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The Companies Acts 1985 to 1989
A Private Company Limited by Shares

**MEMORANDUM OF
ASSOCIATION
OF**

LATTICE LABELS LIMITED

(As amended by Special Resolution passed 1st May 1992)

1. The Company's name is LATTICE LABELS LIMITED.*
2. The Company's Registered Office is to be situated in England & Wales.
3. The Company's objects are:-
 - (a) (i) To carry on the business of general merchants dealers and traders in adhesive labels packaging goods and machinery of all kinds and to carry on the business of packaging contractors of every and any description and to carry on the business of paper and board distribution contractors wholesalers retailers manufacturers and general merchants dealers traders marketers suppliers and distributors of paper and board and plastic products and polythene products of every and any description; to carry on the business of paper and plastic converters and recyclers of all kinds; and to carry on the business of printers and packing contractors of every and any description; to carry on the business of printers engravers and publishers lithographers diestampers embossers etchers photolithographers thermographic copper plate and general printers of every and any description; to carry on the business of packing contractors and to undertake the design and production of packing materials of all kinds; to carry on the business of contract packing contractors and to undertake the packing of all articles of commercial manufacturing personal and household use and consumption ornament recreation and amusement; and to carry on any other trade or business of a like and similar nature.

* Name changed from GLOWFIND LIMITED to HOVAT LABELS LIMITED by Special Resolution passed 6th December 1991 and to its present name by Special Resolution passed 25th February 1992.



(ii) Without prejudice to the generality of the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects:-

- (b) To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property.
- (c) To apply for register purchase or by other means acquire and protect prolong and renew whether in the United Kingdom or elsewhere any patents patent rights brevets d'invention licences secret processes trade marks designs protections and concessions and to disclaim alter modify use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon testing and improving any patents inventions or rights which the Company may acquire or propose to acquire.
- (d) To acquire or undertake the whole or any part of the business goodwill and assets of any person firm or company carrying on or proposing to carry on any of the business which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person firm or company or to acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person firm or company or for subsidising or otherwise assisting any such person firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquire any shares debenture debenture stock or securities that may be agreed upon and to hold and retain or sell mortgage and deal with any shares debentures debenture stock or securities so received.
- (e) To improve manage construct repair develop exchange let on lease or otherwise mortgage charge sell dispose of turn to account grant licences options rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

- (g) To lend and advance money or give credit on any terms and with or without security to any person firm or company (including without prejudice to the generality of the foregoing any holding company subsidiary or fellow subsidiary of or any other company associated in any way with the Company) to enter into guarantees contracts of indemnity and suretyships of all kinds to receive money on deposit loan upon any terms and to secure or guarantee in any manner and upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person firm or company (including without prejudice to the generality of the foregoing any such holding company subsidiary fellow subsidiary or associated company as aforesaid).
- (h) To borrow and raise money in any manner and to secure the repayment of any money borrowed raised or owing by mortgage charge standard security lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage charge standard security lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (i) To draw make accept endorse discount negotiate execute and issue cheques bills of exchange promissory notes bills of lading warrants debentures and other negotiable or transferable instruments.
- (j) To apply for promote and obtain any Act of Parliament order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
- (k) To enter into any arrangement with any government or authority (supreme municipal local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters decrees rights privileges or concessions which the

Company may think desirable and to carry out exercise and comply with any such charters decrees rights privileges and concessions.

- (l) To subscribe for take purchase or otherwise acquire hold sell deal with and dispose of place and underwrite shares stocks debentures debenture stocks bonds obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures debenture stocks bonds obligations or securities issued or guaranteed by any government or authority municipal local or otherwise in any part of the world.
- (m) To control manage finance subsidise co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial administrative technical commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (n) To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking or any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of underwrite subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any company purchasing the same.
- (p) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts.
- (q) To remunerate any person firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (s) To pay all or any expenses incurred in connection with the promotion formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares of other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution society or club which may be for the benefit of the Company or its Directors or employees or may be connected with any town or place where the Company carried on business; to give or award pensions annuities gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages facilities and services for any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary company and to the wives widows children and other relatives and dependants to such persons; to make payments towards insurance; and to set up establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives widows children and other relatives and dependants; and to set up establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) Subject to and in accordance with a due compliance with the provisions of Section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable) to give whether directly or indirectly any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (v) To procure the Company to be registered or recognised in any part of the world.

- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals agents contractors or otherwise and by or through agents brokers sub-contractors or otherwise and whether alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall except where the context expressly so requires be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the Company.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.
 - (3) The word "Company" in this Clause except where used in reference to the Company shall be deemed to include any partnership or other body of persons whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the Members is limited.

5. The Company's share capital is £102,500 divided into 100,000 ordinary shares of £1 each 18,750 "A" shares of 10 pence each 3,125 "B" Shares of 10 pence each and 3,125 "C" Shares of 10 pence each. (*)(**)(***)

(*) The share capital of the Company was increased from £1,000 to £10,000 by Ordinary Resolution passed 1st May 1992.

(**) The share capital of the Company was increased from £100,000 to £101,875 by Ordinary Resolution passed 16th October 1995.

(***) The share capital of the Company was increased from £101,875 to £102,500 by Ordinary Resolution passed 20th June 1997.

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of Shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
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For and on behalf of

INSTANT COMPANIES LIMITED
2 Baches Street
London N1 6UB

ONE

For and on behalf of

SWIFT INCORPORATIONS LIMITED
2 Baches Street
London N1 6UB

ONE

Dated 03.01.91

Witness to the above Signatures:-

MARK ANDERSON
2 Baches Street
London N1 6UB

The Companies Acts 1985 to 1989
A Private Company Limited by Shares
ARTICLES OF ASSOCIATION
OF
LATTICE LABELS LIMITED (*) ()**

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (SI 1985 No. 1052)(such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

- (b) In these Articles the following expressions shall have the following meanings:-

"the Act" the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;

"Financial Years" the First Financial Year the Second Financial Year the Third Financial Year the Fourth Financial Year the Fifth Financial Year the Sixth Financial Year the Seventh Financial Year and the Eighth Financial Year and "Financial Year" shall be interpreted accordingly;

"First Financial Year" the period of twelve consecutive months ending 31st December 1994;

"Second Financial Year" the period of twelve consecutive months ending 31st December 1995;

(*) Amended by Special Resolution dated 16th October 1995

(**) Further amended by Special Resolution dated 20th June 1997

“Third Financial Year”	the period of twelve consecutive months ending 31st December 1996;
“Fourth Financial Year”	the period of twelve consecutive months ending 31st December 1997;
“Fifth Financial Year”	the period of twelve consecutive months ending 31st December 1998;
“Sixth Financial Year”	the period of twelve consecutive months ending 31st December 1999;
“Seventh Financial Year”	the period of twelve consecutive months ending 31st December 2000;
“Eighth Financial Year”	the period of twelve consecutive months ending 31st December 2001;
“Net Profits”	the pre tax net profits of the Company as shown in the Company’s audited profit and loss account for the relevant Financial Year;
“Surplus Assets”	the surplus assets of the Company available for distribution to its shareholders on a winding up.

SHARE CAPITAL

2. The share capital of the Company is £102,500 divided into 100,000 ordinary shares of £1 each, 18,750 “A” shares of 10 pence each, 3,125 “B” Shares of 10 pence each and 3,125 “C” Shares of 10 pence each.

3.1 The “A” shares shall:-

3.1.1 not entitle the holders to receive notice of attend or vote at any general meeting;

3.1.2 (a) rank pari passu with the ordinary shares for participation in dividends declared by the Company after 31st December 2001 **PROVIDED ALWAYS** that and subject to Articles 3.1.2(b) and (c):-

- (i) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the First Financial Year the Second Financial Year or the Third Financial Year have not exceeded £70,000; and
- (ii) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Second Financial Year the Third Financial Year or the Fourth Financial Year have not exceeded £80,000 following any Financial Year in respect of which Net Profits have exceeded £70,000; and
- (iii) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Third Financial Year the Fourth Financial Year or the Fifth Financial Year have not exceeded £90,000 following any two Financial Years in respect of which Net Profits have exceeded £80,000 and £70,000 respectively; and
- (iv) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Fourth Financial Year the Fifth Financial Year or the Sixth Financial Year have not exceeded £100,000 following any three Financial Years in respect of which Net Profits have exceeded £90,000, £80,000 and £70,000 respectively; and
- (v) 3,750 "A" shares shall convert into deferred "A" shares with no rights to participate in dividends declared by the Company after 31st December 2001 if Net Profits in respect of the Fifth Financial Year the Sixth Financial Year or the Seventh Financial Year have not exceeded £110,000 following any four Financial Years in respect of which Net Profits have exceeded £100,000, £90,000 £80,000 and £70,000 respectively.

- (b) the "A" shares may rank pari passu with the ordinary shares for participation in dividends declared by the Company after 31st December 1999 or 31st December 2000 if the Net Profits have exceeded £70,000, £80,000, £90,000, £100,000 and £110,000 in ascending order in respect of any of the Financial Years by either of those dates;
- (c) the number of "A" shares converting into deferred "A" shares (if any) shall be adjusted to take account of the number of "B" shares and "C" shares which convert into deferred "B" shares and deferred "C" shares respectively in accordance with Article 4.1.2.

3.1.3 rank pari passu with the ordinary shares for participation in the Surplus Assets.

4.1 The "B" shares and the "C" shares shall:-

4.1.1 not entitle the holders to receive notice of attend or vote at any general meeting;

4.1.2 rank pari passu with the ordinary shares for participation in dividends declared by the Company after 31st December 2002 **PROVIDED ALWAYS** that:-

- (i) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Fourth Financial Year have not exceeded £330,000; and
- (ii) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Fifth Financial Year have not exceeded £370,000; and
- (iii) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st

December 2002 if Net Profits in respect of the Sixth Financial Year have not exceeded £410,000; and

- (iv) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Seventh Financial Year have not exceeded £450,000; and
- (v) 375 "B" shares and 375 "C" shares shall convert into deferred "B" shares and "C" shares respectively with no rights to participate in dividends declared by the Company after 31st December 2002 if Net Profits in respect of the Eighth Financial Year have not exceeded £490,000;

4.1.3 (a) entitle the holders to the following:-

- (i) 1% of the Surplus Assets; and
- (ii) 0.3% of Surplus Assets if the Net Profits in the Fourth Financial Year have exceeded £330,000; and
- (iii) 0.3% of Surplus Assets if the Net Profits in the Fifth Financial Year have exceeded £370,000; and
- (iv) 0.3% of Surplus Assets if the Net Profits in the Sixth Financial Year have exceeded £410,000; and
- (v) 0.3% of Surplus Assets if the Net Profits in the Seventh Financial Year have exceeded £450,000; and
- (vi) 0.3% of Surplus Assets if the Net Profits in the Eighth Financial Year have exceeded £490,000;

- (b) For the purposes of Article 4.1.3(a) if Surplus Assets are distributed to the shareholders in any Financial Year the Net Profits in respect of that Financial Year and in respect of any subsequent Financial Years shall be deemed not to have exceeded the relevant amounts referred to therein.

ALLOTMENT OF SHARES

- 5. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who

may (subject to Section 80 of the Act and to paragraph (d) below) allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer if not accepted will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have within the said period accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors who may allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit provided that in case of shares not accepted as aforesaid such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6)(inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Director generally and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over 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 DIRECTORS

12. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director or any such other person as is mentioned in Clause 65 in Table A may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

14. (a) A Director may vote at any meeting of the Directors or of any committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clause 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

15. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

INDEMNITY

16. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto 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 under Section 144 or Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer 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 in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall 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 from and after the bringing in to force of Section 137 of the Companies Act 1989.

(c) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

17. The Directors may in their absolute discretion and without assigning any reason therefor decline to register the transfer of a share whether or not it is a fully paid share and the first sentence of Clause 24 in Table A shall not apply to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of

INSTANT COMPANIES LIMITED

2 Baches Street

London N1 6UB

For and on behalf of

SWIFT INCORPORATIONS LIMITED

2 Baches Street

London N1 6UB

Dated 03.01.91

Witness to the above Signatures:-

MARK ANDERSON

2 Baches Street

London N1 6UB