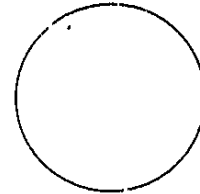


895642  
Certificate No. ....



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, when applying for Registration of a Company.

Insert the  
Name of the  
Company.

*Louis Baring (Sales)*

LIMITED.

Presented for filing by

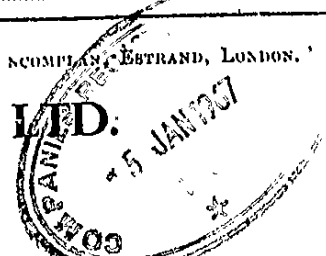
TELEPHONE . TEMPLE BAR 6927 (3 lines).

TELEGRAMS : "N1NCOMPLAS" LSTRAND, LONDON.

**LEWIS, COATES & LUCAS, LTD.**

Company Registration Agents

6-9, Surrey St., Strand, W.C.2.



W

I, Louis Baum  
of 19 Aylmer Road London N.2  
Company Director

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
"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) a person  
named in the Articles of Association  
as a director  
(13)

of Louis Baum (Sales)

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 Declaration Act, 1835."

Declared at 29 Old Bond  
Street, W.1.

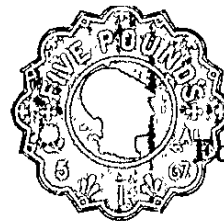
the 2<sup>nd</sup> day of January 1967

Before me,

Harry Giffenbach  
Commissioner for Oath H.O.

This margin is reserved for binding.

Certificate No. 895642/2



Form No. 25.

COMPANY LIMITED BY SHARES.

# STATEMENT OF THE NOMINAL CAPITAL

OF

*Louis Baring (Sales)*

LIMITED REGISTERED  
10 JAN 1967

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 Documents when application is made for the Company to be registered.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.  
6-9, SURREY ST., STRAND, W.C.2.

TELEPHONE . TEMPLE BAR 6927 (3 lines).

TELEGRAMS : "NUNCOMPLAN, ESTRAND, LONDON."

**LEWIS, COATES & LUCAS, LTD.**

Company Registration Agents

6-9, Surrey St., Strand, W.C.2.

15 JAN 1967

# THE NOMINAL CAPITAL

OF

Louis Baring (Sales)

Limited,

is £1000 ✓, divided into 1000

Shares of £1 each

Signature<sup>(1)</sup>

Louis Baring

Officer

director

Dated the ..

2nd ✓

day of

January

1967

(1) This Statement should be signed by a Director, Secretary or other authorised officer of the Company

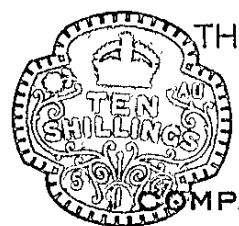
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101-



2-5 0



THE COMPANIES ACT, 1948. ✓

895642/3

COMPANY LIMITED BY SHARES. ✓

# Memorandum of Association ✓

OF



LOUIS CARING (SALES) LIMITED. ✓

1. The name of the Company is "LOUIS CARING (SALES) LIMITED".
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are :-
  - (a) (1) To carry on business as dress and costume and mantle manufacturers, merchants and dealers.
  - (2) To carry on business as drapers and hosiers, fashion artists, dress agents, tailors, dressmakers, clothiers, milliners, hatters, gloves, boot and shoe manufacturers, rug and mat manufacturers, feather and down purifiers and manufacturers, embroiderers, hemstitchers, plaiters, knitters, lacemakers, costumiers, furriers, pelmet makers, stencillers, painters, dyers, cleaners and renovators, men's, women's, children's and school outfitters, naval, military, colonial, tropical and other outfitters.
  - (3) To carry on business as manufacturers of, and dealers in, leather, cloth, cotton, wadding, down, feathers and feather goods, linen, silk and textiles and fabrics generally, tapestry, needlework, neckwear, ties, scarves, veils, tinsel and tinsel fabrics and threads, and all articles of wearing attire or personal use or ornament. ✓

*[Handwritten flourish]*

5. JAN 1967

- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account, any property or assets of the Company.

(3)

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.



- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company. ✓

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £1,000 divided into One thousand Shares of One pound each. ✓  
Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

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>Louis Caring</i> <i>19 Aylmer Rd.</i> <i>Finchley, N.2.</i> <i>Dress Manufacturer</i>	<i>one</i>
<i>Sylvia Caring</i> <i>19. Aylmer Road</i> <i>Finchley. N.2.</i> <i>Dress Manufacturer</i>	<i>One.</i>

DATED the *2nd* day of *January* 1967

WITNESS to the above Signatures :-

*G.B. Spector*  
*52, Leicester Villas*  
*Hove, Sussex*

*Bookkeeper*

101.

895642/4

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

## Articles of Association

OF

LOUIS CARING (SALES) LIMITED.



### PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN.

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES.

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

6. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz :-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 6 hereof. Clause 24 of Table "A" shall not apply.

CONVERSION OF SHARES INTO STOCK.

8. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS.

9. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS.

10. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

11. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

12. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS.

13. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be LOUIS CARING and SYLVIA CARING.

POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS.

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS.

16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

INDEMNITY .

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, 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. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

Names, Addresses and Descriptions of Subscribers.

Lavinia Carney  
19 Aylmer Rd.  
Kinchley N.2.  
London.  
Dress Manufacturer

Lavinia Carney  
19. Aylmer Road  
Kinchley. London. N.2.  
Dress Manufacturer.

DATED the 2<sup>nd</sup> day of January 1967

WITNESS to the above Signatures :-

G.B. Specter  
52, Leicester Villas  
Hove, Sussex.

Bookkeeper ✓



DUPLICATE FOR THE FILE.

No. 895642



## Certificate of Incorporation

I Hereby Certify that

LOUIS CARING (SALES) LIMITED

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

Given under my hand at London this TENTH DAY OF JANUARY  
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

*L.S. Whisfield*  
Assistant Registrar of Companies.

Certificate received by **LEWIS, COATES & LUCAS, LTD.**  
**69, SURREY STREET,**  
**STRAND, LONDON, W.C2.**

Date **10 JAN 1967**

119

THE COMPANIES ACTS, 1948 to 1967

60 23

COMPANY LIMITED BY SHARES

## Ordinary Resolutions

of

LOUIS CARING (SALES) LIMITED ✓

Passed the TWENTIETH day of NOVEMBER 1974

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, the subjoined ORDINARY RESOLUTIONS were duly passed, viz:-

### RESOLUTIONS

1. That the Share Capital of the Company be increased from £1,000 to £10,000 by the creation of £9,000 new Shares of £1 each. Such new Shares shall rank in all respects pari passu with the existing 1,000 Shares in the capital of the Company.
2. That it is desirable to capitalise the sum of £9,996 standing to the credit of the Profit and Loss Account in the books of the Company and accordingly and in pursuance of Regulations 128 and 129 in Part 1 of Table A in the First Schedule to the Companies Act, 1948 which forms part of the Company's Articles of Association THAT such sum be set free for distribution amongst the holders of Shares of The Company on the Register of Members at the date and time of the passing of this Resolution on condition that the same be not paid in cash but be applied in paying up in full at par 9,996 of the unissued Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up to and amongst such holders of Shares as aforesaid or their nominees in the proportion of 3331 Shares for every 1 Share held by such holders respectively and that the Directors do make all necessary appropriations and allotments accordingly to give effect to this Resolution.

*Louis Caring*  
CHAIRMAN.



No. of Company.....895642.....

Form No. 10

60 23

## THE COMPANIES ACTS, 1948 to 1967

### Notice of Increase in Nominal Capital

Pursuant to section 63 of the Companies Act 1948

Name of Company :

*Louis CARING (Sales)*

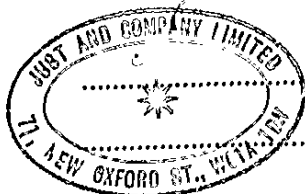
**LIMITED**

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 Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967).



Presented by



*DSH/GORDON*

**JUST AND COMPANY LTD.**  
Company Printers and Registration Agents  
71 NEW OXFORD STREET, LONDON, W.C.1

**59**

To THE REGISTRAR OF COMPANIES.

Louis FEARING (Sales) LIMITED,

hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that

by a Ordinary Resolution of the Company dated the

20th day of November 1974 the Nominal Capital

of the Company has been increased by the addition thereto of the sum of

£ 9000 beyond the Registered Capital of £ 1000

The additional Capital is divided as follows :—

Number of Shares	Class of Shares	Nominal amount of each Share
<u>9000</u>	<u>ordinary</u>	<u>£1.</u>

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 :—

To rank pari passu in all respects  
with the existing 1000 shares in the  
capital of the Company.

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

Signature Louis Fearing

State whether Director  
or Secretary }

CHAIRMAN

Dated the 20th day of NOVEMBER 1974

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

N<sup>o</sup> 895642 / 26

14-62.

THIS DOCUMENT IS FILED PURSUANT  
TO SECTION ~~5~~ OF THE COMPANIES  
ACT 1948, AND 9 OF THE EUROPEAN  
COMMUNITIES ACT 1972.

JUST AND COMPANY LIMITED

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Memorandum

—AND—

## Articles of Association

—OF—

Louis Caring (Sales) Limited

Incorporated the 10th day of January 1967

No 895642



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

# Memorandum of Association

OF

## Louis Caring (Sales) Limited

*Handwritten notes:*  
1/3/50  
P. 1-2-3

1. The name of the Company is "LOUIS CARING (SALES) LIMITED".

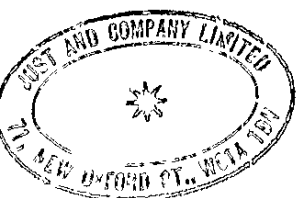
2. The Registered Office of the Company will be situate in England.

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

(a) (1) To carry on business as dress and costume and mantle manufacturers, merchants and dealers.

(2) To carry on business as drapers and hosiers, fashion artists, dress agents, tailors, dressmakers, clothiers, milliners, hatters, gloves, boot and shoe manufacturers, rug and mat manufacturers, feather and down purifiers and manufacturers, embroiderers, hemstitchers, plaiters, knitters, lacemakers, costumiers, furriers, pelmet makers, stencillers, painters, dyers, cleaners and renovators, men's, women's, children's and school outfitters, naval, military, colonial, tropical and other outfitters.

(3) To carry on business as manufacturers of, and dealers in, leather, cloth, cotton, wadding, down, feathers and feather goods, linen, silk and textiles and fabrics generally, tapestry, needlework, neckwear, ties, scarves, veils, tinsel and tinsel fabrics and threads, and all articles of wearing attire or personal use or ornament.



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents copyrights, designs or trade marks or any interest therein the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.
- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.

- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing the whole or part of the Shares or securities of such Company.
- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.



- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.
- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

\* 5. The Share Capital of the Company is £1,000 divided into One thousand Shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may

from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

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\* By Ordinary Resolution passed 20th November 1974 the Share Capital of the Company was increased to £10,000 by the creation of 9,000 additional Shares of £1 each.

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
LOUIS CARING, 19, Aylmer Rd., Finchley, N.2.  Dress Manufacturer.	One
SYLVIA CARING, 19, Aylmer Road, Finchley, N 2.  Dress Manufacturer.	One

DATED the 2nd day of January 1967.

WITNESS to the above signatures :—

G B. SPECTOR,  
52, Leicester Villas,  
Hove, Sussex.

Bookkeeper.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

# Articles of Association

OF

## Louis Caring (Sales) Limited

### PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part I) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :—

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.
- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

### SHARES.

3 Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

**LIEN.**

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

**CALLS ON SHARES.**

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

**TRANSFER AND TRANSMISSION OF SHARES.**

6. The following provision shall have effect and shall be added after Clause 23 of Table "A" viz :—

23. (A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 6 hereof. Clause 24 of Table "A" shall not apply.

**CONVERSION OF SHARES INTO STOCK.**

8. Clauses 40 to 43 inclusive of Table "A" shall not apply.

**GENERAL MEETINGS.**

9. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

**PROCEEDINGS AT GENERAL MEETINGS.**

10. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

11. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

12. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### **DIRECTORS.**

13. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :--

75. The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit.  
The first Directors shall be LOUIS CARING and SYLVIA CARING.

#### **POWERS AND DUTIES OF DIRECTORS.**

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :--

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **DISQUALIFICATIONS OF DIRECTORS.**

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :--

88. The office of Director shall be vacated if the Director :--

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.

- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

#### ROTATION OF DIRECTORS.

- 16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

#### PROCEEDINGS OF DIRECTORS.

- 17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor :—

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

#### INDEMNITY.

- 18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, 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. This Article shall only have effect so far as its provisions are not avoided by the said Section.

#### ACCOUNTS.

- 19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
<p>LOUIS CARING, 19, Aylmer Rd., Finchley, N.2.  Dress Manufacturer.</p> <p>SYLVIA CARING, 19, Aylmer Road, Finchley, N 2.  Dress Manufacturer.</p>

DATED the 2nd day of January 1967.

WITNESS to the above signatures :-

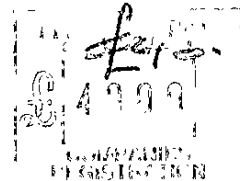
G B SPECTOR,  
52, Leicester Villas,  
Hove, Sussex.

Bookkeeper



COMPANY NUMBER 895642

46



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

LOUIS CARING ( SALES ) LIMITED

Passed on 1st August 1979

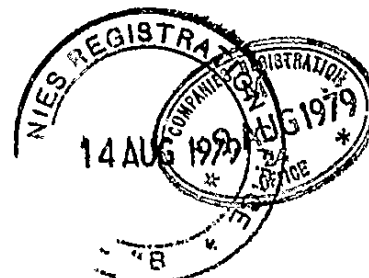
AT AN EXTRAORDINARY GENERAL MEETING OF THE above named Company duly convened and held at 56/57, EASTCASTLE STREET, LONDON W1 on Wednesday the first day of August 1979, the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

" THAT the name of the Company be changed to

JUMP KNITWEAR LIMITED."

Chairman





CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 895642

47

I hereby certify that

**LOUIS CARING (SALES) LIMITED**

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

**JUMP KNITWEAR LIMITED**

Given under my hand at Cardiff the 2ND OCTOBER 1979

E. A. WILSON

*Assistant Registrar of Companies*

COMPANY NAME JUMP KNITWEAR LIMITED COMPANY NUMBER 895642

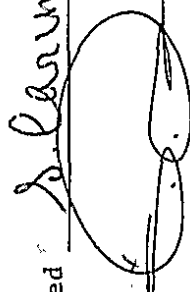
E L E C T I V E   R E S O L U T I O N

We, being the Shareholders of the above named Company on 5th August, 1991 confirm our election:

- \* To dispense with the holding of Annual General Meetings and
- \* Not to lay accounts and reports before the Company in general meetings, and
- \* To dispense with the obligation to appoint auditors annually.

Signed  Richard Caring

Signed Sylvia Caring Mrs Sylvia Caring

Signed  Mrs Sylvia Caring AND John Parnes



295642

**Comins & Co**  
Chartered Accountants  
22 St. Andrew Street, London EC4A 3AN  
Tel: 071-353 5691

Britdoc DX 265

Our reference MBH/RMB

Fax No. 071-583 1296

Your reference

8 November 1994

The Directors  
Jump Knitwear Limited  
2 Milman's Street  
London SW10 0DA

Dear Sirs,

In accordance with Section 392 of The Companies Act 1985, we write to notify you of our resignation as auditors of your company effective from 5 July 1994. In accordance with Section 394(1) of that Act, we confirm that there are not any circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully,

*Comins*



K.A. Wilson B. Sturt P.F.M. Bouquet R.F. Cornish  
R.J.C. Jones M.B. Hearne D.C. Taylor G.J. Bedingfield V.E. Guiry

Consultants: R.W.N. Barrett Roy C. Smith  
Offices at Ashford, Kent and Geneva, Switzerland

Registered to carry on audit work and authorised to carry on investment business by The Institute of Chartered Accountants in England and Wales

Member of the ICC  
international group

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

--	--	--

895652

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

Name of company

895652

\* JUMP KNITWEAR LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 29th July, 1994 the nominal capital of the company has been  
increased by £ 1,200,000.00 beyond the registered capital of £ 10,000.00

A copy of the resolution authorising the increase is attached. §

§ the copy must be  
printed or in some  
other form  
approved by the  
registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

See Ordinary Resolution attached

Please tick here if  
continued overleaf

☐

Signed

[Director][Secretary] ↑ Date

29/7/94

↑ delete as  
appropriate

Presenter's name address  
telephone number & reference (if any)

For official Use

D.E.B.

Post room

H.W. Fisher & Company  
Chartered Accountants  
Acro House, 11-15 William Road London, NW1 3ER  
Telephone 071-388 7000 Fax: 071-380 4900



Company No. 895652

## RESOLUTIONS

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of

JUMF KNITWEAR LIMITED

(Passed on 29th July, 1994)

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The following RESOLUTION was passed as an ORDINARY RESOLUTION at an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 29th July, 1994.

### RESOLUTION

THAT the capital of the company be increased to £1,210,000 by the creation of 1,200,000 Redeemable Preference shares of £1 each which shall have the following rights:-

#### (a) Income

The Redeemable Shares shall confer upon the holders thereof the right to receive a dividend of 7% p.a. (net of Advance Corporation Tax) payable half yearly in arrears on the 1st February and 1st August in respect of the period from date of issue to the next following 31st January or 31st July as the case may be and thereafter for the six monthly periods ending on 31st January and 31st July in each year. The dividends shall be cumulative.

#### (b) Capital

On a return of capital a winding-up or on a reduction of capital involving a return of capital the Redeemable Shares shall entitle the holders thereof, in priority to the Ordinary Shares, to repayment of the capital paid up or credited as paid up thereon. The Redeemable Shares shall not entitle their holders to any further or other right of participation in the assets of the Company on a winding up or other return of capital.

#### (c) Voting

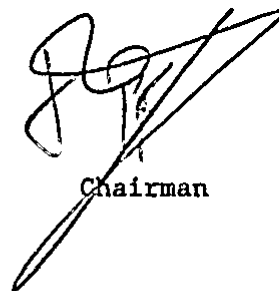
The Redeemable Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company unless the business of the meeting includes the consideration of a resolution for winding up the company or for a reduction in capital or any resolution directly or adversely affecting modifying or abrogating any of the special rights or privileges attached to the Redeemable Shares in which case the holders thereof shall only be entitled to vote at the relevant meeting in respect of such resolution or resolutions.



(d) Redemption

The Redeemable Shares shall be redeemed upon and subject to the following terms and conditions:

- (i) The Company may, in accordance with the provisions of this Article and the Act, at any time redeem all or any of the Redeemable shares then in issue.
- (ii) The Company shall redeem all (but not some only) of the Redeemable Shares then in issue, at par, on 31st July, 1996, or so soon thereafter as the Company shall be permitted to do so in accordance with the Act.
- (iii) The Company shall first give not less than 28 days' prior written notice of redemption to the holders of the Redeemable Shares ("the Redemption Notice"). The Redemption Notice shall fix the time and place for such redemption (and in the case of a notice pursuant to paragraph (ii) above shall specify the Redeemable Shares to which it relates). At the time and place so fixed, the registered holders of the Redeemable shares specified in the Redemption Notice shall be bound to deliver to the Company the certificates for such shares for cancellation and thereupon the Company shall pay to (or to the order of) such holders (by cheque dispatched at the shareholders' risk) all the monies payable in respect of the redemption of such shares, and such payment shall be made through a bank if the Company shall think fit.
- (iv) As from the date of expiry of the Notice of Redemption the Redeemable Shares to which the notice relates shall be extinguished and shall cease to confer any rights upon the holders thereof (except the right to receive the redemption monies).
- (v) If the holder of Redeemable Shares whose shares are liable to be redeemed under this paragraph shall fail or refuse to deliver up the certificate for his shares the Company may retain the redemption monies until delivery up of the certificate or of an indemnity in respect thereof satisfactory to the Company and shall within 7 days thereafter (by cheque dispatched at the holder's risk) send the redemption monies to the holder. No holder of Redeemable shares shall have any claim against the Company for interest on any redemption monies so retained.



Chairman

JUMP KNITWEAR LIMITED

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the company will be held at 2 Milman's Street, King's Road, Chelsea, London SW10 0DA on Friday, 29th July, 1994, at 4 pm. to consider the following resolution which will be proposed as an Ordinary RESOLUTION:

RESOLUTION

THAT the share capital of the Company be increased to £1,210,000 by the creation of 1,200,000 Redeemable Preference shares of £1 each, which shall have the following rights:.

(a) Income

The Redeemable Shares shall confer upon the holders thereof the right to receive a dividend of 7% p.a. (net of Advance Corporation Tax) payable half yearly in arrears on the 1st February and 1st August in respect of the period from date of issue to the next following 31st January or 31st July as the case may be and thereafter for the six monthly periods ending on 31st January and 31st July in each year. The dividends shall be cumulative.

(b) Capital

On a return of capital a winding-up or on a reduction of capital involving a return of capital the Redeemable Shares shall entitle the holders thereof, in priority to the Ordinary Shares, to repayment of the capital paid up or credited as paid up thereon. The Redeemable Shares shall not entitle their holders to any further or other right of participation in the assets of the Company on a winding up or other return of capital.

(c) Voting

The Redeemable Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company unless the business of the meeting includes the consideration of a resolution for winding up the company or for a reduction in capital or any resolution directly or adversely affecting modifying or abrogating any of the special rights or privileges attached to the Redeemable Shares in which case the holders thereof shall only be entitled to vote at the relevant meeting in respect of such resolution or resolutions.

(d) Redemption

The Redeemable Shares shall be redeemed upon and subject to the following terms and conditions:



(i) The Company may, in accordance with the provisions of this Article and the Act, at any time redeem all or any of the Redeemable shares then in issue.

(ii) The Company shall redeem all (but not some only) of the Redeemable Shares then in issue, at par, on 31st July, 1996, or so soon thereafter as the Company shall be permitted to do so in accordance with the Act.

(iii) The Company shall first give not less than 28 days' prior written notice of redemption to the holders of the Redeemable Shares ("the Redemption Notice"). The Redemption Notice shall fix the time and place for such redemption (and in the case of a notice pursuant to paragraph (ii) above shall specify the Redeemable Shares to which it relates). At the time and place so fixed, the registered holders of the Redeemable shares specified in the Redemption Notice shall be bound to deliver to the Company the certificates for such shares for cancellation and thereupon the Company shall pay to (or to the order of) such holders (by cheque dispatched at the shareholders' risk) all the monies payable in respect of the redemption of such shares, and such payment shall be made through a bank if the Company shall think fit.

(iv) As from the date of expiry of the Notice of Redemption the Redeemable Shares to which the notice relates shall be extinguished and shall cease to confer any rights upon the holders thereof (except the right to receive the redemption monies).

(v) If the holder of Redeemable Shares whose shares are liable to be redeemed under this paragraph shall fail or refuse to deliver up the certificate for his shares the Company may retain the redemption monies until delivery up of the certificate or of an indemnity in respect thereof satisfactory to the Company and shall within 7 days thereafter (by cheque dispatched at the holder's risk) send the redemption monies to the holder. No holder of Redeemable shares shall have any claim against the Company for interest on any redemption monies so retained.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. A proxy need not also be a member.

2 Milman's Street  
London  
SW10 0DA  
12th July, 1994

BY ORDER OF THE BOARD

  
Secretary

JUMP KNITWEAR LIMITED

Minutes of an Extraordinary General Meeting  
held at 2 Milman's Street, King's Road, Chelsea, London SW10 0DA  
on Friday, 29th July, 1994

Present: Peter Foster (in the Chair)  
John Macaulay

PROXIES

The Chairman reported he had been appointed proxy for Mr Richard Caring and Mrs Sylvia Caring had appointed Mr John Macaulay as her proxy.

NOTICE

IT WAS RESOLVED THAT the notice convening the meeting be taken as read.

INCREASE  
IN SHARE  
CAPITAL

IT WAS RESOLVED THAT the capital of the company be increased to £1,210,000 by the creation of 1,200,000 Redeemable Preference shares of £1 each which shall have the following rights:

(a) Income

The Redeemable Shares shall confer upon the holders thereof the right to receive a dividend of 7% p.a. (net of Advance Corporation Tax) payable half yearly in arrears on the 1st February and 1st August in respect of the period from date of issue to the next following 31st January or 31st July as the case may be and thereafter for the six monthly periods ending on 31st January and 31st July in each year. The dividends shall be cumulative.

(b) Capital

On a return of capital a winding-up or on a reduction of capital involving a return of capital the Redeemable Shares shall entitle the holders thereof, in priority to the Ordinary Shares, to repayment of the capital paid up or credited as paid up thereon. The Redeemable Shares shall not entitle their holders to any further or other right of participation in the assets of the Company on a winding up or other return of capital.

(c) Voting

The Redeemable Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company unless the business of the meeting includes the consideration of a resolution for winding up the company or for a reduction in capital or any resolution directly or adversely affecting modifying or abrogating any of the special rights or privileges attached to the Redeemable Shares in which case the holders thereof shall

only be entitled to vote at the relevant meeting in respect of such resolution or resolutions.

(d) Redemption

The Redeemable Shares shall be redeemed upon and subject to the following terms and conditions:

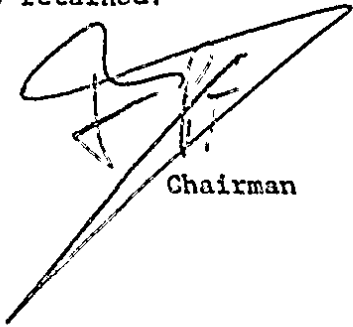
(i) The Company may, in accordance with the provisions of this Article and the Act, at any time redeem all or any of the Redeemable shares then in issue.

(ii) The Company shall redeem all (but not some only) of the Redeemable Shares then in issue, at par, on 31st July, 1996, or so soon thereafter as the Company shall be permitted to do so in accordance with the Act.

(iii) The Company shall first give not less than 28 days' prior written notice of redemption to the holders of the Redeemable Shares ("the Redemption Notice"). The Redemption Notice shall fix the time and place for such redemption (and in the case of a notice pursuant to paragraph (ii) above shall specify the Redeemable Shares to which it relates). At the time and place so fixed, the registered holders of the Redeemable shares specified in the Redemption Notice shall be bound to deliver to the Company the certificates for such shares for cancellation and thereupon the Company shall pay to (or to the order of) such holders (by cheque dispatched at the shareholders' risk) all the monies payable in respect of the redemption of such shares, and such payment shall be made through a bank if the Company shall think fit.

(iv) As from the date of expiry of the Notice of Redemption the Redeemable Shares to which the notice relates shall be extinguished and shall cease to confer any rights upon the holders thereof (except the right to receive the redemption monies).

(v) If the holder of Redeemable Shares whose shares are liable to be redeemed under this paragraph shall fail or refuse to deliver up the certificate for his shares the Company may retain the redemption monies until delivery up of the certificate or of an indemnity in respect thereof satisfactory to the Company and shall within 7 days thereafter (by cheque dispatched at the holder's risk) send the redemption monies to the holder. No holder of Redeemable shares shall have any claim against the Company for interest on any redemption monies so retained.



Chairman

JUMP KNITWEAR LIMITED

Minutes of a Meeting of Directors  
held at the Company's Offices  
at 2 Milman's Street, King's Road, Chelsea,  
London SW10 0DA on 12th July, 1994

Present:- Peter Foster (in the Chair)  
John Macaulay

ALLOTMENT  
OF SHARES

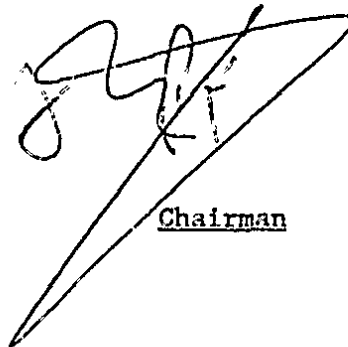
IT WAS RESOLVED THAT in response to an application together with payment in full, 1,200,000 Redeemable Preference shares of £1 each be allotted to Mr Richard Caring, for cash at par.

DISTINGUISHING  
NUMBERS FOR  
SHARES

IT WAS RESOLVED THAT all the shares in the company being fully paid up, distinguishing numbers for shares be dispensed with.

ISSUE OF  
SHARE  
CERTIFICATE

IT WAS RESOLVED THAT a share certificate be issued under the common seal of the company in the name of Richard Caring for 1,200,000 Redeemable Preference shares of £1 each.

A large, stylized handwritten signature, likely of Peter Foster, is written over the word 'Chairman'.

Chairman

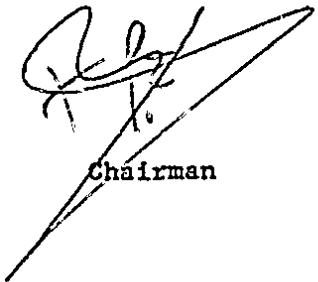
# JUMP KNITWEAR LIMITED

Minutes of a Meeting of Directors  
held at the Company's Offices  
at 2 Milman's Street, King's Road, Chelsea,  
London SW10 0DA on 12th July, 1994

Present:- Peter Foster (in the Chair)  
John Macaulay

EXTRAORDINARY  
GENERAL  
MEETING

The draft of the notice of an Extraordinary General Meeting of the Company (a copy of which is attached to these minutes) was tabled and approved and IT WAS RESOLVED THAT an Extraordinary General Meeting be convened and held in accordance therewith on Friday, 29th July, 1994, and that the Secretary be and is hereby authorised and instructed to issue notices of such meeting forthwith



Chairman