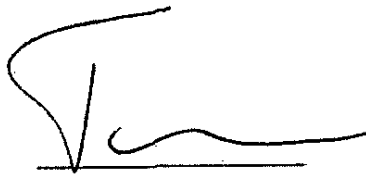


Company Number NI000168

JOHN HANNA LIMITED
(the "Company")

I HEREBY CERTIFY that this is a true copy of the memorandum and articles of association of the Company as at 25 September 2012.


Director

We hereby certify that this is
a true copy of the original

Dated this 2nd day of January 2013

Tughans
Solicitors
30 Victoria Street
Belfast BT1 3GS

Tughans Solicitors
(CFM/2WFB6003)



DUPLICATE FOR THE FILE.

MINISTRY OF COMMERCE,
NORTHERN IRELAND.



No. *N.I. 168.*

Certificate of Incorporation.

I hereby Certify That the

John Hanna Limited,

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the
Company is **Limited**.

Given under my hand at Belfast, this *First* day
of *May* One Thousand Nine Hundred and *Twenty-four*.

Fees and Deed Stamps, £ *6-10*

Stamp Duty on Capital, £ *50*

Wm. A. O'Connell
Registrar of Joint Stock Companies for Northern Ireland.
(Ministry of Commerce.)

Certificate received by *Norman Wilson*

per Oriel Craig

Date *2nd May 1924*

JOHN HANNA LIMITED

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

Incorporated the 1st day of May, 1924

**NORMAN WILSON,
Solicitor,
34 & 36 ARTHUR STREET
BELFAST**

The Companies Acts, 1908 to 1917

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JOHN HANNA LIMITED

1. The name of the Company is "JOHN HANNA LIMITED".
2. The registered office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:
 - (A) To acquire and take over as a going concern and carry on the businesses now carried on at Kildrum and Lisnaguigall Mills and Factories, both in the county of Antrim in Northern Ireland, by John Hanna, together with all machinery and fixtures therein, and the water powers and watercourses heretofore held and enjoyed by the said John Hanna and all or any of the assets of the said John Hanna in connection with the said businesses, mills and factories.
 - (B) To carry on all or any of the following businesses, either wholesale or retail, that is to say: Bleachers and dyers, cotton spinners and doublers, flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants and agents, makers of vitriol bleaching and dyeing materials, and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances, and to weave or otherwise manufacture, buy, sell and deal in linen, cloth and other goods and fabrics, whether textile, frebled, netted or loofed, and to supply power for all or any of these objects, either in Northern Ireland or elsewhere.
 - (C) To carry on business as bleachers and dyers, cotton spinners, flax hemp and jute spinners and merchants, linen and woollen merchants and manufacturers, yarn merchants and agents, and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any 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 convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
 - (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (F) (1) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.

(2) To guarantee the payment of any debts or the performance of any contract or obligation of W.F.B. Baird & Co., Limited (company number R0000764), Burgoyne Investments Limited (company number NI029055), Electroedit Limited (company number SC189525) and Electroedit Belfast Limited (company number NI603642) and of any company or association or undertaking, including any company which is for the time being the subsidiary, holding company or subsidiary of any holding company of the Company or of any person in any manner whatsoever and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Company receiving any consideration or benefit, by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill, uncalled capital and revenues of the Company both present and future.

- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures, or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.
- (I) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the debts and contracts of customers and others.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (K) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to establish and support, or to aid in the establishment and support, of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
 - (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company.
 - (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
 - (R) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or to promote any company or companies for the above purpose.
 - (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
 - (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
 - (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 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 in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
 - (W) To do all such other things as are incidental or conducive to the above objects or any of them.
4. The liability of the members is limited.
 5. The share capital of the Company is £20,000 divided into 20,000 shares of £1 each, all of which are ordinary shares, with such rights as are defined by the Articles of Association

registered herewith, subject however to the right and power to modify or vary the same contained in Clause 4 of Table A in the First Schedule to the Companies (Consolidation) Act 1908.

Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Table A aforesaid.

WE, the several persons whose names and addresses 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
GRAHAM WEIR Merchant 31 Franklin Street, Belfast	ONE
ANDREW LYNAS Merchant 84/86 High Street, Belfast	ONE

Dated this 29th day of April 1924

Witness to the above signatures:

NORMAN WILSON
Solicitor,
34 and 36 Arthur Street
Belfast

The Companies Acts (Northern Ireland), 1932

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JOHN HANNA LIMITED

1. Subject as hereinafter provided, the regulations contained in Table A in the first schedule to the Companies Act (Northern Ireland), 1932 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Clauses 19, 35, 45, 50, 64, 69, 72 and 82 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The Company is a "private company" within the meaning of Section 26 of the Companies Act (Northern Ireland), 1932, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided, that for the purpose of this provision, where two or more persons hold one or more shares in the Company, jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

4. In Clause 2 of Table A the words "ordinary resolution" shall be substituted for the words "special resolution" where those words first occur.

5. All new shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in general meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper subject to Article 3, provided that no share shall be issued at a discount, except as provided by Section 47 of the Companies Act (Northern Ireland), 1932.

6. No transfer of any share in the capital of the Company to any person not already a member of the Company shall be made or registered without the previous sanction of the Directors who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 3 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may decline to recognise any instrument of transfer unless (a) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register a transfer of any shares on which the Company has a lien. If the Directors decline (a) to sanction an intended transfer, or (b) to recognise any instrument of transfer, or (c) to register any transfer, then as soon as practicable the Directors shall give notice in writing of such decision to the intending transferor and such notice shall specify any fee or evidence of title required or any lien claimed in respect of the transfer or shares to which the decision relates.

7. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members personally present shall be a quorum.

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy and entitled to vote or by the holder or holders present in person or by proxy of at least one fifth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority or an entry signed by the Chairman to that effect in the minute book of the Company shall be conclusive evidence of any fact so declared or entered without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five.

10. The office of a Director shall be vacated-

- (1) If by notice in writing to the Company he resigns the office of Director.

- (2) If he ceases to be a Director by virtue of Section 136 of the Companies Act (Northern Ireland), 1932.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is found lunatic or becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under Section 244 of the Companies Act (Northern Ireland), 1932.

11. The Directors may from time to time employ any Director to perform any work or labour, or to supply any goods required by the Company or to serve the Company in any professional capacity, or as head of a department or in any other capacity or character, and may remunerate him for such work or labour or goods or services or employment as the Directors may think proper, and may enter into contracts with him for the purposes aforesaid, but no Director shall vote at any Directors' meeting upon any question affecting his own employment or any contract relating thereto or any benefit in relation thereto of the kind provided for in Article 17. A Director shall not be accountable for any profit or benefit arising from any such contract or employment.

12. A Director shall be capable of contracting or participating in the profits of any contract or proposed contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely (1) he shall declare or disclose the nature of his interest therein at a meeting of the Directors of the Company or otherwise as required or provided by Section 144 of the Companies Act (Northern Ireland), 1932, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any proposed allotment of shares or debentures to a Director, and it may at any time be suspended, relaxed, or removed to any extent and on any terms or conditions by the Company in general meeting.

13. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

14. Any general meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures, or debenture stock of the Company, or paid-up shares, debentures or debenture stock of any other Company, or in any one or more of such ways.

15. Any general meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of any reserve fund or in the hands of the Company and available for dividend be capitalised and distributed among such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability or any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

16. (1) For the purpose of giving effect to any resolution under Articles 14 and 15 the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than £1 may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trust for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with Section 42 of the Companies Act (Northern Ireland), 1932, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

16. (2) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge 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.

17. The Directors may award or allow any pension, gratuity or compensation to any officer or employee of the Company or his widow or children that may appear to the Directors just or proper, whether such officer or employee, his widow or children have or have not legal claim on the Company. For the purpose of this Article the expression "officer or employee"

shall include any Director employed to serve the Company in any capacity or character pursuant to Article 11.

18. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the contributories in accordance with their rights.

I certify this to be a true copy of the Memorandum
and Articles of Association of JOHN HANNA LIMITED.

S. J. Hanna Director.

14th March, 1986. Date.