

Number of  
Company

649213/1

11 FEB 1950

Form No. 41

# THE COMPANIES ACT, 1948



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

GRANVILLE CREPE PAPER MILLS

LIMITED

and by

Ernest W. Long & Co.,

4 John Street,

Bedford Row, London W.C.1.

The Solicitors' Law Stationery Society, Limited  
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

[P.T.O.]

I, William Henry Betts.

of 4 John Street,

Bedford Row,

London W.C.1.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"

or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am ("a") Solicitor of the

Supreme Court engaged in the formation

of

Granville Crepe Paper Mills, Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, 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.

Declared at 4 John Street.

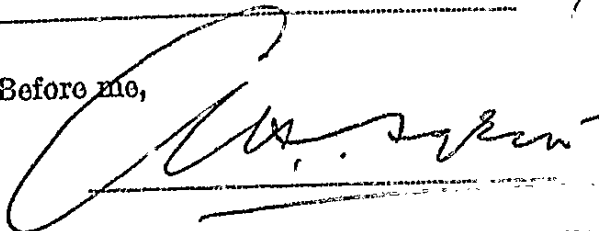
W.C.1. in the County of

London

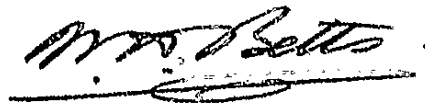
the 28th day of January

one thousand nine hundred and sixty

Before me,



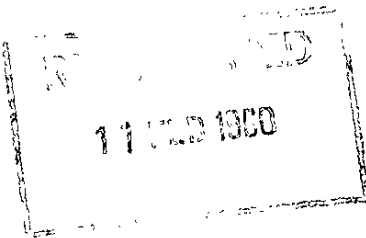
A Commissioner for Oaths [or Notary Public or  
Justice of the Peace.]



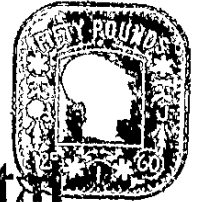
Note.—This margin is reserved for binding and must not be written across.

# THE STAMP ACT, 1891

(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.



## Statement of the Nominal Capital

OF



GRANVILLE CREPE PAPER MILLS

### LIMITED.

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

*Presented by*

Ernest W. Long & Co.

4 John Street. Bedford Row. W.C.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

\_\_\_\_\_  
Cranville Crepe Paper Mills. Limited,

is £35,000., divided into:

25,000. ordinary Shares of £1. each

10,000. 'A' ordinary Shares of £1. each

\*Signature S. J. Reed

Description Director.

Dated the 25<sup>th</sup> day of January 1960.

*\*This Statement should be signed by an Officer of the Company, or  
by the Solicitor(s) engaged in the formation.*

NOTE.--This margin is reserved for binding and must not be written across.

11 FEB 1960

(649213/3

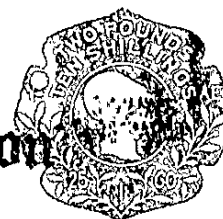
Jan 10/1



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

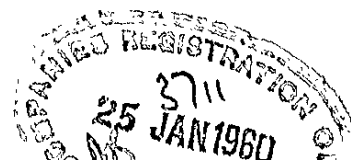


## Memorandum of Association

— OF —

GRANVILLE CREPE PAPER MILLS LIMITED

1. The name of the Company is "GRANVILLE CREPE PAPER MILLS 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 ~~manufacture~~ import export buy sell process and finish paper cardboard metal-foil plastic and similar substances and any articles wholly or partly made therefrom.
  - (b) To manufacture buy sell or otherwise deal in all or any goods of a type sold or likely to be sold in a department store.
  - (c) 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 more profitable any of the Company's property or rights.
  - (d) 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 purposes of the business and in particular any land buildings easements machinery plant and stock in trade.



- (e) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (f) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring any exclusive or non-exclusive or any limited right to 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.
- (g) To acquire and undertake the whole or any part of the property business and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (h) To sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (i) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (j) To lend and advance money or give credit to such persons 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 contracts or become security for any such persons.
- (k) To 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 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (l) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To enter into partnership or into any arrangement for sharing profits union of interest co-operation joint adventure reciprocal concession or otherwise with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise assist any such person or Company and to take or otherwise acquire shares and securities of any such Company and to sell hold re-issue with or without guarantee or otherwise deal with the same.
- (n) To enter into any arrangements with any governments or authorities supreme municipal local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (o) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (p) To remunerate any person, firm or Company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.
- (q) 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, debentures, debenture stock or securities of this Company.

- (r) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (s) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (t) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (u) To do all or any of the above things as principals agents contractors trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (v) To distribute any of the property of the Company in specie among the members.
- (w) To do all such other things as may seem to the Company incidental or conducive to the attainment of the above objects or any of them.
- (x) To pay the cost (including capital duty) of the formation of the Company.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the members is limited.

5. The share capital of the Company is £35,000 divided into Twenty five thousand Ordinary shares of £1 each and Ten thousand 'A' Ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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.

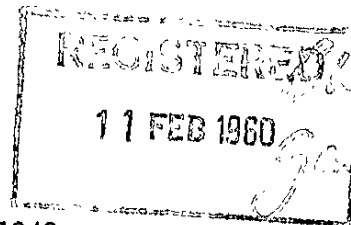
Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>Frederick</i> <i>Sydney Israel Freeder</i> <i>12 A Greenway Gardens</i> <i>Hampstead N.W.3</i> <i>Crope Paper Manufacturer</i>	<i>ordinary</i> <i>one 1/2 SHARE with</i>
<i>Hannah Henrietta Freeder</i> <i>12 A Greenway Gardens</i> <i>N.W.3.</i> <i>Married Woman.</i>	<i>ordinary</i> <i>one 1/2 share with</i>

DATED this 25<sup>th</sup> day of January 1960

WITNESS to the above Signatures:-

*M. D. Datto.*  
*4, John Street,*  
*London, W.C.1.*  
*Solicitor*

649213 / 4



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



## Articles of Association

— OF —

GRANVILLE CREPE PAPER MILLS LIMITED

### GENERALLY

1. The Company is a private company and the regulations contained in Parts I and II of Table A (hereinafter called "Table A") in the First Schedule to the Companies Act 1948 with the exception of the regulations numbered 24, 53 and 75 shall apply to the Company except in so far as they are excluded or varied by the articles hereunder written.

### SHARE CAPITAL AND SHARES

2. The original share capital of the Company is £35,000 divided into Twenty five thousand Ordinary shares of £1 each and Ten thousand 'A' Ordinary shares of £1 each and the following rights and limitations shall be attached to the said classes of shares namely:
  - (a) The 'A' Ordinary Shares shall not carry the right to vote at any meeting of the Company.
  - (b) The company in general meeting may declare a dividend upon one class of shares without declaring a dividend upon the other.
  - (c) The Ordinary shares and the 'A' Ordinary shares shall rank pari passu in a winding up of the Company.
3. The shares shall be under the control of the Directors who may allot the same to such persons on such terms and in such manner as they think fit.

#### DIRECTORS

4. The number of Directors shall be not less than two nor more than five.

5. The first directors of the company shall be Sydney Israel Freeder and Hannah Henrietta Freeder.

W.V.Y.

#### BORROWING POWERS

6. The proviso to Regulation 79 of Table A shall not apply to the company.

#### POWERS AND DUTIES OF DIRECTORS

7. A director may vote in respect of any contract or arrangement in which he is interested and his vote shall be counted and he shall be counted in the quorum present at the meeting and Regulation 84 (2) of Table A shall be modified accordingly.

Names, Addresses and Descriptions of Subscribers

Spring Island Freeder.  
129. Greenaway Gardens.  
Hamptonstead N.W.3.

Croft Paper Manufacturer.

Harriet Harrietta Freeder

Harriet Von  
124 Greenaway Gardens.  
N.W.3.

DATED this 25th day of January 1960

WITNESS to the above Signatures:-

M. D. Bates

11, John Street,  
London, W.C.1.  
Solicitor.

No. C. 173

DUPLICATE FOR THE FILE

No. 649213



## Certificate of Incorporation

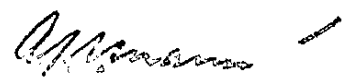
I Hereby Certify, that

**GRANVILLE CREPE PAPER MILLS LIMITED**


is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited

Given under my hand at London this . . . **Eleventh** . . . day of

**February** . . . One Thousand Nine Hundred and **Sixty**.

  
ASSISTANT Registrar of Companies.

Certificate  
received by

  
Date 11/2/60.

No. 649213. / 22

*The Companies Acts 1948 to 1967.*

COMPANY LIMITED BY SHARES.

## Special Resolution

OF

### GRANVILLE CREPE PAPER MILLS LIMITED.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 4 John Street, Bedford Row, London, W.C.1, on the 8th day of December 1969, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

#### RESOLUTION.

“That the existing Articles of Association of the Company be cancelled and in substitution therefor Articles of Association already prepared (a copy whereof has been signed by the Chairman, Sidney Israel Freeder, for the purpose of identification and attached hereto) are hereby adopted by the Company as its Articles of Association”.

*S. D. Freeder*  
Director.

No. 649213.

*The Companies Acts 1948 to 1967.*

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COMPANY LIMITED BY SHARES.

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## Articles of Association

OF

### GRANVILLE CREPE PAPER MILLS LIMITED.

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1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and regulation 5 in Part II of Table A shall not apply to the Company.

3. 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 nine.

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

5. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall, except as to remuneration, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the

Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

6. A Director and alternate Director shall not require a share qualification, but nevertheless, shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

7. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.

8. A Member or Members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

9. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.


10. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee, and regulation 22 of Part I of Table A shall be modified accordingly.

11. A Director or any other person duly appointed as an alternate Director may act to represent more than one Director, and a Director appointed as an alternate Director shall be entitled at Board Meetings to one vote for every Director whom he represents in addition to his own vote as a Director.

12. The expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary. Words denoting the singular number shall include the plural number and vice versa. Words denoting the masculine gender shall include the feminine gender. Words denoting persons shall include corporations. Save as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

13. The Board may from time to time appoint any person or persons (not being a member or members of the Board) as Special and/or Technical Director, or Directors, any person so appointed being in this Article referred to as a "Special Director". A Special Director shall hold office for such period, with such title, and shall perform such duties and be entitled to such remuneration and to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter, and either absolutely in fixed terms or by reference to the discretion from time to time of the Board. A Special Director shall not by reason of his holding that office, be a Director of the Company, and references in these presents to Directors or members of the Board shall not include a Special Director.

This is a copy of the Articles of Association referred to in the Special Resolution and passed at an Extraordinary General Meeting of the Company held on the 8th day of December 1959.

  
Director.

COMPANY LIMITED BY SHARES.

**Special Resolutions**

OF

**Granville Crepe Paper Mills Limited.**

Passed 8<sup>th</sup> December, 1969.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 8<sup>th</sup> December, 1969, the following SPECIAL RESOLUTIONS were duly passed:—

**SPECIAL RESOLUTIONS.**


1. That the authorised capital of the Company be increased from £35,000 to £35,350 by the creation of 350 shares of £1 each to be denominated "Preference Shares" and that such Preference Shares shall confer upon the holders the following rights:—

- (a) To receive out of the profits of the Company resolved to be distributed a fixed cumulative preferential dividend at the rate of £1,000 per share per annum on the capital for the time being paid up thereon; and
- (b) To receive in a winding-up the capital paid up thereon and all arrears of dividend whether earned or declared or not down to the date of commencement of the winding-up plus a premium of £1,000 per share in priority to all other shares; and
- (c) To participate *pari passu* (by reference to the amount paid up thereon respectively) with the Ordinary Shares and the "A" Ordinary Shares in the remaining profits and assets of the Company both as to dividends and to a return of capital in a winding-up; and



(d) To cast in a poll 1,000 votes for each Preference Share of which he is the holder.

2. That the Directors having so recommended, it is desirable to capitalise the sum of £350, being part of the amount standing to the credit of the Capital Reserves in the books of the Company, and accordingly that such sum be set free for distribution to the nearest whole pound possible amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on the condition that the same be not paid in cash but be applied in paying up in full the 350 unissued "Preference" Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid.



*Director.*

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital

OF

GRANVILLE CREPE PAPER MILLS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filers' Reference.....1E

Jacobs Bird & Company,

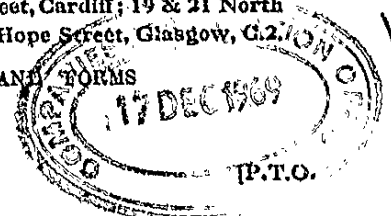
20 Waterloo Street,

Birmingham, 2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.  
191 192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



# THE NOMINAL CAPITAL

OF

GRANVILLE CREPE PAPER MILLS

Limited

has by a Resolution of the Company dated

8th December

1969

been increased by

the addition thereto of the sum of £ 350

divided into :—

350 Preference

Shares of

£1

each

~~Shares of~~

~~each~~

beyond the registered Capital of £35,000

Signature

*S. J. Leck*

(State whether Director or Secretary)

Director

Dated the 8th day of December 1969

Note—This margin is reserved for binding and must not be written across

2526

CRP HP

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

GRANVILLE CREPE PAPER MILLS LIMITED

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Jacobs Bird & Company,

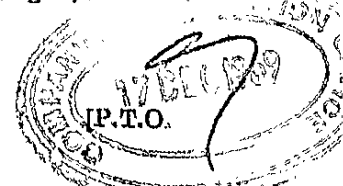
20 Waterloo Street,

Birmingham, 2.

The Solicitors' Law Stationery Society, Limited  
192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
11 Manover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
Main Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A



To THE REGISTRAR OF COMPANIES.

GRANVILLE CREPE PAPER MILLS

Limited, hereby gives you notice, pursuant to

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Section 63 of the Companies Act, 1948, that by a \* Special

Resolution of the Company dated the 8th day of December 1969

the Nominal Capital of the Company has been increased by the addition thereto of

the sum of £ 350 beyond the Registered Capital

of £ 350,000 / 35,000

The additional Capital is divided as follows:—

Number of Shares

350

Class of Share

Preference

Nominal amount  
of each Share

£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.)

subject to which the new shares have been, or are to be, issued are as follows:—

The rights attached to the Preference Shares are set out in a print  
of a Special Resolution filed herewith.

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

*S. J. Freeder*

State whether Director  
or Secretary

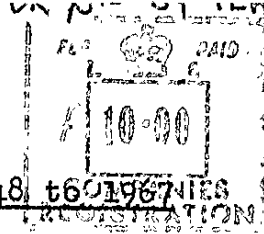
Director

Dated the 8th day of December 1969

Note.—This margin is reserved for binding and must not be written across

No. 649213

29



THE COMPANIES ACTS 1948 to 1967  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GRANVILLE CREPE PAPER MILLS LIMITED

(Passed 9th March, 1970)

AT an EXTRAORDINARY GENERAL MEETING of the Company,  
held at Garrard House, 31, Gresham Street, London, E.C.2.  
on 9th March, 1970, the following Resolution was duly  
passed as a SPECIAL RESOLUTION :-

THAT the name of the Company be changed to  
GRANVILLE PAPER MILLS LIMITED.

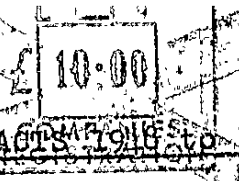
G. FISHER  
Chairman.



No. 649213



10/3/70



for for Transfer  
26.2.70

THE COMPANIES ACTS 1913 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GRANVILLE CREPE PAPER MILLS LIMITED

(Passed 9th March, 1970)

AT an EXTRAORDINARY GENERAL MEETING of the Company,  
held at Garrard House, 31, Gresham Street, London, E.C.2.  
on 9th March, 1970, the following Resolution was duly  
passed as a SPECIAL RESOLUTION :-

THAT the name of the Company be changed to  
GRANVILLE PAPER MILLS LIMITED.

Chairman.

25 FEB 1970



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 649213

30.

I hereby certify that

**GRANVILLE CREPE PAPER MILLS LIMITED**

having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of

**GRANVILLE PAPER MILLS LIMITED**

Given under my hand at London the

**9TH MARCH, 1970.**

*F. L. Knight*  
(F. L. KNIGHT)

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

GRANVILLE PAPER MILLS LIMITED

=====  
Passed the 17 Day of January 1972.  
=====

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Tir-y-berth, Hengoed, Glamorgan,  
on the 17 Day of January 1972, the subjoined ORDINARY RESOLUTION was duly passed:-

RESOLUTION

"That each of the existing Three hundred and fifty (350) Preference Shares of One pound (£1) each and each of the existing Ten thousand (10,000) A Ordinary Shares of One pound (£1) each in the capital of the Company be converted into Ten thousand three hundred and fifty (10,350) Ordinary Shares of One pound (£1) each with the like rights as the present Twenty-five thousand (25,000) Ordinary Shares of One pound (£1) each in the Capital of the Company."

*City Registrar's let  
Shall Lodge House.  
For St. London.  
E.C.2.*

Signature \_\_\_\_\_

*Chair*

CHAIRMAN

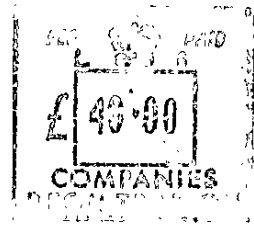
*JS*

Number of  
Company

649213



The Companies Acts 1948 to 1967



£40  
1

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

GRANVILLE PAPER MILLS

LIMITED

Passed 21 October, 1974.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office

on the 21st day of October, 1974, the subjoined SPECIAL RESOLUTION duly passed, viz. :—

### RESOLUTION

That the name of the Company be changed to Delyn Paper Mills Limited.

Signature

To be signed  
by the Chair-  
man, a Direc-  
tor, or the  
Secretary of  
the Company.

10

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 649213 / 45

I hereby certify that

**GRANVILLE PAPER MILLS LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**DELYN PAPER MILLS LIMITED**

Given under my hand at London the 9TH DECEMBER 1974

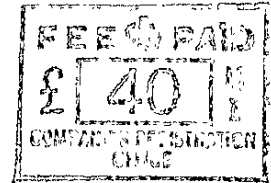
*N Taylor*  
N. TAYLOR

Assistant Registrar of Companies



No. 649213

The Companies Act 1985



Company limited by Shares

SPECIAL RESOLUTIONS

of

DELYN PAPER MILLS LIMITED



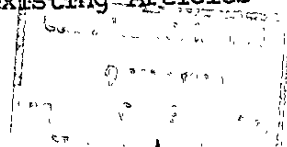
At an Extraordinary General Meeting of the above named Company duly held and convened at Caerphilly, Mid Glamorgan on the 25<sup>th</sup> day of February 1988, the following resolutions were passed as special resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to "Delyn Plastics Limited"
2. That the objects clause contained in the document produced to this meeting and for the purpose of identification initialled by the Chairman thereof and marked "A" be approved and adopted as the objects clause contained in the Memorandum of Association of the Company to the exclusion of and in substitution for the existing objects clause of the Company.
3. That the Articles of Association contained in the document produced to this meeting and for the purposes of identification initialled by the Chairman thereof and marked "B" be approved and adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of the Company.

DATED this 25<sup>th</sup> day of February 1988

  
Chairman



MB of 40  
102728

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 649213

I hereby certify that

**DELYN PAPER MILLS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**DELYN PLASTICS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 22 MARCH 1988

A handwritten signature in dark ink, appearing to read 'D. M. Wilkie'.

**D. M. WILKIE**

an authorised officer

No. 649213

The Companies Act 1985



Company limited by Shares

SPECIAL RESOLUTIONS

or



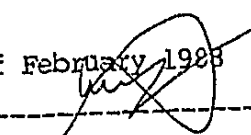
DELYN PAPER MILLS LIMITED

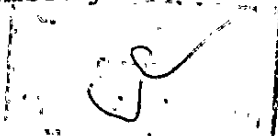
At an Extraordinary General Meeting of the above named Company duly held and convened at Caerphilly, Mid Glamorgan on the 25<sup>th</sup> day of February 1988, the following resolutions were passed as special resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to "Delyn Plastics Limited" 27/2
2. That the objects clause contained in the document produced to this meeting and for the purpose of identification initialled by the Chairman thereof and marked "A" be approved and adopted as the objects clause contained in the Memorandum of Association of the Company to the exclusion of and in substitution for the existing objects clause of the Company.
3. That the Articles of Association contained in the document produced to this meeting and for the purposes of identification initialled by the Chairman thereof and marked "B" be approved and adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of the Company.

DATED this 25<sup>th</sup> day of February 1988

  
Chairman

  
MB & 40  
102728

No. 649213

The Companies Act 1985



Company limited by Shares

SPECIAL RESOLUTIONS

OF

DELYN PAPER MILLS LIMITED



At an Extraordinary General Meeting of the above named Company duly held and convened at Caerphilly, Mid Glamorgan on the 25<sup>th</sup> day of February 1988, the following resolutions were passed as special resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to "Delyn Plastics Limited"
2. That the objects clause contained in the document produced to this meeting and for the purpose of identification initialled by the Chairman thereof and marked "A" be approved and adopted as the objects clause contained in the Memorandum of Association of the Company to the exclusion of and in substitution for the existing objects clause of the Company.
3. That the Articles of Association contained in the document produced to this meeting and for the purposes of identification initialled by the Chairman thereof and marked "B" be approved and adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of the Company.

DATED this 25<sup>th</sup> day of February 1988

  
Chairman

MB 640  
103738

NO. 649213.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

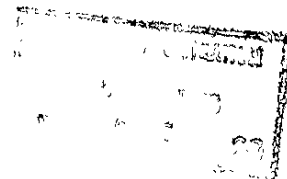
DELYN PLASTICS LIMITED

Incorporated 11th February 1969

Morgan Bruce & Hardwickes

CARDIFF

MJP/WW/ZZZ/11



Registered No. 649213

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DELYN PLASTICS LIMITED

1. The name of the Company is "DELYN PLASTICS 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 all or any of the businesses of manufacturers, processors, merchants, importers, exporters, agents and dealers in all types of plastic and plastic products and packaging and generally to deal in all raw materials and other commodities directly or indirectly required in connection therewith or in relation thereto; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises.
  - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.

\* The name of the Company was changed from Delyn Paper Mills Limited to Delyn Plastics Limited on the 25<sup>th</sup> February 1988.

- (C) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company 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, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- (D) To form, promote, subsidize and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (E) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.
- (F) To carry on any other business 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 Company's property or rights.
- (G) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- (H) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.

- (J) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- (K) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (M) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital principal, premium, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.
- (N) To grant indemnities of every description and to undertake obligations of every description.
- (O) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- (P) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (Q) 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.
- (R) 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 mortgages, 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.
- (S) Subject to the provisions of the Companies Acts, to:-
- (i) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
  - (ii) give financial assistance (within the meaning of Section 152 of the Companies Act 1985)
- (T) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (U) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation 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 subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations and in such manner, with or without security, and whether at home or abroad, as the Company may think fit.
- (W) To amalgamate with any other company whose objects are or include objects similar or beneficial to those of the Company and on any terms whatsoever.
- (X) To procure the Company to be registered or recognised in any country or place abroad.

- (Y) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (Z) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (AA) 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 interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (BB) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to prescribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependants of any such persons.
- (CC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.

(DD) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(EE) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £35,000 divided into Twenty five thousand Ordinary Shares of £1 each and Ten thousand 'A' Ordinary Shares of £1 each.

\* Note: (i) The authorised share capital of the Company was increased on 8th December 1969 to £35,350 divided into 25,000 ordinary Shares of £1 each, 10,000 A ordinary Shares of £1 each and 350 Preference Shares of £1 each.

(ii) The authorised share capital of the Company was converted on 17th January 1972 into £35,350 Ordinary Shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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

---

Sydney Israel Freader  
12a Greenaway Gardens  
Hampstead  
NW3

One Ordinary Share

Crepe Paper Manufacturer

Hannah Henrietta Freader  
129 Greenaway Gardens  
Hampstead NW3

One Ordinary Share

Married Woman

---

Dated this 25th day of January 1960

Witness to the above Signatures:

W.H. Betts,  
4 John Street,  
London W.C1.

Solicitor

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

2f

DELYN PLASTICS LIMITED

(adopted by Special Resolution passed on 28<sup>th</sup> February 1988)

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1988 (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 expression "the Act" means 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.

ALLOTMENT OF SHARES

2. (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 the 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 hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

#### SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### TRANSFER OF SHARES

5. 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.

## GENERAL MEETINGS AND RESOLUTIONS

6. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of the auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

7. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table shall not apply to the Company.

## APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

8. (a) Clause 64 in Table A shall not apply to the Company.

(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. Whenever the minimum number of 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 Directors 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.

9. Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company.

10. No person shall be appointed a Director at any General Meeting unless either :-

(a) (i) He is recommended by the Directors ; or

(ii) Not less than 14 days nor more than 35 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.

(b) Subject to paragraph 9 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 the vacancy or as an additional director.

(c) 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 Regulation 7(a) above as the maximum number of directors and for the time being in force.

11. The office of a director shall be vacated :-

(a) if by notice in writing to the Company he resigns the office of Director;

(b) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate Director who has not been similarly absent during such period;

(c) he becomes bankrupt or makes any arrangement or composition with his creditors generally ; or

(d) he is, or may be, suffering from mental disorder and either

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or  
(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(e) he ceases to be a director by virtue of any provision of the Acts or he becomes prohibited by law from being a director; or

(f) if he is removed from office under Article 9 hereof.

#### **BORROWING POWERS**

12. 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**

13. (a) Any director (other than an alternate Director) may appoint any other director, or any other person approved by a resolution of the directors and willing to act, to be an alternate Director and may remove from office an alternate director so appointed by him.

(b) 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.

(c) 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**

14. (a) The Directors may exercise the powers of the Company conferred by Clause 3(BB) 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

15. (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) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

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

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(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

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

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# Notice of place where register of members is kept or of any change in that place

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Pursuant to section 353 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

649213

Name of company

* DELYN PLASTICS LTD
----------------------

\* insert full name of company

† delete as appropriate

gives notice that the register of members is [now]† kept at:

c/o	Delyn Packaging plc.	
	Pontygwindy Industrial Estate	
	Caerphilly	
	Mid. Glamorgan	
	CF8 2WL	
	Postcode	

Signed



[Director][Secretary]† Date 18th August 1988

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

For official Use  
General Section

Post room

COMPANIES REGISTRATION	
20 AUG 1988	
M	OFFICE 27

Company Number 649213

DELYN PLASTICS LIMITED



At an Extraordinary General Meeting of the above named Company held at Bradley Court, Park Place, Cardiff CF1 3DP on Thursday the 28th day of March 1991 at 11.00 a.m. the following Resolution was passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

The name of the Company be changed to "Delyn Packaging Limited"

DATED this 28th day of March 1991

.....  
Chairman



MB P2  
£80  
120639



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 649213

I hereby certify that

**DELYN PLASTICS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**DELYN PACKAGING LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 28 MARCH 1991

A handwritten signature in cursive script, reading "G.J. Stagg (Mrs)".

MRS. G.J. STAGG

an authorised officer