

# THE COMPANIES ACTS 1948 TO 1967

## Declaration of Compliance

with the requirements of the Companies Act, 1948 to 1967  
on application for registration of a Company.

Pursuant to Section 15(2)

Name of Company :

SO RND  
LIMITED

Presented by

**JUST AND COMPANY LTD.**  
Company Printers and Registration Agents  
**71 NEW OXFORD STREET**  
**LONDON, WC1A 1DN**  
Telephone: 01-240 3242

I, Martin Dudley Casey <sup>(10)</sup>  
of 71 New Oxford Street  
London WC1A 1DN

Delete words  
not applicable

Do solemnly and sincerely declare that I am [~~a solicitor of the~~  
~~Supreme Court engaged in the formation~~] (a) [a person named in the  
Articles of Association as a Director/Secretary ]

of JOEND LIMITED

and That all the requirements of the Companies Act, 1948, 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 10 Soho Square

London W1

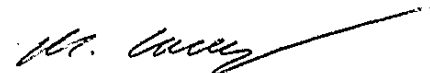
the 5<sup>th</sup> day of February

one thousand nine hundred and seventy five

before me.



(b) A Commissioner for Oaths.



(a) or in Scotland 'a Solicitor engaged in the formation'

(b) or Notary Public or Justice of the Peace.

COMPANY LIMITED BY SHARES

050.00

# Memorandum of Association

OF

JOEND LIMITED

1. The name of the Company is :— JOEND LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
  - (a) To carry on all or any of the businesses of accountants; addressers; advertising agents; advertising contractors; agents; agricultural engineers; aircraft proprietors and charterers; amusement caterers; analysts; antique dealers; architectural consultants; art gallery owners; artists; auctioneers; bakers; bankers; beauticians; betting shop proprietors; boat builders; bookbinders; booksellers; boutique proprietors; brokers; builders; building contractors; builders' merchants; business consultants; business machine dealers; business transfer agents; butchers; cabinet makers; café proprietors; camping ground proprietors; car hirers; caravan dealers; carpenters; carpet planners; case makers; caterers; catering equipment dealers; cattle dealers; cellulose sprayers; chandlers; check traders; chemists; chinaware dealers; cinema proprietors; circus proprietors; civil engineers; cleaners; clinic proprietors; clock and watch dealers; clothing manufacturers, outworkers, repairers, wholesalers and retailers; club owners; coach owners and hirers; coal merchants; coin dealers; cold storage proprietors; college proprietors; commercial artists; commission agents;



commodity brokers; company promoters; company registrars; company secretaries; computer programmers and analysts; concert agents and promoters; concert hall owners; confectioners; conference organisers; confirming house proprietors; constructional engineers; consultants; container hirers; control equipment dealers; cooked meat purveyors; copying and type-writing office proprietors; cosmetics dealers; costing consultants; costumiers; curtain makers; cutlers; cycle dealers; dairymen; data processing consultants and contractors; debt collectors; decorators; demolition contractors; dental mechanics; designers; diamond merchants; die-casters; die-sinkers; die-stampers; direct mail contractors; discotheque owners; discount traders; display contractors; "do-it-yourself" retailers; dog breeders; domestic appliance dealers; double glazing contractors; drapers; draughtsmen; dress agents; dressmakers; driving instructors; drug store proprietors; dry rot and insect infestation remedial specialists; dyers and cleaners; earth moving contractors; educational suppliers; electrical dealers; electrical engineers; electro-medical apparatus dealers; electronics engineers; employment agents; enamellers; engineers; engravers; enquiry agents; entertainment agents; entertainment contractors; envelope manufacturers; escort service providers; estate agents; estate developers; excavation contractors; exhibition contractors; exhibition organisers; export packers; exporters; export agents; factors; fancy goods dealers; farm machinery dealers; farmers; fashion artists; fencing manufacturers and contractors; fertiliser dealers; fibreglass fabricators; film distributors; film editors; film producers; financiers; financial advisers and consultants; financial agents; fine art publishers and dealers; fire protection specialists; fish fryers; fishmongers; fishing tackle dealers; fitters; flooring contractors; florists; food manufacturers and importers; footwear dealers; forwarding agents; fruit and vegetable merchants; fuel merchants; funeral directors; furnishers; furniture dealers; furriers; garage proprietors; garden centre proprietors; garden equipment and tools dealers; gas fitters; general dealers; general merchants; general store proprietors; gift shop proprietors; glass merchants; glassware dealers; glaziers; glovers; goldsmiths; gramophone record dealers; graphic designers; greengrocers; greetings cards dealers; grocers; gunsmiths; haberdashers; hairdressers; handicraft dealers; hardware merchants; hatters; haulage contractors; health food dealers; heating engineers and contractors; horse dealers; horticultural dealers; hosiers; hospital equipment suppliers; hoteliers; house furnishers; hydraulic engineers; ice cream vendors; illustrators; importers; import agents; impresarios; index systems manufacturers; industrial consultants; industrial estate developers; instrument makers; insulation

contractors; insurance agents and brokers; interior decorators;  
 interpreters; investigators; investment managers; investors;  
 jewellers; jig and tool makers; job stock buyers; joiners;  
 journalists; kennel owners; kitchen designers; kitchen equip-  
 ment dealers; knitwear dealers; lamp and lampshade dealers;  
 landscape gardeners; launderers; law agents; law stationers;  
 leather goods dealers; library proprietors; lighting equipment  
 dealers; lighting engineers; lime and cement merchants;  
 lingerie dealers; literary agents; lithographers; locksmiths;  
 lorry owners; machinery dealers; machine tool dealers;  
 machinery removers; mail order agents and dealers; man-  
 agement consultants; manufacturers; manufacturers' agents;  
 marine engineers; marketing consultants; marriage bureau  
 proprietors; medallists; metal merchants; metal refiners; metal  
 treatment specialists; metal workers; microfilm specialists;  
 milliners; mine owners; mineral dealers; model agents; model  
 makers; moneylenders; monumental masons; mortgage brok-  
 ers; motor accessory dealers; motor body builders; motor  
 dealers; motor engineers; motor vehicle repairers; motor cycle  
 dealers and repairers; museum owners; musicians; music  
 publishers; musical instrument dealers; nautical instrument  
 dealers; newsagents; newspaper proprietors; night club owners;  
 novelty dealers; nursery school proprietors; nursery equipment  
 dealers; nurserymen; office cleaners; office equipment deal-  
 ers; oil brokers; oil merchants; optical goods dealers; opti-  
 cians; outfitters; packers; packaging designers; painters; paint  
 dealers; panel beaters; paper merchants; paper converters;  
 paper agents; paperhangers; pastrycooks; patent agents; pat-  
 tern makers; paving contractors; perfumiers; pet food dealers;  
 pet shop proprietors; petrol and oil dealers; pharmacists;  
 photocopyists; photo-lithographers; photo-printers; photo-  
 graphers; photographic equipment and sundries dealers;  
 photographic processors; piano dealers; picture framers;  
 picture restorers; pie makers; pile driving contractors; pipe  
 and tube manufacturers and merchants; plant and machinery  
 merchants and hirers; plasterers; plastics moulders and  
 fabricators; plastics merchants; platers; pleaters; plumbers;  
 plumbers' merchants; polish manufacturers; polishers; portable  
 buildings manufacturers; potato merchants; poultry and  
 livestock breeders and dealers; precision engineers; press  
 cutting agents; press agents; printers; printers' suppliers;  
 private enquiry agents; property developers; property dealers;  
 property owners; property managers; provision merchants;  
 public relations consultants; publicity specialists; publishers;  
 quarry owners; ready-mixed concrete specialists; record  
 shop owners; recording engineers; refrigeration engineers;  
 reinforced and pre-stressed concrete contractors; removers;  
 reprographers; restaurateurs; riding school owners; roofing

contractors; rubber stamp makers; rubbish disposal contractors; rust prevention specialists; sand and gravel merchants; sanitary engineers; sauna bath owners; scaffolding hirers and erectors; school proprietors and managers; scientific instrument and apparatus makers and dealers; scrap metal merchants; scriptwriters; secretaries, secretarial bureau owners; security experts; sheet metal workers; shelving manufacturers; ship-builders; shipowners; ships' chandlers; shipping agents; shirt-makers; shoe manufacturers; shopfitters; shopkeepers, sign-makers; signwriters; silversmiths; site clearance contractors; skirt manufacturers; slaughterhouse operators; smallware manufacturers; sound engineers; sound recording and reproducing equipment manufacturers and dealers; spinners; sports goods manufacturers and dealers; sports outfitters; sports organisers and promoters; spraying contractors; stamp dealers; stampers and piercers; stationers; stationery manufacturers; statisticians, steel erectors; steel stockholders; stereotypers; stock and share dealers; stockbrokers; storage contractors; suede goods dealers; sundriesmen; supermarket operators; surgical appliance makers and dealers; surveyors; swimming pool builders and installers; tailors; taxi operators; tea merchants; technical researchers; television engineers and dealers; textile agents; textile and fabric manufacturers and merchants; theatrical costumiers; tilers; timber merchants; tobacconists; toilet requisite dealers; tool dealers; toolmakers; tour organisers; toy manufacturers and dealers; tractor dealers; trade protection agents; translators; transport contractors; travel agents; travel goods makers and dealers; trimmings manufacturers and merchants; trouser makers; turf commission agents; turkish bath operators; typesetters; tyre dealers; umbrella makers and dealers; upholsterers; valuers; velvet manufacturers and merchants; ventilating engineers; visual aid makers and dealers; wallcovering manufacturers and dealers; warehousemen; waste merchants; watch and clock makers; dealers and repairers; water treatment specialists; welders; wharfingers; wholesalers; wigmakers; window makers; wine and spirit merchants; wireworkers; woodworkers; wool merchants; woollen goods manufacturers and merchants; yacht brokers.

- (b) (i) To manufacture, buy, sell, import, export, distribute, let or take on hire, lease, maintain, repair, process, convert, improve or otherwise deal in or with goods of every description and all raw materials used or required in the manufacture or other treatment thereof.
- (ii) To devise, originate, manage, organise and provide services of every description and to employ any properly qualified and other persons in connection therewith.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned


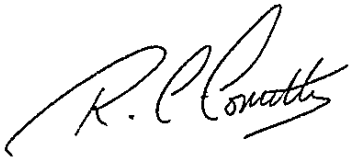


shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe. ✓

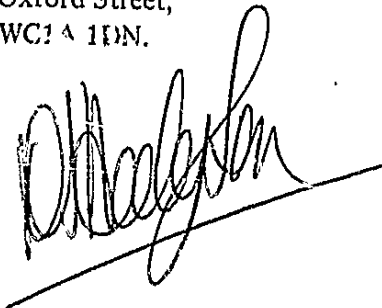
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 MARTIN DUDLEY CASEY, 71, New Oxford Street, London, WC1A 1DN. Clerk.	One
  RODNEY CHARLES COMITTI, 71, New Oxford Street, London, WC1A 1DN. Clerk. 	One

DATED this 11th day of December 1974.

WITNESS to the above signatures :—

DAVID STEWART HODGSON,  
71, New Oxford Street,  
London, WC1A 1DN.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

# Articles of Association

OF

JOEND LIMITED

## PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :— 22, 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

## PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

## SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

## LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

### TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

### PROCEEDINGS AT GENERAL MEETINGS.

9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

### SECRETARY.

10. The first Secretary of the Company shall be Martin Dudley Casey.

### DIRECTORS.

11. The number of Directors shall not be less than two nor more than five. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association of the Company.

12. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

13. Subject to the provisions of Section 199 of the Companies Act, 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### **BORROWING POWERS OF DIRECTORS.**

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

#### **ALTERNATE DIRECTOR.**

15. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

#### **AUDITORS.**

16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

#### **INDEMNITY.**

17. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*M. D. Casey*

MARTIN DUDLEY CASEY,  
71, New Oxford Street,  
London, WC1A 1DN.

Clerk.

RODNEY CHARLES COMITTI,  
71, New Oxford Street,  
London, WC1A 1DN.

Clerk.

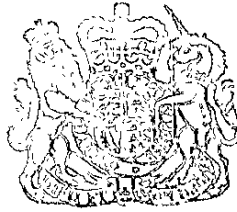
*R. C. Comitti*

DATED this 11th day of December 1974.

WITNESS to the above signatures :-

DAVID STEWART HODGSON,  
71, New Oxford Street,  
London, WC1A 1DN.

*D. S. Hodgson*



## CERTIFICATE OF INCORPORATION

No. 1200163

I hereby certify that

**JOEND 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 13th February 1975

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

**N. TAYLOR**

*Assistant Registrar of Companies*

No of Company 1200163



Companies Acts 1948 to 1967  
Company Limited by shares  
Special Resolution  
of  
JOEND LIMITED

10

passed 4 day of September 1979

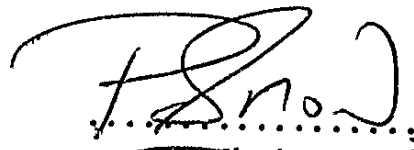
At an extraordinary general meeting of the above named company duly convened and held at 53 Beaufort Place London SW3 on the 4 day of September 1979 the following Resolution was duly proposed and passed as a Special Resolution:-

RESOLUTION

That with the consent of the Department of Trade the name of the Company be changed to Monsoon Fashions Holdings Limited

Dated the 4 day of September 1979

By Order of the Board

  
Chairman



MIDLAND  
R40.  
020001





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1200163

I hereby certify that

**JOIND LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**MONSOON FASHIONS HOLDINGS LIMITED**

Given under my hand at Cardiff the 16TH OCTOBER 1979

**E. A. WILSON**

*Assistant Registrar of Companies*

1200163/26

Companies Acts 1948 to 1976  
Company Limited by Shares  
Special Resolution  
of  
MONSOON FASHIONS HOLDINGS LIMITED

passed 21<sup>st</sup> day of April 1980

At an extraordinary general meeting of the above named company duly convened and held at 53 Beauchamp Place on the 21<sup>st</sup> day of April 1980 the following Resolution was duly proposed and passed as a Special Resolution:-

RESOLUTION

That with a view to the acquisition on not less than ninety per cent of the issued share capital of Monsoon Fashions Limited the capital of the Company be increased to £1,100 by the creation of 100 ordinary shares of £1 each

Dated the 21<sup>st</sup> day of April 1980

By Order of the Board

T. Brown.....

Chairman



## COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Form No 10 Section 63 of the Companies Act 1948

10

To the Registrar of Companies

For official use Company number

23

1200163

Name of Company

MONSOON FASHIONS HOLDINGS

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~ ~~extraordinary~~ [special]† resolution of the company dated 21st April 1980the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 100 beyond the registered capital of £ 1,000A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
100	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
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 follows:Please tick here if  
continued overleaf
☐

Signed

[Director] [Secretary] Date 10-4-80Presentor's name, address and  
reference (if any):Mr. J. Barfield  
46 Bedford Square  
London WC1B 3DX

JM/JD

For official use  
General section

Post room

1200163  
/37

MONSOON FASHIONS HOLDINGS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 5 day of July 1984 the following resolutions were passed, as SPECIAL RESOLUTIONS:

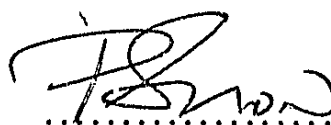
SPECIAL RESOLUTION

"That the Company's Articles of Association be amended by the insertion of a new Article 5 after Article 4 and that the existing Articles 5 to 17 be renumbered as Articles 6 to 18 respectively:

"The Company may purchase its own shares (including any redeemable shares) in accordance with and subject to Section 46 of the Companies Act 1981"

SPECIAL RESOLUTION

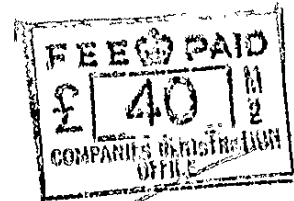
"That the Contract proposed to be made between the Company and Clive Hugh Pettigrew for the purchase of 15 ordinary shares on the 5 day of July 1984 be authorised."

  
.....

CHAIRMAN



Company Number....1200163.....



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MONSOON FASHIONS HOLDINGS LIMITED

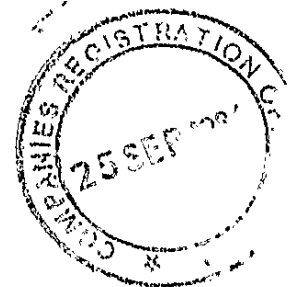


Special Resolution passed on 11 September 1986

At an Extraordinary General Meeting of the Company held on 11 September 1986 the following resolution was duly passed as a Special Resolution:

That the name of the company be changed to Monsoon Holdings Limited

10K



SECRETARY

N. WEST/000460/P.2



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1200163/44

I hereby certify that

MONSOON FASHIONS HOLDINGS LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

MONSOON HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the

15TH OCTOBER 1986

*P. A. Rowley*  
P. A. ROWLEY

an authorised officer

Number of Company: 1200163

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION  
OF  
MONSOON HOLDINGS LIMITED

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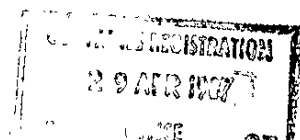
Passed the 17th day of March 1987

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 74 Winslow Road, London, W6 9SQ on the 17th day of March 1987, the following ORDINARY RESOLUTION was duly passed, viz:

THAT:

"The Monsoon Holdings Limited Share Option Scheme (the main features of which are summarised in the Outline of the Scheme, a copy of which has been produced to the Meeting and signed by the Chairman for the purpose of identification) be and it is hereby approved and adopted subject to Inland Revenue approval having been given in writing under Paragraph 1 to Schedule 10 of the Finance Act 1984 to the Company and the Directors of the Company be and are hereby authorised to do all acts and things necessary to carry the same into effect."



G

COMPANIES FORM No. 123

Notice of increase  
in nominal capital

Part 123 123  
24.8

123

Please do not  
write in  
the margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[ 1415 ]

1200163

Name of company

\*Insert full name  
of company

\* MONSOON HOLDINGS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 17th March 1987 the nominal capital of the company has been  
increased by £ 8,900 beyond the registered capital of £ 1,100

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

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

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:

NONE

Please tick here if  
continued overleaf

☐

Signature as  
appropriate

Signed

[Director][Secretary]s Date 24.4.87

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

LOYDS BARFIELD,  
2 CRANE COURT,  
LONDON EC4A 2BL  
SOLICITORS

CAY/GAX/MON.2-81

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General section

Post room



The Stationers' Law Stationery Society plc, Gyeze House, 27 Crimscoth Street, London SE1 5TS

Companies G123

1985 Edition  
2.88 B/HAM.  
5017167  
\*\*\*\*\*





**Notice of consolidation, division,  
sub-division, redemption or  
cancellation of shares, or conversion,  
re-conversion of stock into shares**

24.4.87

Presented  
at the  
company

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[4] [6] [A]

1200163

Name of company

\* MONSOON HOLDINGS LIMITED

\* Insert full name  
of company

gives notice that:

Pursuant to a Special Resolution passed on the 17th March 1987 each of the existing 185 issued Ordinary Shares of £1 each and 900 of the Unissued Shares of £1 were converted respectively into 1,850 and 9,000 Ordinary Shares of 10 pence each of the Company.

\* Date of  
signature

Signed

[Director][Secretary]† Date 24.4.87

Presentor's name address and  
reference (if any):  
HOYDS BARFIELD,  
2 CRANE COURT,  
LONDON EC4A 2BL  
SOLICITORS  
LAW/EXC/MON. 2-81

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