

The Companies Act 1985
A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

1. The company's name is **SAFETY FIRST MANUFACTURING CO. LIMITED.**
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are:-
 - (a)
 - (1) To manufacture, import, export, design, finance, buy, sell, exchange, repair, convert, alter, improve, manipulate, prepare for the market and deal in all kinds of safety and protective clothing, welding curtains and products and associated safety products.
 - (2) To carry on all or any business or businesses of engineering in all its branches, to be experts in welding in all metals, fabricators and constructors in iron, steel, brass, aluminium or any other metal or alloy and especially plastic or plastic compositions.
 - (3) To deal in, market, prepare for sale or act as agents in goods for the leisure and safety purpose market, including vehicles, wheeled commodities, motorised equipments or leisure goods.
 - (4) To carry on any other trade or business whatsoever which can in the opinion of the company be advantageously or conveniently carried on by the company by way of extension or in addition or in connection with any branch of the business of the company or to increase the value of or turn to account any of the company's assets, property or rights.
 - (5) To carry on business as a general commercial company.
 - (b) To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company.
 - (c) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
 - (d) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences,

concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents inventions or rights.

- (e) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (f) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (g) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (h) To purchase its own Shares; to subscribe for, take, or otherwise acquire, and hold shares, stock debentures, or other securities of any other company.
- (i) To invest and deal with the moneys of the company not immediately required in any manner.
- (j) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies and generally to give guarantees and indemnities.
- (k) To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company or any other person or company as the case may be.
- (l) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (m) To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company, or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
- (n) To pay for any rights of property acquired by the company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (o) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.
- (q) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works, and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the company, and to join with any other person or company in doing any of these things.
- (r) To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights of the company.
- (s) To vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.
- (t) To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
- (u) 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.

- (v) To procure the company to be registered or recognised in any part of the world outside the United Kingdom.
- (w) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and 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 jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them,

And it is hereby declared that

- (1) the word "Company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and
 - (2) the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the company, but may be carried out in as full and ample a manner and construed in as wide as sense as if each of the said paragraphs defined the objects of a separate and distinct company.
- 4. The liability of the members is limited.
 - 5. The company's share capital is £100,000 divided into 100,000 shares of £1 each.¹

¹ By written resolution dated 6 September 2002 the share capital of the company was divided into 99,800 A ordinary shares of £1 each and 200 B ordinary shares of £1 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my respective name.

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
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PAUL GORDON GRAEME
61 Fairview Avenue
Wigmore
Gillingham
Kent ME8 0QP
Company Registration Agent

ONE

TOTAL SHARES TAKEN	ONE
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Dated 1 May 1996

Witness to the above Signature:

LESLEY JOYCE GRAEME
61 Fairview Avenue
Wigmore
Gillingham
Kent ME8 0QP
Company Registration Agent

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(*amended by Written Resolution dated 6 September 2002)

PRELIMINARY

1. Regulations 6, 8, 24, 38, 40, 41, 46 to 52 inclusive, 64, 68, 73 to 80 inclusive, 89, 91, 94 to 98 inclusive and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the Companies Act 1985 and the modifications hereinafter expressed, the remaining Regulations of Table A shall constitute the Articles of Association of the Company.

SINGLE MEMBER PRIVATE LIMITED COMPANIES

2. Subject to the provisions of The Companies (Single Member Private Limited Companies) Regulations 1992 and the Companies Act 1985 and the modifications and amendments set out therein in respect of one member companies the Company may have only one member for carrying on business.
3. In accordance with Section 353A of the Act if the number of members of the Company falls to one there shall upon the occurrence of that event be entered in the Company's register of members with the name and address of the sole member:-
 - (a) a statement that the Company has only one member, and
 - (b) the date on which the Company increases from one to two or more members there shall upon the occurrence of that event be entered in the Company's register of members, with the name and address of the person who was formerly the sole member, a statement that the Company has ceased to have only one member together with the date on which that event occurred.

SHARES

4. That the share capital of the company be divided into 99,800 A ordinary shares of £1 each and 200 B ordinary shares of £1 each having the following rights:-
 - (a) As regards income the Company may declare different rates of dividend on the A ordinary shares and B ordinary shares including a dividend in respect of one class of share and not another.
 - (b) As regards capital on a return of assets on liquidation reduction of capital or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied between the A ordinary shares and the B ordinary shares with each share ranking pari passu as though they constituted one class of share.
 - (c) As regards voting:

- (1) A ordinary shares shall confer on each holder thereof the right to receive notice of an to attend, speak and vote at all general meetings of the Company; and
 - (2) the B preference shares shall confer on the holder thereof no right to receive notice of or attend or speak at all General Meetings of the Company.
5. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.
 6. Section 89(1) of the Act shall not apply to any exercise of the general authority conferred by the preceding Article.
 7. Subject to the provisions of the Act and in particular of Sections 162 and 171, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares.

LIEN

8. The Company shall have a first and paramount lien on every share for all or any amount of moneys (whether presently payable or not) payable at a fixed time or called in respect of that share and also in respect of 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 for all moneys presently payable by him or his estate to the Company. The Company's lien on a share shall extend to all dividends payable thereon. The Directors may at any time declare any share to be wholly or in part exempt from these provisions.

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

10. Unless and until otherwise determined by Ordinary Resolution the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall be a minimum of one.
11. The first Directors of the Company appointed after incorporation to replace those who acted only for the purpose of incorporation of the Company shall be determined in writing by the subscribers of the Memorandum of Association.
12. The share qualification for a Director may be fixed by the Company and unless and until so fixed no qualification shall be required.
13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote

shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

BORROWING POWERS

14. The Company has unlimited borrowing powers, and the Directors may exercise all the powers of the Company to borrow without limit.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The Company may by Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and the Directors shall not be subject to retirement by rotation.
16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor or in any other manner approved by the Directors or the Company. An alternate Director may also be removed from his office by the Company or by a majority of his co-Directors or following a decision at a meeting of Directors. The notice to the alternate Director shall be in writing and shall have immediate effect.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

17. Paragraph (e) of regulation 81 of Table A shall be omitted.

PROCEEDINGS OF DIRECTORS

18. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be one.
19. Books containing the minutes of proceedings of any meeting of directors must be kept, and where the Company has only one Director and he takes any decision which may be taken at a meeting of Directors and which has effect as if agreed at such a meeting, he shall provide the Company with a written record of that decision.
20. In accordance with Section 322B of the Act where the Company has only one member and enters into a contract with the sole member of the Company and the sole member is also a Director of the Company, the Company shall, unless the contract is in writing, ensure that the terms of the contract are either set out in a written memorandum or are recorded in the minutes of the first meeting of the Directors of the Company following the making of the contract. This shall not apply to contracts entered into in the ordinary course of the Company's business. A sole member who is a shadow Director is treated as a Director.
21. An alternate Director shall not be entitled in the absence of his appointer to a separate vote in addition to his own vote, and in the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote, and the last two sentences of regulation 88 of Table A shall be omitted.

NOTICE OF GENERAL MEETING

22. An Annual General Meeting and an Extraordinary General Meeting called by the Directors for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty one clear days' notice. All other

Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-

- (a) in the case of an Annual General Meeting, by all members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors.

PROCEEDINGS AT GENERAL MEETINGS

- 23. One person entitled to vote, being a member or proxy for a member or a duly authorised representative of a corporation, shall be quorum.
- 24. A Resolution put to the vote of the meeting shall be decided on a show of hands of the members, unless before, or on the declaration of the result of the show of hands, a poll is demanded by the Chairman or any member in person or by proxy. Unless a poll is demanded a declaration by the Chairman that a Resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes the Chairman shall not be entitled to a casting vote.
- 25. A Resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
- 26. Books containing the minutes of proceedings of any General Meeting must be kept, and in accordance with Section 383B of the Act, where the Company has only one member and the single member takes any decision which may be taken by the Company in General Meeting and which has effect as if agreed by the Company in General Meeting, he shall (unless that decision is taken by way of a Written Resolution) provide the Company with a written record of that decision.

ELECTIVE RESOLUTIONS

- 27. The Company may in accordance with Section 366A dispense with the holding of Annual General Meetings, dispense with laying of accounts and reports before General Meeting (Section 252), elect as to majority required to authorise short notice of meeting (Section 369(4) or 378(3)), dispense with appointment of Auditors annually (Section 386), or elect as to duration of authority to allot shares (Section 80A), by passing an "Elective Resolution" in general meeting of which at least 21 days notice in writing must be given, and it is agreed to at the meeting, in person or by proxy, by all the members entitled to attend and vote at the meeting.

WRITTEN RESOLUTIONS

28. Notwithstanding the Procedural Requirements for General Meetings set out heretofore, in accordance with Section 381A of the Act, anything which may be done:-

- (a) by Resolution of the Company in General Meeting; or
- (b) by Resolution of a meeting of any class of members of the Company, may be done, without a meeting and without any previous notice being required, by Resolution in writing signed by or on behalf of all the members of the Company who at the date of the Resolution would be entitled to attend and vote at such meeting.

Section 381 does not apply to:-

- (a) a Resolution under Section 303 removing a Director before the expiration of his period of office, or
- (b) a Resolution under Section 392 removing an Auditor before the expiration of his term of office.

29. A copy of any Written Resolution proposed to be agreed to in accordance with Section 381A shall be sent to the Company's Auditors in accordance with Section 381B of the Act. The Written Resolution shall not have effect unless within seven days from the day on which they receive the copy, the Auditors give notice to the Company that in their opinion the resolution:-

- (a) does not concern them as Auditors; or
- (b) does so concern them but need not be considered by the Company in General Meeting or, as the case may be, by a meeting of the relevant class of members of the Company, or the period for giving a notice by the Auditors expires without any notice having been given by the Auditors of the Company.

30. Any such Written Resolution is not effective if any of the procedural requirements of Part II of Schedule 15A of the Companies Act 1985, and in particular as to the provision of documents to each member at or before the time the resolution is supplied to him for signature, is not complied with.

NAME AND ADDRESS OF SUBSCRIBER

PAUL GORDON GRAEME
61 Fairview Avenue
Wigmore
Gillingham
Kent ME8 0QP
Company Registration Agent

Dated 1 May 1996

Witness to the above Signature:-

LESLEY JOYCE GRAEME
61 Fairview Avenue
Wigmore
Gillingham
Kent ME8 0QP
Company Registration Agent