

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association

OF



SIMS PORTEX LIMITED

1. The name of the Company is "SIMS PORTEX LIMITED" *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (A) To carry on the businesses, or either or any of the businesses following viz: manufacturing and retail analytical, pharmaceutical organical, biological and industrial chemists, druggists and dispensers, importers of and manufacturers of, and dealers in, both wholesale and retail, medicinal, surgical, sanitary, chemical, dental, optical, horticultural, agricultural, veterinary, industrial, proprietary and other preparations and articles and compounds, oils, ointments, unguents, pills, plastics, cements, paper, textiles, powders, tabloid soaps, bar, flake and other soaps of all descriptions, creams and skin preparations, pigments and varnishes, makers of and dealers in proprietary patent medicines and foods and toilet requisites of all kinds, manufacturers of and dealers in and general agents in every kind of chemical for waterproofing, printing, filming, covering, and all kind of industrial and technical purposes and usages, also to establish, instal, equip and carry on works and factories for the exploitation of such chemicals and for the manufacture and treatment of any chemical or physical process utilised by the Company. Manufacturers of and dealers in, both wholesale and retail, electrical, chemical, photographic and surgical and scientific instruments, technical machinery and apparatus of every

* The Company was incorporated with the name PORTLAND PLASTICS LIMITED;
On 1 August 1967 the name of the Company was changed to PORTEX LIMITED;
On 5 August 1996 the name of the Company was changed to SIMS PORTEX LIMITED.

description, and materials of general, personal and household use. Manufacturers of and dealers both wholesale and retail, in packets, sachets, tubes, tins, cartons, bottles, jars, barrels, drums, and other receptacles, and to buy, sell, manufacture and deal, both wholesale and retail, in commodities, articles and things which can conveniently be dealt in by the Company in connection with any of the businesses carried on by the Company, at such address or addresses as the Company shall think fit.

- (B) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances as aforesaid or required by any customers or persons having dealings with the Company, either by wholesale or retail; and to carry on any other trade or business whatsoever which can in the opinion of the Board of Directors 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.
- (C) 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.
- (D) 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.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) 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.
- (G) 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, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (H) To advance and lend money and assets of all kinds to any person, firm or company with or without security, and upon such terms as the Company approve, and to secure or guarantee in any manner and upon any terms the liabilities, obligations and contracts of any person, firm or company, and the dividends, interest and capital of the shares, stocks or securities of any company. *
- (I) To receive money on deposit or loan upon any terms and generally to act as bankers for customers and others. *
- (J) 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 support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company 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.
- (X) To make donations to such persons and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (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 investments or 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 or guaranteed 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 or guaranteed 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, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist 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 the dividends, interest or capital of any shares, stock or securities issued by or any other obligations 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 the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purpose of the Company.
- (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 in or 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 procure the Company to be registered or recognised in any Country or Place abroad.
- (V) To insure the life of any person who may in the opinion of the Company be of value to the Company as having or holding for the Company interest, goodwill, or influence or other assets, and to pay the premiums on such insurance.

(W) 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.

(X) 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.

(y) 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 £100, divided into One hundred shares of £1 each. *

Any of the said shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividends, return of capital, voting or otherwise as the Company may by ordinary resolution determine.

* On 12 July 1941 the share capital of the Company was increased to £10,000 divided into 10,000 shares of £1 each; On 3 December 1945 the share capital of the Company was increased to £50,000 divided into 50,000 shares of £1 each.