements, rights, concessions, buildings and their appurtenances, works, constructions, plant, machinery, stock-in-trade, chattels, equipment, patents, licences, protections and rights and any other real or personal property for any purpose in connection with the business of the Company.
- (e) To acquire and hold any shares; debentures or other investments in any company or companies (other than the Company's holding company) carrying on any business which the Company is authorised to carry on.
- (f) To construct, carry out, alter and maintain any buildings, plant, machinery or works for any purpose in connection with the business of the Company.
- (g) To sell for any consideration which may seem desirable, turn to account and in any manner whatsoever deal with all or any of the property or assets of the Company or the undertaking of the Company.
- (h) To borrow or raise any money and in connection therewith to mortgage or charge the whole or any part of the Company's undertaking (including the Company's uncalled capital for the time being) or any part of the Company's property or assets and issue any debentures, debenture stock, notes, bonds or obligations on such terms

(3)

and subject to such conditions as may seem desirable.

- (i) To issue, draw, accept, make, endorse and discount any bills of exchange, promissory notes, instruments payable to bearer and other negotiable instruments.
- (j) To invest and turn to account any moneys for the time being not required in the conduct of the Company's business in or upon the security of any property real or personal of any nature whatsoever or by placing the same on deposit at any Bank or in such other manner as to the Directors of the Company shall seem meet.
- (k) To enter into and carry into execution any agreement or arrangement for the sharing of profits or for the conduct of the Company's business in association with or through the agency of any other persons or companies carrying on any business which the Company is authorised to carry on, or any joint adventure, reciprocal concession or other agreement of a like nature with any persons or companies carrying on any business which the Company is authorised to carry on or to carry on any business which the Company is authorised to carry on as agents for any such persons or companies on such terms as may be agreed.
- (l) To advance moneys or give credit to or guarantee the performance of any contracts or obligations by any customers of the Company or any other persons on such terms as the Company shall think fit.
- (m) To grant, pay and award pensions, annuities, superannuation allowances, grants and bonuses to any officers, ex-officers, employees and ex-employees of the Company and the wives, widows, children and dependants of any such persons and in that behalf to establish or enter into and maintain any scheme, fund or arrangement which the Company shall think expedient and pay any premiums or initial, annual and other contributions.



(4)

- (n) To subscribe to, establish and support any association, charity or charitable institution for the benefit of the Company's employees and ex-employees and any persons employed in any business which the Company is authorised to carry on or the support of which in the opinion of the Directors of the Company will directly or indirectly benefit the Company.
- (o) To promote any company having as one of its main objects the carrying on of any business which the Company is authorised to carry on or the acquisition of the whole or any part of the business or undertaking of the Company and to acquire and hold any shares, debentures or other investments issued by any such company.
- (p) To amalgamate with any other company or companies the objects of which include the carrying on of any business which the Company is authorised to carry on and to reconstruct the Company in any manner authorised by the Companies Acts for the time being in force.
- (q) To establish and carry on the business of the Company in any part of the world.
- (r) To pay the costs, charges and expenses of and incidental to the promotion, incorporation and registration of the Company.
- (s) To distribute among the members of the Company in specie the whole or any part of the assets of the Company for the time being.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects.

None of the above objects shall be read as merely subsidiary or incidental to the first or any other of the said objects, nor shall the operation of any object be limited or restricted by reference to the terms of any other of the said objects; but each of the above sub-clauses shall be read as containing an independent object.

4. The liability of the members is limited. /

(5)

5. The share capital of the Company is £100, divided into 100 shares of £1 each. The original shares in the capital of the Company and any new shares from time to time created may be divided into several classes having attached thereto respectively any preferred, deferred or other special rights or any restrictions in regard to dividend, voting, return of capital or otherwise.

WE, the several persons whose names and addresses 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. (In Words)
John A. Whiteley 117 Old Broad Street, London E.C.2. Secretary	one
Susan A. Williams 117 Old Broad Street London E.C.2. Secretary	one

DATED this 14<sup>th</sup> day of April, 1971.

WITNESS to the above Signatures :-

K. J. King.  
117, Old Broad Street,  
London, E.C.2.  
Solicitor

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

## Articles of Association

OF

## Thurgar Bollé Limited.

### GENERAL

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

### SHARES

2. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. If any such separate general meeting as is referred to in Regulation 4 of Table A shall be

adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting those holders of shares of the class who are present shall be a quorum and Regulation 4 of Table A shall be construed accordingly.

#### LIEN

5. The lien conferred by Regulation 11 of Table A shall also attach to fully paid up 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 two or more joint holders, and Regulation 11 of Table A shall be construed accordingly.

#### CALLS ON SHARES

6. In Regulation 15 of Table A the words "Except insofar as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be deemed to be inserted immediately after the words "Provided that".

#### GENERAL MEETINGS

7. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body, which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply.

8. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Table A shall be construed accordingly.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not

vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the Meeting, be of sufficient magnitude to vitiate the result of the voting.

#### DIRECTORS

10. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two nor more than eight. The names of the First Directors shall be determined in writing by the subscribers of the Memorandum of Association.

11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

#### POWERS AND DUTIES OF THE BOARD

12. The Directors may exercise all the powers of the Company to borrow or raise money (without limitation on the amount thereof) 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 (including its holding company). Regulation 79 of Table A shall not apply.

13. The Board may grant retirement pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

14. A Director who is in any way either 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 Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

15. The Board may from time to time appoint one or more of its body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as it shall think fit, and subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement the appointment of any Director as aforesaid shall be ipso facto determined if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply.

16. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Board may determine. Regulation 108 of Table A shall not apply.

17. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company remove any Director from office or appoint any person to be a Director.

18. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of

Table A) hold office until he is removed pursuant to the last preceding Article.

19. Regulations 89 to 97 (inclusive) of Table A shall not apply.

20. Each Director shall have power to nominate in writing (1) any other Director or (2) any person approved for that purpose by the other Directors to act as alternate Director during his absence, and at his discretion to remove such alternate Director and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting shall exercise and discharge all the functions, powers and duties of the Director whom he represents. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

Names, Addresses and Descriptions of Subscribers.

Aus a Whiteley  
117 Old Broad Street  
London E.C. 2  
Secretary

Susan A. Williams,  
117 Old Broad Street,  
London E.C. 2.  
Secretary.

DATED the 14<sup>th</sup> day of April, 1971.

WITNESS to the above Signatures :-

Kaw/Kay.  
117, Old Broad Street,  
London. E.C. 2.  
Solicitor





## CERTIFICATE OF INCORPORATION

No. 1009431

I hereby certify that

**THURGAR BOLLE LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 28TH APRIL, 1971.

A handwritten signature in dark ink, appearing to read 'W. Knight', written over a faint circular stamp.

*Assistant Registrar of Companies*

1009431

/8

THE COMPANIES ACTS, 1948 to 1967

RESOLUTION

of

THURGAR BOLLE LIMITED

(passed 24th May, 1971)

AT AN EXTRAORDINARY GENERAL MEETING of the Company held at Rothwell Road, Kettering, Northamptonshire on Monday the 24th May 1971, the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

"That with a view to acquiring that part of the undertaking of Thurgar Bardex Limited known as and which is comprised in the Kettering division thereof, the capital of the Company be increased to £180,000 by the creation of 179,900 Shares of £1 each."

*Certified a true copy.*

*H. Coles*

*Secretary*

# THE COMPANIES ACTS 1948 to 1967

## NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

(A separate STATEMENT OF INCREASE may not be required with this form; please see overleaf)

To the REGISTRAR OF COMPANIES

THURGAR BOLLE

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a \* Ordinary Resolution of the Company dated the 24th day of May 1971 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 179,900 beyond the registered capital of £ 100

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
179,900	Undesignated	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

\* \* If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

The new Shares of £1 rank pari passu in all respects with the existing Shares of £1

Signature.....

State whether Director  
or Secretary

Dated the 24th day of May 1971

Presented by

Presenter's Reference.....

Barnett, Tuson & Co.

117 Old Broad Street,

London EC2N 1AN

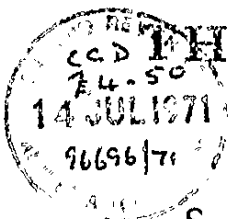
COMPANIES ACT 1948  
Form No. 10  
27 MAY 1971

Number of  
Company

1009431

10

10 966 35 1-71



# THE STAMP ACT 1891

Company Limited by Shares



## STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

THURGAR BOLLE

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of  
the Finance Act 1899, by Section 39 of the Finance Act 1920, and  
Section 41 of the Finance Act 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for  
every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed  
pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within  
15 days after the passing of the Resolution by which the Capital is Increased  
Interest on the duty at the rate of 5 per cent per annum from the date of the  
passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Presenter's Reference.....H

Barnett, Tuson & Co.

117 Old Broad Street,

London EC2N 1AN

Form No. 26a

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Breems  
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PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

[P.T.O.]

71 Jul. 22.

22-71

# THE NOMINAL CAPITAL

OF

.....  
.....THURGAR BOLLE..... Limited

has by a Resolution of the Company dated 24th May.....

1971..... been increased by the addition thereto of the sum of

£ 179,900....., divided into:—

.....179,900.....Shares of £1.....each

.....Shares of.....each

beyond the registered Capital of £100.....

Signature.....

*F. Jones*

(State whether Director or Secretary).....

*Secretary*

Dated the 24th.....day of May.....1971

Company No. 1009431

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

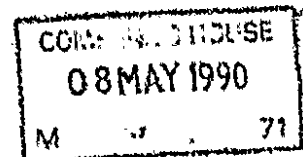
SPECIAL RESOLUTION

- of -

THURGAR BOLLE' LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Telford Way, Kettering, Northants on Friday the 27th day of April, 1990  
THAT; the Memorandum of Association of the Company be altered with respect to its objects by the adoption of new Clauses 1 and 2 in the form of the draft annexed hereto and initialled by the Chairman for the purpose of identification.

.....  
Chairman



~~101210~~

APPENDIX 1.

Each of the objects set out in this clause shall be treated as separate and independent objects of the Company and the widest interpretation shall be given to them. None of them (save where expressly stated) shall be in any way limited or restricted by reference to, or inference from, or treated as subsidiary or ancillary to, any other object (whether contained in the same sub-clause or any other sub-clause hereof) or the name of the Company so that the Company shall have as full power to exercise each of such objects as if it were the object of a separate company.

*[Handwritten signature]*

## APPENDIX 2

Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

*[Handwritten signature]*



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

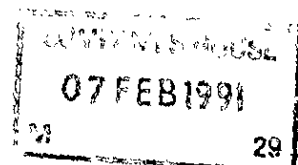
- of -

THURGAR BOLLE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Telford Way, Kettering, Northamptonshire NN16 8UY on Wednesday the nineteenth day of December 1990

- (a) THAT: the Authorised Share Capital of the Company be increased to £4,000,000 by the creation of 3,820,000 additional shares of £1 each.
- (b) THAT: subject to the passing of the preceding Resolution the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in sub-section 2 of Section 80) up to an aggregate nominal amount of £4,000,000 provided that this authority shall expire on the fifth anniversary of the passing of this Resolution.

*[Signature]*  
Chairman





COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

[ ] [ ] [ ] [ ]

1009431

Name of company

\* Insert full name  
of company

**THURGAR BOLLE LIMITED**

§ The copy must be  
printed or in some  
other form approved  
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 19th December 1990 the nominal capital of the company has been  
increased by £ 5,820,000 beyond the registered capital of £ 180,000.

A copy of the resolution authorising the increase is attached.§

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

Please tick here if  
continued overleaf

☐

§ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

*J. Woods*

Designation§

Secretary

Date 19th December 1990

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

J Woods, Co. Secretary  
Thurgar Bolle Limited  
Telford Way  
KETTERING  
Northants  
NN16 8UY

For official Use  
General Section

Post room

COMPANIES HOUSE

07 FEB 1991

M



BDO Binder Hamlyn  
Chartered Accountants

100 91431  
20 Old Bailey, London EC4M 7BH  
Telephone: 071-489 9900  
Telex: 8812282 DX. 166  
Facsimile: 071-489 6060

Direct Line: 071-489 6128  
Direct Fax: 071-489 6087

The Board of Directors  
Thurgar Bolle Ltd  
Telford Way  
Kettering  
Northants NN16 8UY

30 August 1991

Our Ref: MATJ/TJM  
03873

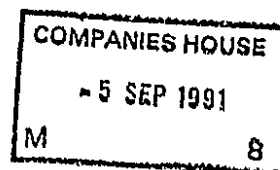
Dear Sirs,

This letter is formal notice of our resignation as auditors of Thurgar Bolle Ltd with effect from 8 August 1991.

There are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

*BDO Binder Hamlyn*



Company No: 1009431

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

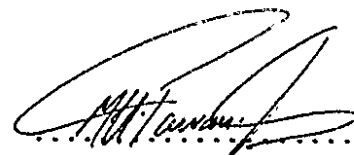
- of -

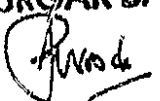
THURGAR BOLLE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Telford Way,  
Kettering, Northamptonshire NN16 8UY on ~~Wednesday~~ the ~~Twenty~~ **THIRD** day of  
October 1991.

THAT: the Regulations contained in the draft annexed hereto and, for the  
purposes of identification, signed by the Chairman, hereof be approved and  
adopted as the Articles of Association of the Company in substitution for and  
to the exclusion of all existing Articles thereof.



  
M. H. TARRAN-JONES  
Chairman

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FOR AND ON BEHALF OF  
THURGAR BARDEX plc  
 SECRETARY

Company No: 1009431

THE COMPANIES ACTS 1948 to 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

THURGAR BOLLE LIMITED

PRELIMINARY

1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and references to any section of the Act shall be deemed to include a reference to any section of any act which amends consolidates re-enacts or replaces such provision.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

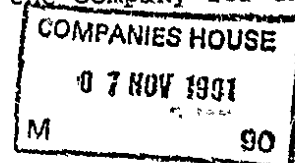
2. The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

SHARE CAPITAL

3. (a) The capital of the Company at the date of adoption of these Articles is £4,000,000 divided into 4,000,000 Ordinary Shares of £1 each.
- (b) The Directors shall have general and unconditional authority in accordance with Section 80 of the Act to allot relevant securities (as defined by Section 80(2) of the Act) of the Company.
- (c) The nominal value of relevant securities allotted by the Directors pursuant to the authority contained in paragraph (b) of this Article shall not exceed the authorised but unissued share capital of the Company for the time being.

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FOR A...  
**THURGAR BARDEX plc**

*[Signature]*  
**SECRETARY**



*[Signature]*

- (d) The authority contained in paragraph (b) of this Article shall to the extent not acted on expire on the date five years from the date of adoption of these Articles.
- (e) The authority contained in paragraph (b) of this Article may at any time be varied revoked renewed or further renewed by the Company in general meeting provided that in the case of renewal or further renewal the renewed authority shall expire on the earlier of the date specified in the resolution effecting such renewal or further renewal and the date five years from the date of such resolution and shall state or re-state the amount of relevant securities which may be allotted under the renewed authority or, as the case may be, the amount remaining to be allotted thereunder.
- (f) Section 89(1), Section 90(1) to (5) and Section 90(6) of the Act shall be excluded from applying to any allotment of shares in the Company.

#### TRANSFER OF SHARES

- 4. The Directors shall register a transfer of a share to a Member of the Company and may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share otherwise than to a Member whether or not such share is fully paid. Regulation 24 of Table A shall be construed accordingly.

#### GENERAL MEETINGS

- 5. In Regulation 38 of Table A, the following shall be substituted for the second paragraph :-

"the notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors."

In Regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.

- 6. With respect to any such resolution in writing as is referred to in Regulation 53 of Table A :-
  - (i) 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 Regulation 53;

- (ii) In the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Regulation 53.
- 7. (1) A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A be modified accordingly;
- (2) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.
- 8. The number of Directors (other than Alternate Directors) shall be not less than 2. Regulation 64 of Table A shall not apply.

#### DIRECTORS

- 9. A Director shall be entitled to vote as a Director and be counted in a quorum in respect of any resolution concerning any contract or arrangement or proposed contract or arrangement or any matter arising thereout and in which he has, directly or indirectly, an interest (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
- 10. 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 any 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.
- 11. The holder or holders for the time being of more than one-half of the issued ordinary share capital 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 an additional Director or Directors 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 or its secretary and shall take effect upon lodgement at the registered office of the Company, or such date later than such lodgement as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.
- 12. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-

appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

13. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependents of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurance or trusts for such purpose in respect of such persons and may include rights in respect of such pensions, annuities or allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

#### ROTATION OF DIRECTORS

14. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional Directors are to retire" shall be deleted; and in Regulation 79 of Table A the second and third sentences thereof shall be deleted.

#### PROCEEDINGS OF DIRECTORS

15. Any Director or Member of a Committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all persons participating in a meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present at such meeting.

#### ASSOCIATE DIRECTORS

16. (a) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be an Associate Director of the Company.
- (b) The appointment of a person to be an Associate Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration or otherwise, and his office as an Associate Director shall be vacated:-



- (i) on the happening mutatis of any of the events in which it is by these Articles provided that the office of a Director shall be vacated;
  - (ii) if he shall cease to be in the employment of the Company in some capacity other than of Associate Director; or
  - (iii) if he shall be removed by a resolution which shall have been passed by a majority of the Directors for the time being.
- (c) The appointment, removal and remuneration of the Associate Directors shall be determined by the Directors, with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge and approval of the Associate Directors, except that no act shall be done that would impose any personal liability on any or all of the Associate Directors, either under statute or otherwise, except with their knowledge.
- (d) Associate Directors shall not have any right of access to the books of the Company except with the sanction of the Directors; Associate Directors shall not be entitled to receive notice of Board meetings; Associate Directors shall not be entitled to attend Board meetings except when expressly invited to do so by the Chairman of such meeting(s) and, when so invited to attend, shall not be entitled to vote.
- (e) The Directors may designate the Associate Directors or any of them by such other name or title in place of the word "Associate" as they may from time to time consider to be descriptive of their office and actual duties. Any Associate Director so designated shall be entitled to describe himself accordingly, and in the absence of such designation, shall be entitled to describe himself as "Associate Director"; in signing any document which he is authorised to sign as an Associate Director he shall always after his signature add the words "Associate Director" or, if he shall have been otherwise designated, such other name or title designated to him.
- (f) An Associate Director shall not be a Director for the purposes of the Companies Act 1985 and shall have no power to bind the Company except as expressly authorised by the Directors.

INDEMNITY

17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No Director or other officer of the Company 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 the Act. Regulation 118 of Table A shall not apply to the Company.
18. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out."

Company No 1009431

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Pursuant to Section 379A Companies Act 1985

ELECTIVE RESOLUTIONS

of Thurgar Bolle Limited

passed 8 June 1992

At the Annual General Meeting of the members of the above named company duly convened and held at Waverley, Edgerton Road, Huddersfield.

on 8 June 1992, the following ELECTIVE RESOLUTIONS were duly passed:

ELECTIVE RESOLUTIONS

HOLDING OF  
ANNUAL GENERAL  
MEETINGS

1. THAT pursuant to Section 366 of the Companies Act 1985 the company hereby dispenses with the holding of annual general meetings in 1993 and in subsequent years until this authority is revoked.

LAYING OF  
ACCOUNTS

2. THAT pursuant to Section 252 of the Companies Act 1985 the company hereby dispenses with the laying of accounts and reports before the company in general meetings.

MAJORITY  
CONSENTING TO  
SHORT NOTICE  
OF GENERAL  
MEETINGS

3. THAT pursuant to Sections 369 and 378 of the Companies Act 1985 the provisions of said Sections 369 and 378 of that Act shall have effect in relation to the company as if for the reference to 95 per cent, there were substituted references to 90 per cent.

AUTHORITY TO  
ALLOT SHARES

4. THAT pursuant to Section 80A of the Companies Act 1985 the provisions of the said Section 80A of that Act shall apply instead of the provisions of Sections 80(4) and (5) in relation to the giving or renewal, after the passing of this elective resolution of an authority under the said Section 80 of the Act.

  
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Secretary

