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Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

49(1)

Application by a limited company to be re-registered as unlimited

Company Number

1396316

Company Name in full

REMINGTON CONSUMER PRODUCTS LIMITED

applies to be re-registered as unlimited.

The following documents are attached in support of this application for the company to be re-registered as unlimited:

1. Signed assents by or on behalf of all the members of the company (Form No. 49(8)(a))
2. [Ⓢ]A statutory declaration made by the directors of the company according to section 49(8)(b)) of the Companies Act 1985
3. A printed copy of the company's memorandum incorporating the alterations set out overleaf
4. [Ⓢ][A printed copy of the company's articles incorporating the alterations set out overleaf]~~[Printed articles for registration, the company not having previously registered articles].~~

NOTE:

Alterations in the memorandum and articles should be set out overleaf.

- Ⓢ A non prescribed form of Statutory Declaration (form No. 49 (8) (b)) is available.
- Ⓢ Please delete as appropriate.

Nominal share capital (If any) provided for in the articles as altered

- Ⓢ If the currency is not in Pounds Sterling, please quote the currency used.

£ 13,847,355

Signed

Date

22/3/06

† a director /secretary

CLIFFORD CHANCE LLP

10 UPPER BANK STREET, LONDON, E14 5JJ

Tel 0207 006 4612

DX number 149120 DX exchange CANARY WHARF 3

- † Please delete as appropriate.

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.



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COMPANIES HOUSE

231306

Form revised July 1990

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Number

1396316

49(1) Continuation

SEE SCHEDULE 1

REMINGTON CONSUMER PRODUCTS LIMITED (the "Company")

**Application by a limited company to be re-registered as unlimited - s49(1) of the
Companies Act 1985 (as amended)**

SCHEDULE 1

Changes to Memorandum and Articles of Association

1. MEMORANDUM OF ASSOCIATION

The memorandum of association of the Company shall be altered as follows:

- (i) by replacing the words "PRIVATE COMPANY LIMITED BY SHARES" on the second line of page one with the words "UNLIMITED COMPANY HAVING A SHARE CAPITAL";
- (ii) by changing the name of the Company from "REMINGTON CONSUMER PRODUCTS LIMITED" to "REMINGTON CONSUMER PRODUCTS" in clause 1;
- (iii) by deleting clause 4 which provides that the liability of the members should be limited; and
- (iv) by inserting a footnote to clause 4 (previously clause 5) which sets out the nominal capital to read:

"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."

2. ARTICLES OF ASSOCIATION

The articles of association of the Company shall be altered as follows:

- (i) by replacing the words "PRIVATE COMPANY LIMITED BY SHARES" on the second line of page one with the words "UNLIMITED COMPANY HAVING A SHARE CAPITAL";
- (ii) by changing the name of the Company from "REMINGTON CONSUMER PRODUCTS LIMITED" on the fourth line of page one to "REMINGTON CONSUMER PRODUCTS";
- (iii) by amending article 2.2 to read:

"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."

- (iv) by inserting a footnote to clause 3.1 to read:

"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."

- (v) by inserting as a new article 3.4 the following new article:

"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.";

- (vi) by substituting article 5 to read:

"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."

