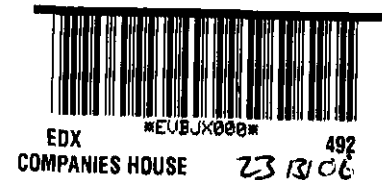


Company No. 1396316



THE COMPANIES ACTS 1985 AND 1989

UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

REMINGTON CONSUMER PRODUCTS

1. The name of the Company is "Remington Consumer Products".
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 business as general merchants; and as mail order salesmen, manufacturers and preparers for sale of and dealers in all kinds of raw materials and manufactured and semi-manufactured goods, wholesalers, retailers, importers, exporters, brokers and agents for and distributors of goods of all kinds; and to be wholesale warehousemen, removers, storers and packers of goods, materials and property of every description.
 - (b) To carry on any other trade or business whatsoever which can, in the opinion of the board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
 - (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
 - (f) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled

capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (g) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose business or undertakings the Company is interested, whether directly or indirectly.
- (h) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (i) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (j) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (m) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of the Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on

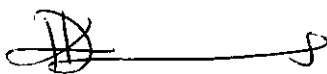
such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (o) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (r) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits, or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (s) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares, or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (t) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (u) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (v) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person

or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The share capital of the Company is One hundred pounds, divided into One hundred shares of one pound each. The shares in the original or any increased capital may be divided into several classes, and there may be attached there to respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.¹



¹ "The authorised share capital of the Company at the date of registration of the Company as an unlimited company is £16,400,000 divided into 15,000 10% cumulative preference shares of £15 each and 16,175,000 ordinary shares of £1 each."

THE COMPANIES ACTS 1985 AND 1989

UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

REMINGTON CONSUMER PRODUCTS

1. **INTERPRETATION**

In these articles:

- 1.1 **"Companies Act"** means the Companies Act 1985 and every statutory modification or re-enactment of it for the time being in force;
- 1.2 **"Holding Company"** means any corporate member (wherever incorporated) in whose name is registered 50% or more of the amount for the time being of the issued ordinary share capital of the Company; and
- 1.3 **"Table A"** means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended prior to the adoption of these articles.

2. **TABLE A**

- 2.1 The regulations contained in Table A apply to the Company except in so far as they are excluded by, or are inconsistent with, these articles.
- 2.2 Regulations 3, 24, 32, 34, 35, 73 to 78 inclusive, 80 and 94 to 97 inclusive of Table A do not apply to the Company.

3. **SHARE CAPITAL**

- 3.1 The authorised share capital of the Company at the date of adoption of these articles is £16,400,000 divided into 15,000 preference shares of £15 each and 16,175,000 ordinary shares of £1 each¹.
- 3.2 The preference shares shall carry a fixed cumulative preferential dividend at the rate of 10 per cent. per annum (exclusive of any tax credit) on the nominal value thereof (irrespective of the amount of the capital for the time being paid up thereon) calculated from the date of issue of such shares respectively and payable half-yearly on the 1st January and 1st July in each year in respect of the period ending on the date of payment, and on a winding up shall entitle the holders to repayment of the capital paid

¹ "The share capital of the Company at the date of registration of the Company as an unlimited company is £16,400,000 divided into 15,000 10% cumulative preference shares of £15 each and 16,175,000 ordinary shares of £1 each."

up thereon together with a sum equal to any arrears or deficiency of the dividend thereon calculated down to the half-yearly payment date next following the commencement of the winding up, and to be payable whether declared or earned or not, in priority to any payment to the holders of shares of any other class, but the preference shares shall not entitle the holders to any further or other participation in the profits or assets of the Company.

3.3 The preference shares shall entitle the holders to receive notice of and to attend and vote at all general meetings, and such holders shall on a poll have one vote for every preference share held by them irrespective of the amount paid up thereon.

3.4 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; and
- (e) reduce its share capital and any share premium account in any way.

4. TRANSFERS OF SHARES

4.1 Except as provided in article 4.2, the directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any shares, whether or not it is a fully paid share.

4.2 The directors must register any transfer by or to a Holding Company.

5. NOTICE OF GENERAL MEETINGS

The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen days' notice" in Regulation 38 of Table A."

6. PROCEEDINGS AT GENERAL MEETINGS

In regulation 40 of Table A, the words "or a Holding Company (as defined in the articles) alone present by a representative or by a proxy," are to be inserted before the words "shall be a quorum".

7. VOTES OF MEMBERS

7.1 On a show of hands (as well as on a poll) votes may be given either personally or by proxy.

7.2 In the case of a corporation, a director or the secretary of it will be deemed to be a duly authorised representative for the purposes of regulation 54 of Table A.

8. NUMBER OF DIRECTORS

- 8.1 Unless and until the Company in general meeting otherwise determines, the number of directors will be not less than one. Regulation 64 of Table A is to be read and construed accordingly.
- 8.2 If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors.

9. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 9.1 The directors are not subject to retirement by rotation. Accordingly, all references in Table A to rotation are to be disregarded, and the final two sentences of regulation 79 of Table A do not apply to the Company.
- 9.2 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 9.3 A Holding Company may at any time by written notice to the Company signed by a director or the secretary of the Holding Company do all or any of the following:
- 9.3.1 appoint any new person to be a director, either additionally or to fill any vacancy; and
- 9.3.2 remove any director from office.
- 9.4 A director will not be required to vacate his office, and no person will be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

10. DISQUALIFICATION OF DIRECTORS

Regulation 81 of Table is to be read and construed as if the office of a director is additionally vacated if he is removed from office in accordance with these articles.

11. PROCEEDINGS OF DIRECTORS

- 11.1 Regulation 88 of Table A is amended by substituting for the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.

the following sentence:

Notice of every meeting of directors shall be given to each director, including directors who are absent from the United Kingdom and have given the Company their addresses outside the United Kingdom.

- 11.2 Any director (including an alternate director) may participate in a meeting of the directors, or a committee of directors of which he is a member, by means of a conference telephone or other communication equipment which allows all persons participating in the meeting to communicate with each other. Participation in a meeting in this manner will be deemed to constitute presence in person at the meeting. Such a meeting will be deemed to take place where the largest group of those participating is assembled, or if there is no group that is larger than any other group, where the chairman of the meeting then is.

- 11.3 Subject to such disclosure as is required by section 317 of the Companies Act, a director will be entitled to vote at a meeting of directors, or of a committee of directors, on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

12. THE SEAL

Regulation 101 of Table A will only apply if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 371(4) of the Companies Act instead of being sealed, and regulation 6 of Table A is amended accordingly.

13. NOTICES

- 13.1 In regulation 112 of Table A, the words "first class" are to be inserted before the words "post in a prepaid envelope".

- 13.2 Any notice will be deemed to be given:

- 13.2.1 if sent by first class post, the day after the day it was put in the post;
- 13.2.2 if delivered by hand or left at a registered address, the day on which it was so delivered or left;
- 13.2.3 if contained in an electronic communication, at the expiration of 24 hours after the time it was sent.

- 13.3 Accordingly, the third sentence of regulation 115 of Table A does not apply to the Company.

14. INDEMNITY

- 14.1 Subject to the provisions of the Companies Act, and in particular section 310 of that Act:

14.1.1 without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company is to be indemnified out of the assets of the Company against any losses or liability which he may sustain or incur in or about, or otherwise in relation to, the execution of the duties of his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application 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; and

14.1.2 no director or other officer will be liable for any loss, damage or other misfortune which may happen to or be incurred by the Company in, or in relation to, the execution of the duties of his office.

- 14.2 The directors have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act

