

No. of Company.....

737443 / 1

Form No. 41

# THE COMPANIES ACT, 1948



A  
Companies  
Registration  
Fee Stamp  
of 5s.  
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)

Name of Company :

Industrial Print & Packaging

LIMITED

Presented by

SIDNEY D. KAMLET & CO.

CERTIFIED ACCOUNTANTS,

— COST CONSULTANTS, —

39/41 JAMES STREET,  
WIGMORE STREET, W.1

TEL. HUNTER 2241

H. A. JUST & CO. LTD.

Company Printers and Registration Agents

71 NEW OXFORD STREET, LONDON, W.C.1

Telephone : TEMPLE BAR 2261



000000

I, DONALD JAMES COOPER, Company Director,  
of 18, Orchard Way, Shirley, CROYDON,

Do solemnly and sincerely declare that I am [~~a solicitor of the~~  
Delete words  
not applicable ~~Supreme Court engaged in the formation~~] (a) [a person named in the  
Articles of Association as a Director/Secretary] ART. 10

of \_\_\_\_\_  
Industrial Print & Packaging 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."

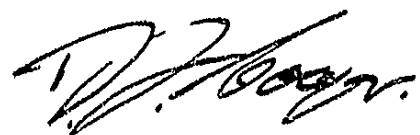
Declared at 128 Balham  
High Road London SW12

the 27 day of September  
one thousand nine hundred and 62  
before me.



D. C. W. MILTON

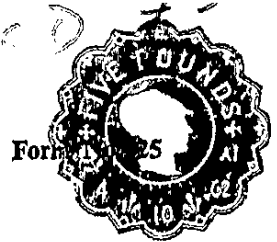
(b) A Commissioner for Oaths.



(a) or in Scotland 'a Solicitor engaged in the formation'  
(b) or Notary Public or Justice of the Peace.

737443

No. of Company.....



Industrial Print & Packaging

LIMITED

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE—The Stamp Duty on the nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41 Finance Act, 1933.)

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

The NOMINAL CAPITAL of .....

Industrial Print & Packaging

Limited,

is £1,000....., divided into.....1,000..... shares of £.....1.....each

Signature ..... *P. Hooper* .....

Description ..... Director.....

Date.....24th September, 1962.

Presented by

~~SIDNEY D. KAMLET & CO.~~

~~CERTIFIED ACCOUNTANTS,~~

~~- COST CONSULTANTS, -~~

~~38/41 JAMES STREET,~~

~~WIGMORE STREET, W.1~~

~~TEL: HUNTER 2241~~

H. A. JUST & CO. LTD.

Company Printers and Registration Agents

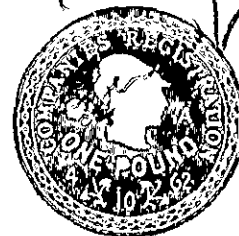
71 NEW OXFORD STREET, LONDON, W.C.1

Telephone : TEMPLE BAR 2261





THE COMPANIES ACT, 1948.

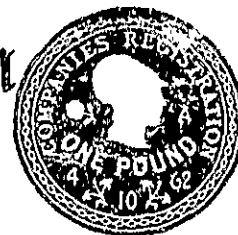


COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

737443 / 3



INDUSTRIAL PRINT & PACKAGING LIMITED

1. The name of the Company is "INDUSTRIAL PRINT & PACKAGING 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 design, print, produce, manufacture and deal in packaging and packaging materials of every description, card-board boxes and cartons, laundry boxes, postal tubes, collapsible boxes, rigid boxes, fancy boxes, plywood boxes, trays and cases of every description; packing cases, crates, boxes, bins, tubes, bale strapping systems, bags and containers and fittings therefor of every kind, whether made of wood, metal, board, corrugated fibre board, leather, fibre or other material and to carry on business as stationers, paper, pulp and card-board manufacturers and merchants.

(b) To act as packaging consultants and advisers, commercial artists and designers, and to undertake research and development in connection with any business carried on by the Company.



- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges, and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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.
<i>Daniel James Cooper</i> COOPER <i>18 Orchard Way</i> <i>Shirley</i> <i>Croydon, Surrey.</i> <i>Representative</i>	<i>One</i>
<i>Marie Beatrice Cooper</i> COOPER <i>18 Orchard Way</i> <i>Shirley</i> <i>Croydon, Surrey</i> <i>Secretary</i>	<i>One</i>

DATED this 26<sup>th</sup> day of September 1962.

WITNESS to the above signatures :-

*Sidney A. Kamlet,* KAMLET  
*39/41, James Street,*  
*Wigmore Street,*  
*London, W.1.*  
*Chartered Secretary.*





THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

# Articles of Association

OF

737443

9 OCT 1962

INDUSTRIAL PRINT & PACKAGING LIMITED

## PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

## PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

## SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

### LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

### TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

### PROCEEDINGS AT GENERAL MEETINGS.

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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

9. The first Secretary of the Company shall be Marie Beatrix Cooper.

DIRECTORS.

10. The number of Directors shall not be less than two nor more than five. The first Directors shall be Donald James Cooper and Marie Beatrix Cooper.

11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

12. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

15. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Donald James Cooper  
18 Orchard Way  
Shirley  
Croydon, Surrey

Representative

Marie Beatrice Cooper  
18 Orchard Way  
Shirley  
Croydon Surrey  
Secretary.

DATED this 26<sup>th</sup> day of September 1962.

WITNESS to the above signatures :-

Sidney A. Hamlet,  
39/41, James Street,  
Weymouth Street,  
London, W.1.

Chartered Secretary.

DUPLICATE FOR THE FILE.

No. 737443



## Certificate of Incorporation

I Hereby Certify, that

INDUSTRIAL PRINT & PACKAGING LIMITED

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

Given under my hand at London this Ninth day of October One thousand nine hundred and sixty two.

*L. S. Whitfield.*

Assistant Registrar of Companies.

Certificate  
received by

*H. A. JUST & CO. LTD.*  
24, MARK LANE STREET,  
LONDON E.C.3.

Date *9.10.62*

No. of Company 737443

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Ordinary Resolution

- of -

INDUSTRIAL PRINT & PACKAGING LIMITED

Passed the 11th day of February, 1965.

REGISTERED

25 FEB 1965

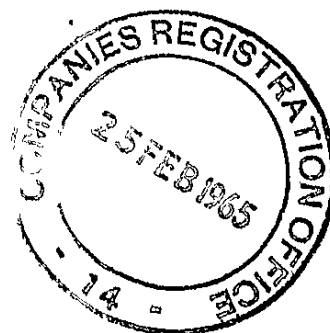
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 52, North End, Croydon, Surrey, on the 11th day of February, 1965, the following ORDINARY RESOLUTION was duly passed, viz:-

"That the share capital of the Company be increased to £10,000 by the creation of 9,000 additional shares of £1 each to rank pari passu in all respects with the existing shares of the Company."



Chairman.

West  
858 700



e70

No. of Company 737443.

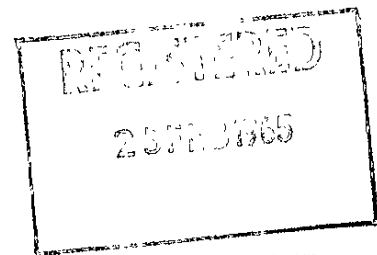
Form No. 10

# THE COMPANIES ACT, 1948

## Notice of Increase in Nominal Capital

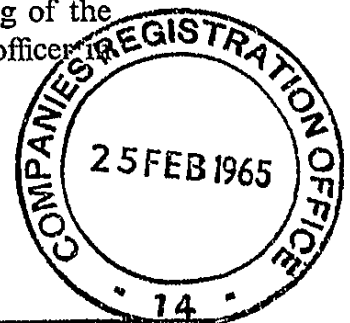
Pursuant to Section 63

Name of Company :



INDUSTRIAL PRINT & PACKAGING  
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).



Presented by

H. A. JUST & CO. LTD.,  
Company Printers and Registration Agents  
71 NEW OXFORD STREET, LONDON, W.C.1  
Telephone : TEMPLE BAR 2261

SIDNEY D. KAMLET & CO.  
CERTIFIED ACCOUNTANTS,  
— COST CONSULTANTS, —  
39/41 JAMES STREET,  
WIGMORE STREET, W.1.  
TEL. : MUMBA 2241.

7 e71



To THE REGISTRAR OF COMPANIES,

INDUSTRIAL PRINT & PACKAGING

LIMITED,

hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that  
by a\*n ORDINARY Resolution of the Company dated the  
11th day of February, 1965 the Nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£9,000 beyond the Registered Capital of £1,000

The additional Capital is divided as follows :—

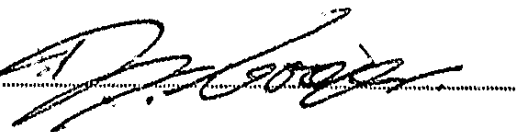
Number of Shares	Class of Shares	Nominal amount of each Share
9000	Ordinary	£1

The Conditions (e.g. voting rights, dividends, winding up rights, etc.)  
subject to which the new shares have been, or are to be, issued are as follows :—

To rank pari passu in all respects with  
the existing shares of the Company.

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

Signature



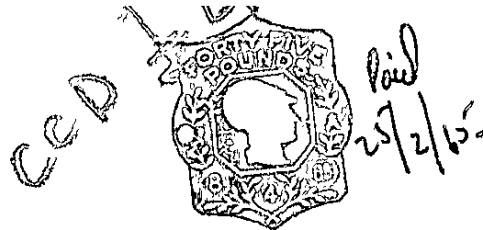
State whether Director  
or Secretary }

Director.

Dated the 11th day of February, 1965.

\*"Ordinary" "Extraordinary" or "Special"

No. of Company 737443



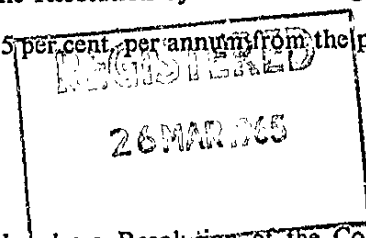
INDUSTRIAL PRINT & PACKAGING

COMPANY, LIMITED

**STATEMENT OF INCREASE OF NOMINAL CAPITAL PURSUANT TO S. 112  
OF THE STAMP ACT, 1891**

(NOTE—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (S. 5, Revenue Act, 1903).



The NOMINAL CAPITAL of the above-mentioned Company has by a Resolution of the Company dated 11th February 1965 been increased by the addition thereto of the sum of £ 9,000 beyond the Registered Capital of £ 1,000

Signature.....

Date.....

13 MAR 1965

Description..... Director

NOTE—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by

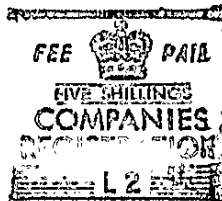
**SIDNEY D. KAMLET & CO.**  
CERTIFIED ACCOUNTANTS,  
— COST CONSULTANTS, —

22 YORK STREET,  
BAKER STREET, W.1



Form 4.

No. of Company 757443



# THE COMPANIES ACT, 1948.



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

Notice of Situation of Registered Office or of any change therein.

(Pursuant to Section 107 (2)).



Name of  
Company

INDUSTRIAL PRINT & PACKAGING

Limited.

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

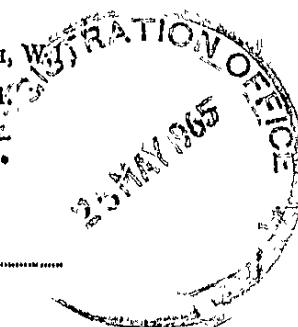
85 & 86, LONDON WALL, LONDON, E.C.2; 107, PARK LANE, MARBLE ARCH, W.

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

**BEAVIS, WALKER & Co.**

Presented by

53, NEW BROAD STREET, E.C.2



[C.A. 34]  
2/63

Notice of the Situation of the Registered Office of

INDUSTRIAL PRINT & PACKAGING

Limited,

or of any change therein.

TO THE REGISTRAR OF COMPANIES,

INDUSTRIAL PRINT & PACKAGING

Limited hereby gives

you notice, in accordance with Section 107 of the Companies Act, 1948, that the Registered Office of the Company is situated at

53, New Broad Street,

London, E.C.2.

(Signature)



Director

(State whether Director or Secretary.)

Dated 20th day of May 1965.

W  
C

Number of } 737443  
Company } 34

*The Companies Acts 1948 to 1976*

COMPANY LIMITED BY SHARES

## Special Resolution

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

OF

INDUSTRIAL PRINT AND PACKAGING

LIMITED

*Passed* 25th June, 19 79.

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

53 New Broad Street, London, EC2M 1LR

on the 25th day of June, 1979, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

### RESOLUTION

The nominal share capital of the Company was increased to 20,000 ordinary shares of £1 each.

Signature

Director

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

77

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



No. of Company ..... 737443 / 32

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... INDUSTRIAL PRINT & PACKAGING ..... Limited\*

hereby gives you notice that by ~~ordinary~~/extraordinary/special\*\* resolution of the company dated the  
..... 25<sup>th</sup> June 1979 ..... the nominal capital of the company has been increased by the  
addition thereto of a sum of £ 10,000 ..... beyond the registered capital of £ 10,000 .....

The additional capital is divided as follows:-

Number of shares	10,000	Class of share	ORDINARY	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:-  
(If any of the shares are preference shares state whether they are redeemable or not)

RANKING PARI PASSU WITH EXISTING SHARES

Signed ..... *[Signature]* .....

State whether ..... Director or Secretary ..... *Director* .....

Date ..... 25/6/79 .....



\* Delete "Limited" if not applicable

\*\* Delete as necessary

(see notes overleaf)

Presented by:

BEAVIS WALKER & Co.  
53 NEW BROAD ST.  
LONDON EC2M 1LR

Presenter's reference:

SJN / TGA



Form No. 10

Number of } 737443 / 39.  
Company }

*The Companies Acts 1948 to 1976*

COMPANY LIMITED BY SHARES

## Special Resolution

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

OF

INDUSTRIAL PRINT & PACKAGING LIMITED

*Passed* 14th April, 1980.

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

53 New Broad Street, London, EC2M 1LR.

on the 14th day of April, 1980, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

### RESOLUTION

THAT the following shall be included as Article 16 in the Articles of Association of the Company under the heading of "Associate Directors":—

16. (a) The Directors may from time to time appoint any person (not being a Director) in the employment of the Company or of any subsidiary of the Company to be an "Associate Director" of the Company on such terms as they shall in their absolute discretion think fit and may, at the like discretion, at any time terminate such appointment. Any person so appointed shall not be a Director of the Company for any of the purposes of the Act.

(b) Without prejudice to the generality of paragraph (a) in this Article:—

(i) An Associate Director shall not have any powers or be subject to any of the duties of a Director save in so far as specific powers may be vested in or delegated to him (in writing) by the Directors.

Signature .....

DIRECTOR

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

Contd/.....

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



(ii) An Associate Director shall not have access to the books of the Company and shall not be entitled to receive notice of or to attend or vote at meetings of the Directors. An Associate Director attending any such meeting by invitation of the Directors shall not be included in the number required to form a quorum.

(iii) An Associate Director shall not be entitled to any remuneration pursuant to Clause 76 of Table A, Part I.

(iv) Associate Directors shall not be taken into account in determining the rotation of retirement of Directors and an Associate Director shall not himself be subject to retirement by rotation.

(c) The appointment of any person as an Associate Director shall not (unless otherwise agreed between him and the Company) affect the existing terms and conditions of employment, remuneration, retirement benefits, pension or other rights of such persons.

(d) The office of an Associate Director shall be vacated in the event of his ceasing to be in the employment of the Company or of any subsidiary of the Company in any capacity other than as an Associate Director or in the event of his appointment being terminated in accordance with the provisions of paragraph (a) of this Article.

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced by the following processes:—

Letterpress, Gravure, Lithography, Stencil duplicating, Offset Lithography, "Office" Type-Set, Electrostatic Photocopying, "Photostat" or similar processes properly processed and washed; or if produced by spirit duplicator, or if typed.

No document will be accepted however, if, in general appearance, legibility, format or durability, it is unsuitable for publication and use on the Company's public file.

(e) The Directors may enter into any contracts and transact any business without the knowledge or approval of any Associate Director provided that no transaction shall be carried out which would impose any personal liability on all or any of the Associate Directors for the time being either under the Act or otherwise except with their or his knowledge.

(f) The expression "Director", "a Director", and "the Directors" in these Articles shall not mean or include an Associate Director or Associate Directors.



40.

COMPANY LIMITED BY SHARES  
THE COMPANIES ACTS 1948 TO 1976

# Memorandum of Association

THE COMPANIES ACTS, 1908 to 1976  
COMPANY LIMITED BY SHARES

OF

INDUSTRIAL PRINT & PACKAGING LIMITED

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1. The name of the Company is "Industrial Print & Packaging Limited".

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2. The Registered Office of the Company will be situate in England.

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3. The objects for which the Company is established are:-

- (a) To design, print, produce, manufacture and deal in packaging and packaging materials of every description, cardboard boxes and cartons, laundry boxes, postal tubes, collapsible boxes, rigid boxes, fancy boxes, plywood boxes, trays and cases of every description; packing cases, crates, boxes, bins, tubes, bale strapping systems, bags and containers and fittings therefor of every kind, whether made of wood, metal, board, corrugated fibre board, leather, fibre or other material and to carry on business as stationers, paper, pulp and cardboard manufacturers and merchants.
- (b) To act as packaging consultants and advisers, commercial artists and designers, and to undertake research and development in connection with any business carried on by the Company.
- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

Clauses 3(e) to (j).

- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

Clauses 3(k) to (q).

- (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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.

Clauses 3(r) to 5.

- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

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, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges, and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

\*The Share Capital of the Company was increased from £1,000 to £10,000 by Ordinary Resolution passed 11th February 1965 and further increased to its present amount by Special Resolution passed 25th June 1979.

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.

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Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
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DONALD JAMES COOPER 18, Orchard Way, Shirley, Croydon, Surrey.	ONE
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Representative.

MARIE BEATRIX COOPER 18, Orchard Way, Shirley, Croydon, Surrey.	ONE
--	-----

Secretary.

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Dated this 26th day of September 1962

Witness to the above Signatures -

SIDNEY D. KAMLET  
39/41 James Street,  
Wigmore Street,  
London, W.1.

Chartered Secretary.

# Articles of Association

THE COMPANIES ACTS, 1948 to 1976  
COMPANY LIMITED BY SHARES

OF

INDUSTRIAL PRINT & PACKAGING LIMITED

(As amended by Special Resolution passed 14th April 1980)

## PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91 and 92.

## PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

## SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

## LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

## TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.
7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in

Articles 8 to 10.

writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors; or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

9. The first Secretary of the Company shall be Marie Beatrix Cooper.

DIRECTORS.

10. The number of Directors shall not be less than two nor more than five. The first Directors shall be Donald James Cooper and Marie Beatrix Cooper.



Articles 11 to 15.

11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

12. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

15. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director,

officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

ASSOCIATE DIRECTORS.

16. (a) The Directors may from time to time appoint any person (not being a Director) in the employment of the Company or of any subsidiary of the Company to be an "Associate Director" of the Company on such terms as they shall in their absolute discretion think fit, and may, at the like discretion, at any time terminate such appointment. Any person so appointed shall not be a Director of the Company for any of the purposes of the Act.

(b) Without prejudice to the generality of paragraph (a) in this Article:-

(i) An Associate Director shall not have any powers or be subject to any of the duties of a Director save in so far as specific powers may be vested in or delegated to him (in writing) by the Directors.

(ii) An Associate Director shall not have access to the books of the Company and shall not be entitled to receive notice of or to attend or vote at meetings of the Directors. An Associate Director attending any such meeting by invitation of the Directors shall not be included in the number required to form a quorum.

(iii) An Associate Director shall not be entitled to any remuneration pursuant to Clause 76 of Table A, Part I.

(iv) Associate Directors shall not be taken into account in determining the rotation of retirement of Directors and an Associate Director shall not himself be subject to retirement by rotation.

(c) The appointment of any person as an Associate Director shall not (unless otherwise agreed between him and the Company) affect the existing terms and conditions of employment, remuneration, retirement benefits, pension or other rights of such persons.

(d) The office of an Associate Director shall be vacated in the event of his ceasing to be in the employment of the Company or of any subsidiary of the Company in any capacity other than as an Associate Director or in the event of his appointment being terminated in accordance with the provisions of paragraph (a) of this Article.

(e) The Directors may enter into any contracts and transact any business without the knowledge or approval of any Associate Director provided that no transaction shall be carried out which would impose any personal liability on all or any of the Associate Directors for the time being either under the Act or otherwise except with their or his knowledge.

(f) The expression "Director", "a Director", and "the Directors" in these Articles shall not mean or include an Associate Director or Associate Directors.

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Names, Addresses and Descriptions of Subscribers

DONALD JAMES COOPER  
18, Orchard Way,  
Shirley,  
Croydon, Surrey.

Representative.

MARIE BEATRIX COOPER  
18, Orchard Way,  
Shirley,  
Croydon, Surrey.

Secretary.

---

Dated this 26th day of September 1962

Witness to the above Signatures

SIDNEY D. KAMLET  
39/41 James Street,  
Wigmore Street,  
London, W.1.

Chartered Secretary.

**BEAVIS WALKER**  
CHARTERED ACCOUNTANTS

14 Southampton Place, London WC1A 2AJ  
Telephone 01-430 1111 Telex 24845 Fax 01-831 0439

Our Ref : SN/P A0685/R

4th December, 1987

The Directors,  
Industrial Print & Packaging Limited,  
112 Churchill Road,  
South Croydon,  
Surrey,  
CR2 6HB.

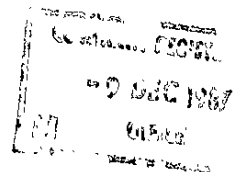
Dear Sirs,

We hereby resign as Auditors to your Company with immediate effect.

We are not aware of any circumstances that should be brought to the shareholders or creditors attention in respect of our resignation.

Yours faithfully,

*Beavis Walker*



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COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

For official use box

737443

Name of company

\* INDUSTRIAL PRINT & PACKAGING LIMITED

\* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note Please read notes 1 to 5 overleaf before completing this form

Day Month

Day Month box with 3 1 1 2

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

Day Month Year box with 3 1 1 2 1 9 8 8

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] [holding company]† of BRIDON plc

company number 198474

the accounting reference date of which is 31ST DECEMBER

Signed

Signed signature

[Director] [Secretary]† Date

11 April 1988

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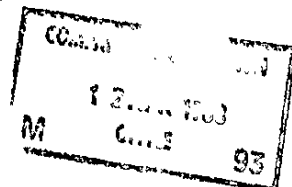


Presenter's name address and reference (if any):

BRIDON plc  
Carr Hill  
Balby  
Doncaster  
South Yorkshire DN4 8DG

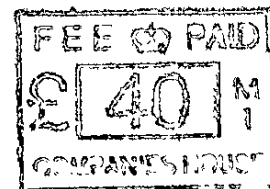
For official Use  
General Section

Post room



Company No. 737443

26.6.89



The Companies Act 1985

COMPANY LIMITED BY SHARES

Industrial Print & Packaging Limited

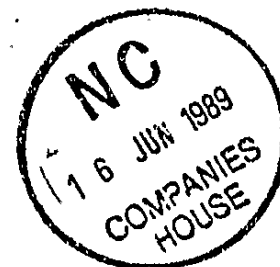
At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Carr Hill, Doncaster, South Yorkshire on 2nd June 1989 the following RESOLUTION was duly proposed and passed as a SPECIAL RESOLUTION namely:

RESOLUTION

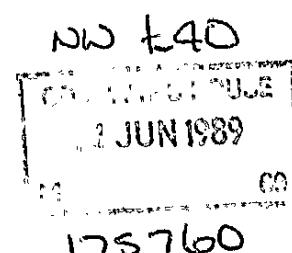
THAT the name of the Company be changed to Bridon Ropes Limited.

C.D. LEAKE

SECRETARY



MACFARLANES  
10, NORWICH ST.  
LONDON EC4A 1BD



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 737443

I hereby certify that

INDUSTRIAL PRINT & PACKAGING LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

BRIDON ROPES LIMITED

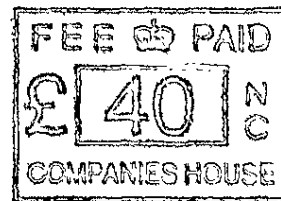
Given under my hand at the Companies Registration Office,  
Cardiff the 26 JUNE 1989

*S. M. Phillips*  
S. M. PHILLIPS

an authorised officer



The Companies Act 1985  
Company Limited by Shares



**Special Resolution**

Pursuant to section 378(2) of the Companies Act 1985

Company Number

737443

BRIDON ROPES LIMITED

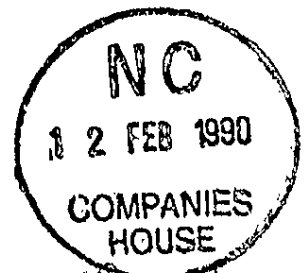
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Carr Hill, DONCASTER, S Yorkshire, DN4 8DG

on 7 February 1990

the following SPECIAL RESOLUTION was duly passed, viz:-

That the name of the company be changed to BRITISH ROPES LIMITED.



NW/280.6/17659

Signed

Position

DIRECTOR

NOTE To be filed within 15 days of the passing of the special resolution

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 737443

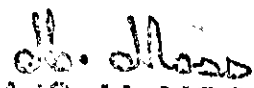
I hereby certify that

- BRIDON ROPES LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

**BRITISH ROPES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1 MARCH 1990

  
MRS. M. MOSS

an authorised officer

The Companies Act 1985  
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

737443

BRITISH ROPES LIMITED

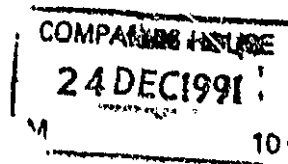
At the Annual General Meeting of the members of the above-named company, duly convened and held at:

Carr Hill, DONCASTER, S Yorkshire, DN4 8DG

on 8 October 1990

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the company having satisfied the provisions of Section 250, Companies Act 1985, relating to dormant companies, the company be exempt from the provisions of Part VII of the Act relating to the audit of accounts.



Signed

Position

*For P.B.*  
*Secretary*

NOTE To be filed within 15 days of the passing of the special resolution