COMPANIES HOUSE

691

Return and declaration delivered for registration by an oversea company.

his form should be completed in black

CN FC17388

For official use

Company name: Aktiebolaget Lindex

Country of incorporation: Sweden

Address of place of business in Great Britain

4th floor

40-44 Newman Street

Post town: London

County/Region:

Postcode: W1P 3PA

Constitution of the company
(See notes 1 and 2)
(A certified English translation must be included)

A certified copy of the: *(mark appropriate box)*

- [ ] Charter
- [x] Memorandum and Articles of Association
- [ ] Statutes
- [x] Other instrument

constituting or defining the constitution of the company is/are delivered for registration.

Directors *(See notes 3, 4 and 5)*

Name

- *Style/Title: CD Managing Director
- Forenames: Hans Lennart
- Surname: Johansson
- *Honours etc:
- Previous forenames:
- Previous surname:

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

- AD Trymsgatan 22
- Post town: Borås
- County/Region:
- Postcode: S-502 55
- Country: Sweden
- Date of birth: DO 01 09 47
- Nationality: NA Swedish
- *(See note 5)* Business occupation (if any). If none other directorships.: OC Executive
- OD -

Name

- *Style/Title: CD
- Forenames: Ulf Ingemar
- Surname: Andersson
- *Honours etc:
- Previous forenames:
- Previous surname:

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

- AD Sägengatan 20
- Post town: Göteborg
- County/Region:
- Postcode: S-422 58
- Country: Sweden
- Date of birth: DO 25 01 55
- Nationality: NA Swedish
- *(See note 5)* Business occupation (if any). If none other directorships.: OC Employee Representative
- OD -

* Voluntary details

Company Secretary(ies)

(See notes 4 and 6)

Name *Style/Title CS

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address AD

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County/Region

Postcode Country

Name *Style/Title CS

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address AD

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County/Region

Postcode Country

Person(s) authorised

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notice required to be served on it

*Style/Title Manager

Forenames Anna

Surname Skingley

Address 4th floor

40-44 Newman Street

Post town London

County/Region

Postcode W1P 3PA

*Voluntary details

Person(s) authorised (continued)

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notice required to be served on it.

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Style/Title

Forenames

Surname

Address

Post town

County/Region

Postcode

*Voluntary details

Declaration *(See note 8)*

Full name and address

I Anna M Skingley

of (address) 132 Belsize road

London NW6 4BG

†*delete as applicable*

a †~~director/~~‡~~secretary~~/†person authorised to accept on the company's behalf service of process or any notices required to be served on it, do solemnly and sincerely declare that the company established its place of business in Great Britain on

2	2	1	2	9	2

(enter date)

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.

Signed

Declared at ELLIS WOOD ~~NEW GARDEN HOUSE~~ 78, HATTON GARDEN ~~LONDON, EC1N 8JR~~

the 18th **day of** January

one thousand nine hundred and ninety three

before me

DENIS F. JACKSON
A SOLICITOR EMPOWERED
TO ADMINISTER OATHS

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths. *(See note 8)*

Number of continuation sheets attached: 4

To whom should Companies House direct any enquiries about the information on this form?

Pannell Kerr Forster (Ref: 36/DK)

78 Hatton Garden

London EC1N 8JA Postcode

Telephone 071 831 7393 Extension

Please ensure the form is fully completed and then send it to the Registrar of Companies at *(See note 9)*

Companies House, Crown Way, Cardiff CF4 3UZ
for companies establishing a place of business in England and Wales.

Companies House, 100-102 George Street, Edinburgh EH2 3DJ
for companies establishing a place of business in Scotland.

Directors *(See notes 3, 4 and 5)*

Name *Style/Title	CD
Forenames	Siv Marianne
Surname	Edlund
*Honours etc	
Previous forenames	
Previous surname	
Address	AD Rörvägen 52
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	
Post town	Sörberge
County/Region	
Postcode	S-860 30
Country	Sweden
Date of birth	DO 04 02 35
Nationality	NA Swedish
(See note 5) Business occupation (if any). If none other directorships.	OC Employee representative
	OD –

Name *Style/Title	CD
Forenames	Ture Roland
Surname	Fahlin
*Honours etc	
Previous forenames	
Previous surname	
Address	AD Luntmakargatan 93
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	
Post town	Stockholm
County/Region	
Postcode	S-113 51
Country	Sweden
Date of birth	DO 08 11 38
Nationality	NA Swedish
(See note 5) Business occupation (if any). If none other directorships.	OC Executive
	OD –

26 JUL 1993
C 17393/16

* Voluntary details

Directors *(See notes 3, 4 and 5)*

Name	*Style/Title	CD
	Forenames	Stig Åke
	Surname	Lundström
	*Honours etc	
	Previous forenames	
	Previous surname	
Address		AD Tallmostigen 9 B
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.		
	Post town	Västra Frölunda
	County/Region	
	Postcode	S-421 53 — Country: Sweden
	Date of birth	DO 03 12 48 — Nationality: NA Swedish
(See note 5)	Business occupation (if any). If none other directorships.	OC Executive
		OD -

Name	*Style/Title	CD
	Forenames	Nils Svante
	Surname	Nilsson
	*Honours etc	
	Previous forenames	
	Previous surname	
Address		AD Barometersgatan 4
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.		
	Post town	Västerås
	County/Region	
	Postcode	S723 48 — Country: Sweden
	Date of birth	DO 09 01 50 — Nationality: NA Swedish
(See note 5)	Business occupation (if any). If none other directorships.	OC Executive
		OD -

26 JUL 1993

* Voluntary details

Directors *(See notes 3, 4 and 5)*

Name *Style/Title	CD
Forenames	Karl-Gustaf Ingemar
Surname	Nordberg
*Honours etc	
Previous forenames	
Previous surname	
Address	AD Östra Förstadsgatan 25
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	
Post town	Malmö
County/Region	
Postcode	S212 12
Country	Sweden
Date of birth	DO 29 09 31
Nationality	NA Swedish
(See note 5) Business occupation (if any). If none other directorships.	OC Employee representative
	OD –

Name *Style/Title	CD
Forenames	Ivan David Natanael
Surname	Ottosson
*Honours etc	
Previous forenames	
Previous surname	
Address	AD Rådjursstigen 4
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	
Post town	Uppsala
County/Region	
Postcode	S-756 53
Country	Sweden
Date of birth	DO 12 08 30
Nationality	NA Swedish
(See note 5) Business occupation (if any). If none other directorships.	OC Executive
	OD –

* Voluntary details

Directors *(See notes 3, 4 and 5)*

Name

*Style/Title	CD	
Forenames		Lars-Erik Gösta
Surname		Ottosson
*Honours etc		
Previous forenames		
Previous surname		

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

	AD	Dammvägen 3 A
Post town		Mölnlycke
County/Region		
Postcode		S-435 43
Country		Sweden
Date of birth	DO	07 01 47
Nationality	NA	Swedish
Business occupation	OC	Executive
(See note 5) (if any). If none other directorships.	OD	-

Name

*Style/Title	CD	
Forenames		Margot Anne-Brit
Surname		Johansson-Forsgren
*Honours etc		
Previous forenames		
Previous surname		

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

	AD	Långströmsgatan 20 B
Post town		Göteborg
County/Region		
Postcode		S-417 25
Country		Sweden
Date of birth	DO	20 11 32
Nationality	NA	Swedish
Business occupation	OC	Employee representative
(See note 5) (if any). If none other directorships.	OD	–

* Voluntary details

A R T I C L E S   O F   A S S O C I A T I O N

Para 1

The Company's name is Aktiebolaget Lindex.

Para 2

The Company's Board of Directors shall have its registered office in Alingsås.

Para 3

The objective of the Company is to operate in manufacturing and trading with textile products and to conduct other related business.

Para 4

The share capital shall be not less than SEK 20,000,000 and not more than SEK 80,000,000.

Para 5

Each share shall have a nominal value of SEK 100.

Para 6

The Board of Directors shall consist of not less than three and not more than nine Members.

The Members shall be elected annually by the Annual General Meeting for a term lasting until the end of the following Annual General Meeting.

Para 7

The Annual General Meeting shall appoint an Auditor and a Deputy Auditor for a term lasting until the end of the following AGM.

Para 8

Notice of a General Meeting shall be sent by mail not earlier than four weeks and not later than two weeks prior to the Meeting.

Para 9

The following matters shall be considered by the AGM:

1. Election of Chairman for the Meeting.
2. Preparation and approval of a list of voters.
3. Appointment of one or two persons to check the Minutes.
4. Examination to establish that the Meeting was correctly convened.
5. Presentation of the Annual Report and the Audit Report as well as the Consolidated Accounts and the Consolidated Audit Report.
6. Resolutions
   a regarding the adoption of the Profit and Loss Account and Balance Sheet as well as the Consolidated Profit and Loss Account and the Consolidated Balance Sheet.
   b regarding distribution of the Company's profit or loss in accordance with the adopted Balance Sheet.
   c regarding the discharge from liability of the Board of Directors and the Managing Director.
7. Determination of remuneration of the Board of Directors and the Auditor.
8. Election of Board of Directors and Auditor and Deputy Auditor.
9. Other matters to be considered by the AGM in accordance with the Swedish Companies Act or the Articles of Association.

Para 10

The Company's financial year shall be the calendar year.

Para 11

Only a certain proportion of the Company's shares, which at any given time is less than 40 per cent of the total share capital and less than 20 per cent of the voting rights for all shares - through subscription or transfer - may be acquired by a foreign national, organisation or foundation in accordance with legislation (1982:617), regarding foreign acquisition of Swedish companies.

Para 12

When a share has been transferred to a person who is not previously a shareholder in the Company, the share shall immediately be offered for first refusal to the shareholders through written notification to the Company's Board of Directors. In so doing, evidence of the acquisition must be given and, where the share has been transferred through purchase, information given of the purchase payment called for.

When notification has been given for the transfer of a share, the Board shall immediately give written notification thereof to each person entitled to make redemption whose address is entered in the share register or otherwise known to the Company, with a request to the person who wishes to exercise the right of redemption, to make a written request for redemption to the Company within two months of the date on which notification was given to the Board regarding transfer of the share.

Should more than one person entitled to redemption apply, the inter-mutual right of preference shall be determined by drawing lots carried out by a Notary Public, with the proviso that, should several shares have been offered for first refusal at the same time, the shares shall as far as possible be distributed evenly between those who have made claims for redemption.

In the case of purchase, the payment amount shall be formed by the purchase payment and otherwise an amount which, if there is no agreement, shall be determined in the order stipulated in the Arbitration Act (1929:145). The payment shall be made within a month of the date on which the payment amount was determined.

Should no person entitled to redemption make a claim for redemption or if payment is not made within the stipulated time, the person who has made the offer of first refusal shall have the right to be registered for the share.

I, Ulf Jakobsson, member of the Swedish Bar Association and partner of the law firm of Wistrand & Hedborg of Gothenburg. Sweden, do hereby to the best of my ability and conscience declare that the above is a true translation of the corresponding document in the Swedish language.

Gothenburg, January 14, 1993

Ulf Jakobsson

NOTARIUS PUBLICUS I GÖTEBORG
ADVOKAT BJÖRN MAGNUSSON

I, the undersigned, BJÖRN MAGNUSSON, Notary Public of Gothenburg, Sweden, do hereby certify, that the hereto attached By-Laws of the Swedish company
AKTIEBOLAGET LINDEX
has been issued by the proper Swedish Authority, i.e. the National Swedish Patent- and Registration Office, Sundsvall, Sweden.

Gothenburg, this 9th day of June 1993
Ex officio:

B j ö r n   M a g n u s s o n

Expl.No.: 49971
Fee: SEK 200:-

REGISTERED
26 JUL 1993
ru 17358/26

Postadress/Postal address
Box 11911
S-404 39 GÖTEBORG

Besöksadress/Visitors
Östra Hamngatan 36
GÖTEBORG

Exp. tid/Office hours
10.00—12.00, 13.00—15.30
Dag före helgdag/
Day before public holiday 10.00—13.00
Lördagar stängt/Saturdays closed

Telefon/Telephone
NAT 031-80 34 30
INT +46 31 80 34 30

Telefax
NAT 031-15 82 85
INT +46 31 15 82 85

PATENT- OCH REGISTRERINGSVERKET

BEVIS
BOLAGSORDNING

Härmed intygas att bifogad bolagsordning är den för bolaget nu gällande.

Datum 93-02-08

I tjänsten

K. Engman

Expeditionsavg: 50: kr

Patent- och registreringsverket
Bolagsavdelningen
Informationsenheten
851 81 SUNDSVALL

Besöksadress
Badhusparken

Telefon
060-18 40 00 (växel)
071-23 50 00 (upplysningen, 4.55/min)
060-18 41 10 (upplysningen)
060-18 41 54 (försäljningen)
060-11 56 29 (telefax)

Postgiro
476 50 01-5

** "Genom lagändring 1 januari 1993 (SFS 1992:1238) har förbudet i vissa fall mot aktieförvärv enligt 17 kap 1 § aktiebolagslagen (sk utlänningsförbehåll) upphört att gälla. Om ett sådant förbehåll finns i bolagsordningen saknar det giltighet."

B

B O L A G S O R D N I N G

§ 1.

Bolagets firma är Aktiebolaget Lindex.

§ 2.

Styrelsen skall ha sitt säte i Alingsås.

§ 3.

Föremålet för bolagets verksamhet är att bedriva tillverkning av och handel med textilprodukter samt annan därmed sammanhängande verksamhet.

§ 4.

Aktiekapitalet skall utgöra lägst 20.000.000 kr och högst 80.000.000 kr.

§ 5.

Aktie skall lyda på 100 kr.

§ 6.

Styrelsen skall bestå av lägst tre och högst nio ledamöter.

Ledamöterna väljs årligen på ordinarie bolagsstämma för tiden intill slutet av nästa ordinarie bolagsstämma.

§ 7.

På ordinarie bolagsstämma utses årligen en revisor med en suppleant för tiden intill slutet av nästa ordinarie bolagsstämma.

§ 8.

Kallelse till bolagsstämma skall ske genom brev med posten till aktieägarna tidigast fyra veckor och senast två veckor före stämman.

§ 9.

På ordinarie bolagsstämma skall följande ärenden förekomma till behandling:

1. Val av ordförande vid stämman.
2. Upprättande och godkännande av röstlängd.
3. Val av en eller två justeringsmän.
4. Prövning av om stämman blivit behörigen sammankallad.
5. Framläggande av årsredovisningen och revisionsberättelsen samt koncernredovisningen och koncernrevisionsverättelsen.
6. Beslut
   a) om fastställelse av resultaträkningen och balansräkningen samt koncernresultaträkningen och koncernbalansräkningen,
   b) om dispositioner betr bolagets vinst eller förlust enl den fastställda balansräkningen,
   c) om ansvarsfrihet åt styrelseledamöterna och verkställande direktören.
7. Fastställande av arvoden åt styrelsen och revisorn.
8. Val av styrelse samt revisor och revisorssuppleant.
9. Annat ärende , som ankommer på stämman enl aktiebolagslagen eller bolagsordninger.

§ 10.

Bolagets räkenskapsår skall vara kalenderåret.

§ 11.

Av bolagets aktier får endast en viss del, vid varje tidpunkt motsvarande mindre än fyrtio procent av hela aktiekapitalet och mindre än tjugo procent av röstetalet för samtliga aktier, genom teckning eller överlåtelse förvärvas av sådant kontrollsubjekt som avses i lagen (1982:617) om utländska förvärv av svenska företag.

§ 12.

Har aktie övergått till person, som inte förut är aktieägare i bolaget, skall aktien genast hembjudas aktieägarna till inlösen genom skriftlig anmälan hos bolagets styrelse. Åtkomsten av aktien skall därvid styrkas samt, där aktien övergått genom köp, uppgift lämnas om den betingade köpeskillingen.

När anmälan gjorts om akties övergång, skall styrelsen genast skriftligen meddela detta till varje lösningsberättigad, vars postadress är införd i aktieboken eller eljest känd för bolaget, med anmodan till den, som önskar begagna sig av lösningsrätten, att skriftligen framställa lösningsanspråk hos bolaget inom två månader, räknat från anmälan hos styrelsen om akties övergång.

Anmäler sig flera lösningsberättigade, skall företrädesrätten dem emellan bestämmas genom lottning, verkställd av notarius publicus, dock att, om samtidigt flera aktier hembjudits, aktierna först, så långt kan ske, skall jämnt fördelas bland dem, som framställt lösningsanspråk.

Lösenbeloppet skall utgöras, där fånget är köp, av köpeskillingen, men eljest av belopp, som, i brist av åsämjande, bestämmes i den ordning lagen (1929:145) om skiljemän stadgar. Lösenbeloppet skall erläggas inom en månad från den tidpunkt, då lösenbeloppet blev bestämt.

Om inte inom stadgad tid någon lösningsberättigad framställer lösningsanspråk eller lösen inte erlägges inom föreskriven tid, äger den, som gjort hembudet, att bli registrerad för aktien.

FILE COPY

CERTIFICATE OF REGISTRATION

OF AN OVERSEA COMPANY

(Establishment of a place of business)

Company No. FC017388

The Registrar of Companies for England and Wales hereby certifies that

AKTIEBOLAGET LINDEX

has this day been registered under Section 691 of the Companies Act 1985 as having established a place of business in England and Wales

Given at Companies House, Cardiff, the 26th July 1993

H. G. Pell

For The Registrar Of Companies

COMPANIES HOUSE

G

COMPANIES FORM No. 701a

Notice of accounting reference date by an oversea company

701a

Please do not write in this margin

Pursuant to section 224 of the Companies Act 1985 as applied by section 701(1) of that Act as substituted by the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies
(Address overleaf)

Company number

FC 17338

Name of company

* enter corporate name

* Aktiebolaget Lindex

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting reference date to be entered alongside should be completed as in the following examples:

5 April
Day Month
0 5 0 4

30 June
Day Month
3 0 0 6

31 December
Day Month
3 1 1 2

Day Month
3 1 1 2

26 JUL 1993

‡ Insert Director, Secretary or Authorised Signatory as appropriate

Signed [signature] Designation‡ Director Date 22/12/92.

Hans Johansson

Presentor's name address telephone number and reference (if any):

For official use
D.E.B.

Post room

COMPANIES HOUSE
20 JAN 1993
M 57