Please do not write in this binding margin

# THE COMPANIES ACTS 1948 TO 1976

# Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pulsuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

CHAS DAVY
Exments thouse Pine Street Landon EC1R OJL
Telephone 01 278 9344 Telegrams Davy Landon EC1



Please complete egibly, preferably n black type, or nold black lettering	3 Name of Company		Company nu	umber 4667277	
	PACKAGING & PRINT	SUPPLIES			
* delete as appropriate					Limited*
	WILLIAM CHARLES WE	EDEN SUTHERLAND		35	
	of WOODCROFT, CASTLE	HILL,			
in Scotland	PRESTBURY, CHESHIR	RE, SK10 4AS	<del></del>		
lelete"of the Supreme Court"  # delete the two Iternatives not pplicable	# a Devicitor of the Supreme Sound I am # a Devicitor of the Supreme Sound I and the formation # a person named as a Director in the statement delivered under section 21 of the Companies Act 1976 # a and named as Secretary in the statement delivered under section 21 of the				
	Comparies Act 1976  PACKAGING 8	PRINT SUPPLIES			
	and that all the requirements of the Companies Acts 1948 to 1976 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 184 WATER LANK  LILMSLOW CHESTHRE SIC9 SB  One thousand nine hundred and Superfix for Suchas Declarations Act 1835  The Sich Sich Sich Sich Sich Sich Sich Sich				
	Presentor's ref: 4 83/2 telephone no: name and address:  O. O	For official use General section		Postroom	
	REF COMPANIES 41				

1400000 3

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum of Association

*J*r.

Packaging & Print Supplies Limited

- 1. The name of the Company is "PACKAGING & PRINT SUPPLIES 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 business as factors, importers, exporters and dealers in packings, covers and wrappings of all kinds, film and film bags, stationery, printing, printed materials, gummed tape and self-adhesive tapes, of every description, wood-wool, cardboard, fibrous and other materials, wood, plastics, twines and all other tying materials and other materials, whether natural or synthetic, used or capable of being used for packaging. To act as factors and manufacturers and dealers in wastepaper, shoddy and other waste substances, shipping and forwarding agents and carriers of goods by any means, warehousemen and storers of goods, and merchandise of every description and kind, manufacturers, importers and exporters of and dealers in machinery and equipment of all kinds, used or capable of being used in connection with any of the aforesaid trades or businesses.
  - (B) To carry on all kinds of research, experimental and development work, acting as consultants and advising as to the use or manufacture of machines, articles or things manufactured, imported, exported, sold, dealt in, hired or otherwise acquired or disposed of by the Company, to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest in 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 necessary or anything for the purchase of or in connection with the Company's business or any branch or department whatsoever.
  - (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

CHAR SHILL

- (p) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such economies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue. To lend and advance money or give credit to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons, firms or companies.
- (G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- to construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

- (J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (K) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (o) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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.
- (P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (Q) To procure the Company to be registered or recognised in any country or place abroad.
- (R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (T) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partner hip or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company; and none of the sub-clauses shall be deemed sub-sidiary or auxiliary merely to the objects mentioned in the first sub-clause.

- 4. The liability of the members is limited.
- 5. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

We the several persons whose Names, Addresses, and Descriptions 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)
WILLIAM CHARLES WEEDEN SUTHERLAND WOODCROFT CASTLE HILL PRESTBURY CHESHIRE SKIO LAS COMPANY DIRECTOR	ONE
JEAN ELLEN SUTHERLAND	
WOODCROFT CASTLE HILL PRESTBURY	1
CHESHIRE SKID HAS MARRIED WOMAN	ONE
J.E. Sutherland	
Dated this (15 day of Novembr 1979) Witness to the above Signatures:—	ý.

A, STANISZEWSKI

EXMONTH HOUSE

PINZ STREET

AS NDON ECI

# COMPANY LIMITED BY SHARES

# Articles of Association of

# Packaging & Print Supplies Limited

# **PRELIMINARY**

- 1. In these Articles the expression "Table A" shall mean Table A in the First Schedule to the Compan. Act, 1948, as modified by the provisions of section 14 (8) (c) of, and Part III of the Eighth Schedule to, the Companies Act, 1967.
- 2. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table A shall apply to the Company.
- 3. Regulations 11, 24, 53, 60, 75, 79, 84, 88, 96, 97 and 99 of Part I of Table A shall not apply to the Company, but the Articles hereinafter contained, and the remaining Regulations of Parts I and II of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## **SHARES**

- 4. In Regulation 3 of Part I of Table A the words "with the sanction of an ordinary resolution" shall be deleted.
- 5. In Regulation 6 of Part I of Table A the words "five per cent." shall be substituted for the figure and words "10 per cent."

## LIEN.

6. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

# TRANSFER OF SHARES.

- 7. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in the case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.
- 8. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.
- 9. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vender's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.
- 10. Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers.
- 11. In the case of all the said shares not being sold under the above provisions after the expiration of three calendar months from the date of the notice given by the Vendor to the Board of his intention to sell, the Vendor shall be entitled subject to Regulation 3 of Part II of Table A at any time within three calendar months after such expiration to transfer the shares not sold to any person at any price.

# GENERAL MEETINGS

- 12. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table A.
- 13. In Regulation 58 (b) of Part I of Table A the word "two" shall be substituted for the word "three".
- 14. In Regulation 5 of Part II of Table A there shall be inserted after the word "passed" the words "as an Ordinary Resolution".

### DIRECTORS

- 15. The number of the Directors shall be not less than two nor more than seven. The Company in general meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.
- 16. The first Directors shall be William Charles Weeden Sutherland and Jean Ellen Sutherland.
- 17. The Company may without prejudice to the provisions of Section 184 of the Companies Act, 1948 by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this Article as to removal shall be subject to the terms of any contract between him and the Company.
- 18. In Regulation 98 of Part I of Table A the words "and in the case of an equality of votes the Chairman shall have a second or casting vote" shall not apply.
- 19. In Regulation 104 of Part I of Table A the words "and in the the case of an equality of votes the Chairman shall have a second or casting vote" shall not apply.

# SECRETARY.

20. The first Secretary of the Company shall be Jean Ellen Sutherland, and the terms and conditions of her appointment shall be determined by the Directors pursuant to Regulation 110 of Part I of Table A.

# BORROWING POWERS

21. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company t any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company, including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

# DISQUALIFICATION OF DIRECTORS

- 22. The office of Director shall be vacated if the Director-
- (A) Resigns his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (c) Is found lunatic or becomes of unsound mind; or
- (D) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Companies Act, 1948.

# POWERS AND DUTIES OF DIRECTORS

- 23. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may ho'd any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.
- 24. In Regulation 78 of Part I of Table A the words "unless the Company otherwise direct" shall be deleted.

- 25. The Company shall not make any man to any person who is its Director or a director of its holding company (if any), or enter into any guarantee or provide any security in connection with any loan made to any such person as aforesaid by any other person, but nothing in this Article shall prevent or otherwise apply to any such transaction as is referred to in provisos (b) and (d) to sub-section (1) of section 190 of the Companies Act, 1948, or any such transaction as is referred to in proviso (c) to the said sub-section (1) where the requirements of sub-section (2) of the said section 190 are satisfied in relation to such transaction.
- 26. The Directors shall ensure that any report by them which by section 157 (1) of the Companies Act, 1948 is required to be attached to any balance sheet of the Company, shall contain the matters required to be contained therein by sections 16 to 22 (inclusive) of the Companies Act, 1967, and Regulation 126 of Part I of Table A shall take effect accordingly.

# **NOTICES**

27. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table A shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

## ALTERNATE DIRECTORS

28. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification nor shall he be entitled to any remuneration, and he shall ipso facto vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the appointee from office, and any appointment or removal under this article shall be effected by notice in writing under the hand of the Director making the same.

# NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM CHARLES WEEDEN SUTHERLAND

VNOODCROFT CASTLE HILL PRESTBURY

CHESHIRE

SKID HAS

COMPANY DIRECTOR

JEAN ELLEN SUTHERLAND

WOODCROFT

CASTLE HILL

PRESTBURY

CHESHIRE

SKIO HAS

1. E Sutherland

Dated this 15 day of Novembr 1972

Witness to the above Signatures:---

A. STANISZE WSKI

EXXXXIII HOUSE

PINE STREET

LONDON ECT

Please do not write in this binding margin

# THE COMPANIES ACTS 1948 TO 1976

# Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976



Please complete egibly, preferably n black type, or pold black lettering	Name of Company		Company number	5	
		G & FRINT SUPPLIES			
felete if nappropriate			p <sup>t</sup>	Limited*	
	The intended situation of the ron incorporation is as stated by	registered office of the company below			
	98A WATER	R LANE,			
	WILMSLOW	5			
	CHESHIRE	G, SK9 5BB			
				-	
	If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below		the	X	
	CHAS DAVY & CO.				
	EXMOUTH HOUSE				
	PINE STREET				
	ESIN WE				
	If the spaces provided on page 2 are insufficient and use has been ma				
	of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement			<u></u>	
	Presentor's ref: A 083/P Telephone no:	For official use			
	name and address:	General section	Postroom		
CF	HAS DAVY & CO.				
	EXMOUTH HOUSE				
	PINE STREET				
	ECTR OIL				

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

s: Business occupation	
COMPANY DIRECTOR	
Nationality	
BRITISH	
Date of birth (where applicable)	
(note 6)	
nage 1	
page 1 Date 15 /4 (79	
Date 13   "   C)	
Business occupation	
NONE	
Nationality	
BRITISH	
Date of birth (where applicable) (note 6)	
n page 1	
Date 15/11/79	
Business occupation	
— /	
Nationality	
, , , , , , , , , , , , , , , , , , ,	
Data of high (where applicable	
Date of birth (where applicable (note 6)	
Date of birth (where applicable (note 6)	



Important

Important
The particulars
to be given are
those referred to
in section
21(2)(a) of the
Companies Act
1976 and section
200(2) of the
Companies Act
1948. Please
read the notes read the notes on page 4 before completing this part of the form.

Please do not write in this binding margin Continuation of the name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
,	
I hereby consent to act as director of the company named	i on page 1
Signature	Date

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

# Important The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (notes 2 & 7)	JEAN ELLEN SUTHERLAND
Former name(s)(no	te 3)
Address (notes 4 & 7)	WOODCROFT,
	CASTLE HILL,
/	PRESTBURY, CHESHIRE, SK10 4AS
I hereby consent to	act as secretary of the company named on page 1
×JES	
Signature 🐧 :	& Sutherland. Date 15/11/79
Ú	

Name(notes 2 & 7)	
	Joseph Market Ma
Former name(s) (note 3)	
Address (notes 4 & 7)	, comments and the second seco
I hereby consent to act as secret	ary of the company named on page 1
,	
Signature	Date
0.9.10.00	

Signed by or on behalf of the subscribers of the Memorandur i of Association\*

Signature (Subscriber)(Agent)† Date (Signature (Subscriber)(Agent)† Date (Subscriber)(Agent)\* Date (Subscriber)(Agent)\* Date (Subscriber)(Agent)\* Date (Subscriber)(Agent)\* Date (Subscriber)(Agent)\* Da

\* as required by section 21(3) of the Companies Act 1976

t delete as appropriate

# **Notes**

- 1 If the spaces on pages 2 and 3 provide insufficient space, the names and particulars must be entered on the prescribed continuation sheet(s).
- 2 Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given.
- 3 In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename.
  - 'Former Christian name' and 'former surname' do not include:
  - a in the case of a peer or a person usually known by a British Title different from his surname, the Lame by which he was known previous to the adoption of or succession to the title, or

- b In the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
- c in the case of a married woman, the name or surname by which she was known previous to the marriage.
- 4 Usual residential address must be given, or, in the case of a corporation, the registered or principal office.
- 5 The names of all boules corporate incorporated in Great Britain of which the director is also a director must be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that a her and that other's

- wholly-owned subsidiaries and its or their nominees. 'Director' includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors are accustomed to act.
- 6 Dates of birth need only be given in the case of directors of a company which is subject to section 185 of the Companies Act, 1948, namely a company which is not a private company, or which, being a private company, is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a private company nor a company registered under the law relating to companies for the time being in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a private company.
- 7 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.

REF COMPANIES 1







# CERTIFICATE OF INCORPORATION

No. 1466727

I hereby certify that

# PACKAGING & PRINT SUPPLIES LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

13TH DECEMBER 1979

E. A. WILSON

Assistant Registrar of Companies