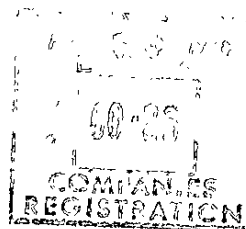
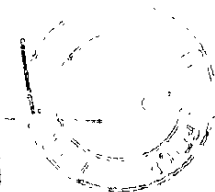


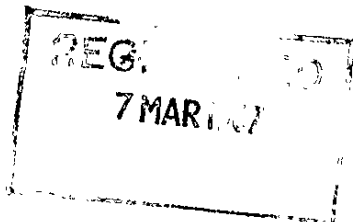
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ny

900059



Form No. 41

## THE COMPANIES ACT, 1948



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

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

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

VITALAM (MANDLEBERG)

LIMITED

acted by

Boote Edgar & Co.,

53, Spring Gardens,

Manchester, 2.

I, JAMES HERBERT OGDEN

of 53, Spring Gardens, Manchester, 2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am (\*) a Solicitor of the  
Supreme Court engaged in the formation

of  
VITALAM (MANDLEBERG) 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 Manchester

the 16th day of February  
one thousand nine hundred and sixty-  
seven

James H Ogdan

Before me,

Arnold Mervin

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

where of  
company

900059

REGISTERED

7 MAR 1967

Form No. 25

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of the Nominal Capital

OF

VITALAM (MANDLEBERG)

### LIMITED

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

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

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

Presented by

Boote Edgar & Co.,

53, Spring Gardens,  
Manchester, 2.

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

VITALAM (MANDLEBERG)

Limited,

is £ 100, divided into:

100 Shares of £1 each

Shares of each

\*Signature

Description

DIRECTOR

Dated the 16th day of February 19.67

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

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

7 MAR 1967

The Companies Act, 1948

COMPANIES  
REGISTRATION

COMPANY LIMITED BY SHARES

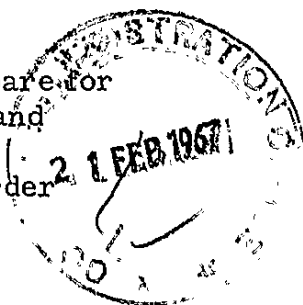
900059 | 3

**Memorandum of Association**

of

VITALAM (MANDLEBERG) LIMITED.

1. The name of the Company is "VITALAM (MANDLEBERG) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (A) To carry on in all or any of their respective branches all or any of the trades or businesses of manufacturers, exporters, importers, mixers and merchants of and dealers in Polyurethane foam, foamed latex, foamed plastics, natural rubber, synthetic rubber, rubber latex, rubber compound, plastics, chemicals of all kinds, leather, artificial leather, wood, glass, china, metals, minerals of all kinds, natural fibres, synthetic fibres, natural resins, synthetic resins and all or any products or goods manufactured therefrom and therewith, and substances natural or artificial and whether in the pure state or compounded having all or any of the properties of such products or articles.
  - (B) To carry on in all or any of their respective branches all or any of the trades or businesses of designers, manufacturers, exporters, importers and merchants of plant, machinery, tools, appliances and equipment for the making or gaining of all or any of the beforementioned products or articles and plant, machinery and tools generally for use in any manufacturing or other trade or business.
  - (C) To buy, sell, manufacture, manipulate, prepare for market, improve, alter, take or let on hire and deal in either wholesale or retail or on hire purchase and either through shops or mail order.



business and whether as principals or agents merchandise commodities articles and things of all kinds which can be conveniently dealt with by the Company in connection with any of its objects and to carry on any other business (manufacturing or otherwise) which can be conveniently carried on in connection with any of the objects of the Company or which may be calculated directly or indirectly to enhance the value of or render profitable any other property or rights for the time being of the Company.

- (D) To carry on business of manufacturers of, repairers of, dealers in, factors of, merchants of and agents for the sale of rubber soles and heels for boots and shoes, rubber boots, shoes, overshoes, goloshes or any similar article or articles, whether manufactured of india-rubber, gutta percha, leather, canvas, cloth or any other material, and india-rubber and gutta percha goods of every description, parts of and accessories to the same or any part or parts thereof; wholesale export and retail buying and selling agents and commission agents for any of the foregoing or otherwise, and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (E) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

- (I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee and secure by mortgage, debenture bond, covenant, or any form of charge on any of the Company's property or assets, the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested,
- (K) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (L) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or

special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.



- (I) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or registered in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each and the Company shall have power to divide the original and any increased capital into several classes, having attached thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

- - - - -

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.
<p>Fennley Arthur Parker 32 Spring Ave, Geef Cross, Hyde, Cheshire</p>	<p>One</p>
<p>Company Director Alfred Broadbent 18, Langley Ave., Gorton, Oldham</p>	
<p>Company Director.</p>	<p>One.</p>

DATED this 16<sup>th</sup> day of February 1967.

WITNESS to the above Signatures :-

Michael Winterbottom

12, Ainley Wood.

Delph.

Oldham

Company Secretary

900059/4

The Companies Act, 1948

7 MAR 1967

COMPANY LIMITED BY SHARES



# Articles of Association

of

VITALAM (MANDLEBERG) LIMITED.

## PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table "A" of the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.

2. Regulations 1, 24, 53, 60, 75, 76, 77, 79, 84, 87 to 97 inclusive, 107 and 108 of Part I and Regulations 4 and 5 of Part II of Table "A" shall not apply.

3. In these Articles if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

### WORDS

### MEANINGS

The Act

The Companies Act, 1948.

The Statutes

The Companies Act, 1948, and every statutory modification or re-enactment thereof for the time being in force.

The Directors.

The Directors for the time being of the Company.

The Board.

The Directors or any of them acting as the Board of the Company.

The Office.

The Registered Office for the time being of the Company.

The Seal.

The Common Seal of the Company.

The United Kingdom

Great Britain and Northern

	Ireland.
Paid up.	Paid up or credited as paid up.
Dividend.	Dividend or bonus.
In Writing.	Written, or visibly produced by any substitute for writing, or partly by one or partly another.

And the expression "Secretary" shall include a temporary or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary.

Words denoting the singular number only shall include the plural number also and vice versa.

Words denoting the masculine gender only shall also include the feminine gender.

Words denoting persons only shall include corporations.

Save as aforesaid any words or expression defined in the statutes shall, if not inconsistent with the subject or context bear the same meanings in these Articles.

#### SHARES.

4. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such time and on such conditions as they think proper, subject to the provisions of the next following Article and to Regulation 2 of Part II of Table "A" and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

5. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the Members or to any class of Members. If any such direction is given, such offer shall be made by Notice specifying the number of shares offered, and limiting a time within which the offer if not accepted will be deemed to be declined and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

6. In Regulation 11 of Part I of Table "A" the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

7. In Regulation 15 of Part I of Table "A" the words "except insofar as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

8. The proviso to Regulation 32 of Part I of Table "A" shall be omitted.

#### GENERAL MEETINGS.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company entitled to attend and vote at general Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held but a resolution so signed shall not be effective to do anything required by the Act to be done in general meeting or by special or extraordinary resolution. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney.

11. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 53 of Part I of Table "A" shall be construed accordingly.

12. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall consist of two Members present in person or by proxy.

13. All business that is transacted at an Extraordinary General Meeting shall be deemed special business and all business that is transacted at an Annual General Meeting shall also be deemed special business with the exception of sanctioning or declaring dividends the consideration of the accounts and balance sheet the ordinary reports of the Directors and Auditors and any other documents required to be annexed to the balance sheet the reappointment of retiring Auditors the fixing of the remuneration of the Auditors and the voting of remuneration or extra remuneration to the Directors.

14. In the case of an equality of votes either on a show of

hands or on a poll the Chairman shall have no casting vote and a resolution which shall have given rise to an equality of votes shall be deemed to have failed.

#### DIRECTORS.

15. The Board of Directors of the Company shall not be less than two nor more than seven. The first Directors of the Company shall be nominated in writing by the Subscribers to the Memorandum of Association.

16. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid for their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company.

17. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

18. A Director shall not be required to hold any share in the Company to qualify him for office.

19. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of 70 years or any other age.

#### BORROWING POWERS.

20. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party including its holding company.

#### POWERS AND DUTIES OF DIRECTORS.

21. The Board may delegate any of its powers (other than the powers to borrow and make calls) to Committees consisting of such Member or Members of its body as it thinks fit. Any Committee so formed shall, in the exercise of the power so delegated conform to any Regulations that may be imposed on it by the Board. The Meetings and proceedings of any such Committee consisting of two or more Members shall be

governed by the provisions of these Articles regulating the Meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any Regulation made by the Directors under this Article.

22. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any other office or employment under the Company, (except as regards the office of Auditor), or as Vendor, Purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, either personally or by virtue of his association with any other Company, be liable to be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any such Contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the Contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. Subject to his so disclosing his interest a Director shall be counted for the purpose of ascertaining a quorum and may vote in respect of any Contract made by him with the Company or in respect of any Contract or arrangement in which he is so interested, and if he shall do so his vote shall be counted.

23. A General Notice given to the Board by any Director to the effect that he is a Member of or associated with any specified Company or firm and is to be regarded as interested in any Contract which may thereafter be made with that Company or firm shall be deemed a sufficient declaration of interest in relation to any Contract so made provided that no such Notice shall be of effect unless either it is given at a Meeting of the Board or the Director giving it takes reasonable steps to secure that it is brought up and read at the next Meeting of the Board after it is given.

#### DISQUALIFICATION OF DIRECTORS.

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

- (A) Resigns his office by Notice in writing to the Company;  
or
- (B) Becomes bankrupt or insolvent or compounds with his Creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) If he be convicted of an indictable offence not being an offence under the Road Traffic Acts.

25. Subject to the provisions of Section 184 of the Act a Director of the Company shall not be required to retire from

office at any Annual General Meeting of the Company.

#### PROCEEDINGS OF DIRECTORS.

26. The quorum necessary for the transaction of the business of the Board shall consist of two Directors.

27. A resolution in writing signed by all the Directors for the time being shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a Director thereof or its duly appointed Attorney.

28. (i) Any Director may at any time appoint any person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company. Every person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the Agent of the Director whom he represents.

(ii) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which Notices may be served upon him) be entitled to receive Notices of all meetings of the Board, and to attend and vote as a Director at any such meeting, at which the Director appointing is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

(iii) An alternate Director shall ipso facto cease to be an alternate Director if his appointment ceases for any reason to be a Director otherwise than by death and being re-elected at the same meeting.

(iv) All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office.

(v) An alternate Director who is present at a meeting of the Board shall be counted in the place of the Director whom he represents for the purpose of ascertaining whether the quorum required by Article 26 hereof is present and for this purpose (and this purpose only) shall be deemed to have been appointed a Director of the Company pursuant to the same Article hereof as the Director who he represents.

(vi) Any such alternate Director shall be entitled to act at all meetings and in all proceedings in which and on all occasions when the Director or Directors who appointed him shall not act himself or themselves and shall have one vote for each Director whom he represents at such meetings or proceedings.

(vii) An alternate Director shall be entitled to act at any meeting or proceeding notwithstanding that one or more of the



Directors appointing him shall be present so long as at least one Director who appointed him shall be absent and in that case he shall act for and represent such absent Director or Directors.

(viii) A Director may be appointed by and act as an alternate Director for another Director or Directors and in the absence of any such Director or Directors shall have an additional vote for each Director for whom he acts as an alternate Director.

(ix) Save as aforesaid an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director nor shall he represent himself as a Director of the Company.

#### PENSION SCHEMES.

29. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

#### MANAGING DIRECTOR.

30. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director appointed to the office of Managing Director shall (subject to the provisions of any Contract between himself and the Company) be subject to the same provisions as to removal as the other Directors of the Company and if he ceases from any cause to be a Director he shall ipso facto cease to be a Managing Director.

31. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Femley Arthur Parker  
32 Spring Ave  
Green Cross.  
Hyde, Cheshire

Company Director  
Alfred Broadbent  
18, Langley Ave.,  
Gorton,  
Oldham.

Company Director.

DATED this 16<sup>th</sup> day of February 1967.

WITNESS to the above Signatures:-

Michael Winterbottom  
12, Ainley Wood  
Delph.  
Oldham  
Company Secretary

DUPLICATE FOR THE FILE.

No. 900059



## Certificate of Incorporation

I Hereby Certify that

VITALAM (MANDLEBERG) LIMITED

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

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

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

Certificate  
received by }

Date

7 MAR 1968

COMPANY LIMITED BY SHARES

**Special Resolution**

of

VITALAM (MANDLEBERG) LIMITED.

SOUDAN STREET, MIDDLETON, MANCHESTER.

(Passed the 5th April 1967)

AT an EXTRAORDINARY GENERAL MEETING of the  
above named Company duly convened and held at the registered office  
of the Company on the 5th April 1967 the following  
Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the provisions of the Memorandum of Association  
of the Company with respect to the objects of the Company  
be altered by deleting paragraphs (H) and (I) of Clause 3  
and substituting therefor the following new paragraph to  
be numbered (II) namely:-

- "(II) To borrow or raise or secure the payment of  
money, and for those or other purposes  
(including in particular but without prejudice  
to the generality of the foregoing as collateral  
security for any guarantee given by the Company  
or for any obligation of any subsidiary of the  
Company for the time being or of any Company  
of which the Company is for the time being a  
subsidiary or of any other subsidiary of such  
Company) to mortgage or charge the under-  
taking and all or any part of the property and  
assets of the Company, both present and future,  
including any uncalled capital and to create and  
issue debentures and other securities and so  
that for the purposes of this Clause "subsidiary"  
shall have the meaning ascribed thereto by  
Section 154 of the Companies Act 1948."

Chairman.

REGISTERED

4 APR 1967

REGISTERED  
18 APR

COMPANY LIMITED BY SHARE

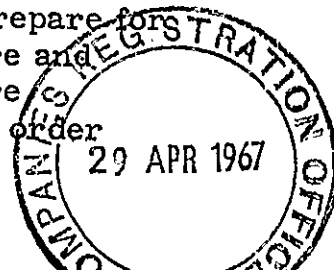
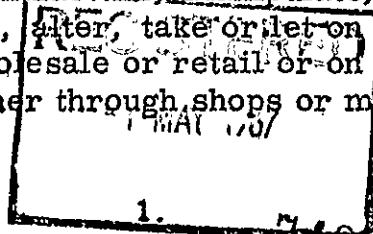
## Memorandum of Association

S/Res A/m. (alter)

of

VITALAM (MANDLEBERG) LIMITED.  
(Amended by Special Resolution passed the 5th April 1967.)

1. The name of the Company is "VITALAM (MANDLEBERG) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (A) To carry on in all or any of their respective branches all or any of the trades or businesses of manufacturers, exporters, importers, mixers and merchants of and dealers in Polyurethane foam, foamed latex, foamed plastics, natural rubber, synthetic rubber, rubber latex, rubber compound, plastics, chemicals of all kinds, leather, artificial leather, wood, glass, china, metals, minerals of all kinds, natural fibres, synthetic fibres, natural resins, synthetic resins and all or any products or goods manufactured therefrom and therewith, and substances natural or artificial and whether in the pure state or compounded having all or any of the properties of such products or articles.
  - (B) To carry on in all or any of their respective branches all or any of the trades or businesses of designers, manufacturers, exporters, importers and merchants of plant, machinery, tools, appliances and equipment for the making or gaining of all or any of the beforementioned products or articles and plant, machinery and tools generally for use in any manufacturing or other trade or business.
  - (C) To buy, sell, manufacture, manipulate, prepare for market, improve, alter, take on hire and deal in either wholesale or retail or on hire purchase and either through shops or mail order



Sunderam S  
M. S. S.

business and whether as principals or agents merchandise commodities articles and things of all kinds which can be conveniently dealt with by the Company in connection with any of its objects and to carry on any other business (manufacturing or otherwise) which can be conveniently carried on in connection with any of the objects of the Company or which may be calculated directly or indirectly to enhance the value of or render profitable any other property or rights for the time being of the Company.

- (D) To carry on business of manufacturers of, repairers of, dealers in, factors of, merchants of and agents for the sale of rubber soles and heels for boots and shoes, rubber boots, shoes, overshoes, goloshes or any similar article or articles, whether manufactured of india-rubber, gutta percha, leather, canvas, cloth or any other material, and india-rubber and gutta percha goods of every description, parts of and accessories to the same or any part or parts thereof; wholesale export and retail buying and selling agents and commission agents for any of the foregoing or otherwise, and any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (E) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- \* (H) To borrow or raise or secure the payment of money, and for those or other purposes (including in particular but

\* Sub clause (H) was adopted by Special Resolution passed on the 5th April 1967 in the place of the former sub clauses (H) and (I)

without prejudice to the generality of the foregoing as collateral security for any guarantee given by the Company or for any obligation of any subsidiary of the Company for the time being or of any Company of which the Company is for the time being a subsidiary or of any other subsidiary of such Company) to mortgage or charge the undertaking and all or any part of the property and assets of the Company, both present and future, including any uncalled capital and to create and issue debentures and other securities and so that for the purposes of this Clause "subsidiary" shall have the meaning ascribed thereto by Section 154 of the Companies Act 1948. ✓

~~(I) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.~~ ✓

(J) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee and secure by mortgage, debenture bond, covenant, or any form of charge on any of the Company's property or assets, the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested. ✓

(K) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others. ✓

(L) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company. ✓

- (M) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (N) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (O) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (Q) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (S) To sell, improve, manage, develop, turn to account,



exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled or registered in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 shares of £1 each and the Company shall have power to divide the original and any increased capital into several classes, having attached thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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Number of } 900059  
Company }

Form No. 26a

**THE STAMP ACT, 1891**  
(54 & 55 VICT., CH. 39)



**COMPANY LIMITED BY SHARES**



**Statement of Increase of the Nominal Capital**

OF



**VITALAM (MANDLEBERG)**

**LIMITED**



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

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

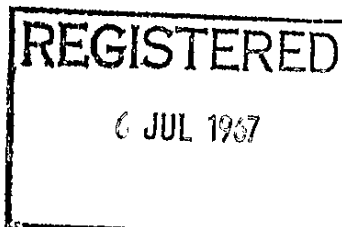
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the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

Presented by

**Boote Edgar & Co.,**

**53, Spring Gardens,**

**Manchester, 2.**



The Solicitors' Law Stationery Society, Limited.

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

VITALAM (MANDLEBERG)

Limited

has by a Resolution of the Company dated

23rd June

1967

been increased by

the addition thereto of the sum of £24,900

divided into:—

24,900

Shares of

£1

each

Shares of

each

beyond the registered Capital of £100

Signature

*J. K. W. C.*

(State whether Director or Secretary) Secretary

Dated the

30th

day of

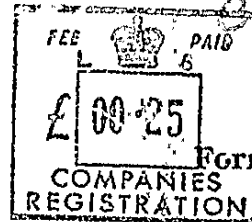
June

1967

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Number of  
Company } 900059

16



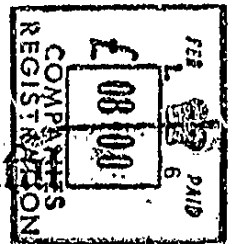
Form No. 10



## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63



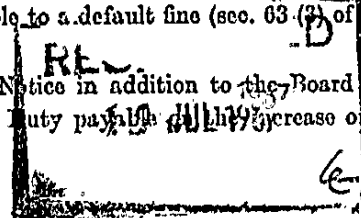
Insert the  
Name  
of the  
Company

VITALAM (MANDLEBERG)

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 (2) of the Act).

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

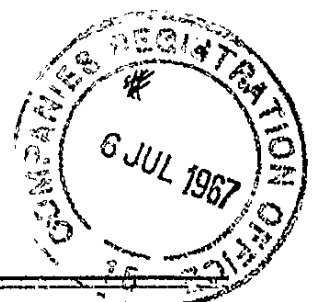


Presented by

Boote Edgar & Co.,

53, Spring Gardens,

Manchester, 2.



To THE REGISTRAR OF COMPANIES.

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

Vitalam (Mandleberg) Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an\* Ordinary

Resolution of the Company dated the 23rd day of June 196 7

the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 24,900 beyond the Registered Capital  
of £ 1,00

The additional Capital is divided as follows:—

Number of Shares

Class of Share

Nominal amount  
of each Share

24,900

Ordinary

£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:—  
ranking pari passu in all respects with the existing  
Ordinary Shares of the Company

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

Signature

Jakovec

State whether Director  
or Secretary

Secretary

Dated the

30th

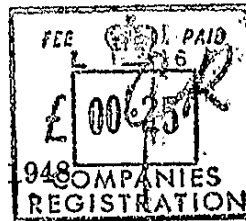
day of

June

196 7

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0059



5/-

COMPANY LIMITED BY SHARES

## Ordinary Resolution

- of -

VITALAM (MANDLEBERG) LIMITED.

(Passed Friday the 23rd June, 1967)

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company on the 23rd day of June 1967, the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:-

### ORDINARY RESOLUTION

"That the Capital of the Company be increased to £25,000 by the creation of 24,900 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares of the Company"

Chairman.

THE COMPANIES ACTS 1948 AND 1967.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF  
VITALAM (MANDLEBERG) LIMITED.

Passed the 30th. April 1969.

At an Extraordinary General Meeting of the above named Company duly convened and held at the Company's offices in Seaford Road, Pendleton, Salford 6, Lancs. on the 30th. April 1969 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

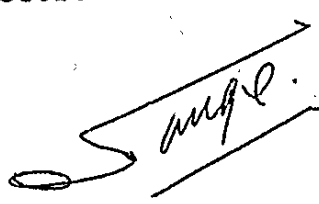
That the Articles of Association of the Company be altered in the following respects:-

- (i) By the deletion of Clause 15 and the substitution therefor of the following Clause to be numbered 15(a):-

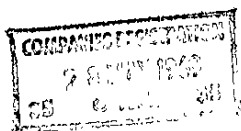
"15(a) The number of Directors shall not be less than two nor more than twelve"

- (ii) By the adoption of the following Clause to be numbered 15(b):-

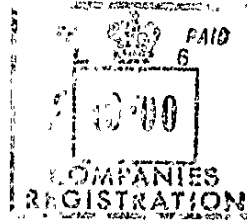
"15(b) The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations"

  
A. Tonge.

Chairman.



No. 900059.



file

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

VITALAM (MANDLEBERG) LIMITED

Passed on the 20th day of January, 1970.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 20th day of January, 1970, the following Resolution was duly passed, as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

"That with the consent of the Board of Trade the name of the Company be changed to 'VITALAM LIMITED'."

A. TONGE  
Chairman





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 900059

*23*

I hereby certify that

**VITALAM (HANDLERBERG) LIMITED**

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

**VITALAM LIMITED**

Given under my hand at London the 5th FEBRUARY, 1970

*F. L. Knight*

(F. L. KNIGHT)  
Assistant Registrar of Companies

*o*

*Sh*

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

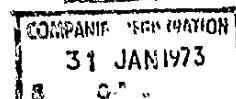
VITALAM LIMITED

(As altered by Special Resolution up to the  
1st January 1973)

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table "A" of the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to the Company.
2. Regulations 1, 24, 53, 60, 75, 76, 77, 79, 84, 87 to 97 inclusive, 107 and 108 of Part I and Regulations 4 and 5 of Part II of Table "A" shall not apply.
3. In these Articles if not inconsistent with the subject of context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act, 1948
The Statutes	The Companies Act, 1948 and every statutory modification or re-enactment thereof for the time being in force
The Directors	The Directors for the time being of the Company
The Board	The Directors or any of them acting as the Board of the Company
The Office	The Registered Office for the time being of the Company
The Seal	Since signed by the Company



Paid up.

Paid up.

Paid up or credited as paid up.

Dividend.

Dividend or bonus.

In Writing

Written, or visibly produced by any substitute for writing, or partly by one or partly another.

And the expression "Secretary" shall include a temporary or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary.

Words denoting the singular number only shall include the plural number also and vice versa.

Words denoting the masculine gender only shall also include the feminine gender

Words denoting persons only shall include corporations.

Save as aforesaid any words or expression defined in the statutes shall, if not inconsistent with the subject or context bear the same meanings in these Articles.

#### SHARES.

4. The shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such time and on such conditions as they think proper, subject to the provisions of the next following Article and to Regulation 2 of Part II of Table "A" and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

5. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the Members or to any class of Members. If any such direction is given, such offer shall be made by Notice specifying the number of shares offered, and limiting a time within which the offer if not accepted will be deemed to be declined and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

6. In Regulation 11 of Part I of Table "A" the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

7. In Regulation 15 of Part I of Table "A" the words "except insofar as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

8. The proviso to Regulation 32 of Part I of Table "A" shall be omitted.

#### GENERAL MEETINGS.

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

#### PROCEEDINGS AT GENERAL MEETINGS.

10. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company entitled to attend and vote at general Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held but a resolution so signed shall not be effective to do anything required by the Act to be done in general meeting or by special or extraordinary resolution. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney.

11. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 58 of Part I of Table "A" shall be construed accordingly.

12. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall consist of two Members present in person or by proxy.

13. All business transacted at a special meeting shall be decided by a majority of the Members present in person or by proxy. The Chairman of the meeting shall have the casting vote.

hands or on a poll the Chairman shall have no casting vote and a resolution which shall have given rise to an equality of votes shall be deemed to have failed.

#### DIRECTORS.

- altered  
Special  
solution  
passed on  
14 April  
1909
- 15(a) The number of Directors shall not be less than two nor more than twelve
- 15(b) The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations.
16. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid for their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company.
17. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.
18. A Director shall not be required to hold any share in the Company to qualify him for office.
19. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of 70 years or any other age.

#### BORROWING POWERS.

20. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party including its holding company.

#### POWERS AND DUTIES OF DIRECTORS.

21. The Board may delegate any of its powers (other than the powers to borrow and make calls) to Committees consisting of such Member or Members of its body as it thinks fit. Any Committee so formed shall, in the exercise of the power so delegated conform to any Regulations that may be imposed on it by the Board. The Meetings and proceedings of any such Committee consisting of two or more Members shall be

NOT ORIGINAL

governed by the provisions of these Articles regulating the Meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any Regulation made by the Directors under this Article.

22 No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any other office or employment under the Company, (except as regards the office of Auditor), or as Vendor, Purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, either personally or by virtue of his association with any other Company, be liable to be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any such Contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the Contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. Subject to his so disclosing his interest a Director shall be counted for the purpose of ascertaining a quorum and may vote in respect of any Contract made by him with the Company or in respect of any Contract or arrangement in which he is so interested, and if he shall do so his vote shall be counted.

23. A General Notice given to the Board by any Director to the effect that he is a Member of or associated with any specified Company or firm and is to be regarded as interested in any Contract which may thereafter be made with that Company or firm shall be deemed a sufficient declaration of interest in relation to any Contract so made provided that no such Notice shall be of effect unless either it is given at a Meeting of the Board or the Director giving it takes reasonable steps to secure that it is brought up and read at the next Meeting of the Board after it is given.

#### DISQUALIFICATION OF DIRECTORS.

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

- (A) Resigns his office by Notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent or compounds with his Creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) If he be convicted of an indictable offence not being an offence under the Road Traffic Acts.

25. Subject to the provisions of Section 184 of the Act a Director of the Company shall not be required to retire from

office at any Annual General Meeting of the Company.

## PROCEEDINGS OF DIRECTORS.

26. The quorum necessary for the transaction of the business of the Board shall consist of two Directors.

27. A resolution in writing signed by all the Directors for the time being shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a Director thereof or its duly appointed Attorney.

28. (i) Any Director may at any time appoint any person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company. Every person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the Agent of the Director whom he represents.

(ii) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which Notices may be served upon him) be entitled to receive Notices of all meetings of the Board, and to attend and vote as a Director at any such meeting, at which the Director appointing is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

(iii) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

(iv) All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office.

(v) An alternate Director who is present at a meeting of the Board shall be counted in the place of the Director whom he represents for the purpose of ascertaining whether the quorum required by Article 26 hereof is present and for this purpose (and this purpose only) shall be deemed to have been appointed a Director of the Company pursuant to the same Article hereof as the Director who he represents.

(vi) Any such alternate Director shall be entitled to act at all meetings and in all proceedings in which and on all occasions when the Director or Directors who appointed him shall not act himself or themselves and shall have one vote for each Director whom he represents at such meetings or proceedings.

(vii) An alternate Director shall be entitled to act at any meeting or proceeding notwithstanding that one or more of the

Directors appointing him shall be present so long as at least one Director who appointed him shall be absent and in that case he shall act for and represent such absent Director or Directors.

(viii) A Director may be appointed by and act as an alternate Director for another Director or Directors and in the absence of any such Director or Directors shall have an additional vote for each Director for whom he acts as an alternate Director.

(ix) Save as aforesaid an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director nor shall he represent himself as a Director of the Company.

#### PENSION SCHEMES.

29. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

#### MANAGING DIRECTOR.

30. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director appointed to the office of Managing Director shall (subject to the provisions of any Contract between himself and the Company) be subject to the same provisions as to removal as the other Directors of the Company and if he ceases from any cause to be a Director he shall ipso facto cease to be a Managing Director.

31. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.



**G. CONNELLY & CO.**

CHARTERED ACCOUNTANTS

H. A. CARTER, F.C.A.  
K. J. WHITTLES, F.C.A.  
G. B. ROEBUCK, F.C.A.

Permanent House

Market Street

Huddersfield

HD1 2EX

TELEPHONE NOS. 28456 (2 LINES)

26th March 1982

The Secretary,  
British Vita Company Limited, - 871669  
Soudan Street,  
Middleton,  
Manchester.

Dear Sir,

We hereby resign as Auditors of the Companies listed below, being the dormant subsidiary Companies of the British Vita Group. We confirm that there are no circumstances connected with these resignations which we consider should be brought to the notice of the members or creditors of the Companies concerned.

Mobilier Europe Limited 1182733  
Arnwest Chemicals Limited 630488  
Auto Quiet Limited 809153  
B G Transport Service Limited 566398  
Intovita Developments Limited 830781  
BRR (Sales) Limited 942577  
Dare (Manchester) Limited 540315  
J & W. Jay (1981) Limited 254678  
Springcot Limited 340745  
The Stalybridge Rubber Company Limited 313 344  
E. Stringer & Co. Limited 499873  
Tebro (Bradford) Limited 892892  
The Vale Rubber Co. Limited 936224  
Vitacom Limited 556377  
Vitafoam Limited 901282  
Joseph Anderson & Sons Limited 588158  
Latacom Limited 1072078  
Precision Rubber Products (Denton) Limited 540326  
Vitafoam Bradford Limited 590379  
Vitafoam Scotland Limited 8214681  
Vitafoam Wraystone Limited 793648  
Vitahyd Limited 1036222  
Vitalam Limited 900059  
Vitaluxan Limited 394504  
Vitaluxe Limited 256626



2.

Vitaluxe Wraystone Limited 760917  
Vitamol Limited 285257  
Vitamol (Clyde) Limited SC 25211  
Vitamol Precision Limited 301809  
Vitapol Limited 646867  
Mobilier Furniture Limited 295928  
Vitesta Limited 680829  
W T Noble & Sons Limited 1195699  
Mail Traders Limited 615479  
Mellalieu & Bailey & Co. Limited 732599  
Hughes Haulage (Llanelli) Limited 821902  
Vitasole Limited 888809

Yours faithfully,



C. CONNELLY & CO.

RD/JW

No 900059/VITALAM LIMITED

160

SPECIAL RESOLUTION  
passed on 29 April 1983

At the Annual General Meeting of the above mentioned company duly convened and held at Middleton, Manchester on Friday 29 April 1983 the following resolution was passed as a Special Resolution:

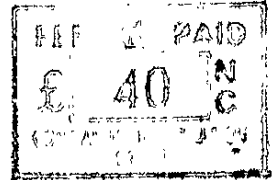
SPECIAL RESOLUTION

1. THAT pursuant to the provisions of Section 12 of the Companies Act 1981 the auditors be not re-appointed.

.....  
*[Signature]*

DIRECTOR





THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

OF

VITALAM LIMITED  
(Registered in London - No. 900059)

At an Extraordinary General Meeting of the Company duly convened and held on Monday, 29th June, 1987 the following resolution was passed as a Special Resolution :

SPECIAL RESOLUTION

IT WAS RESOLVED THAT subject to the consent of the Department of Trade the name of the company be changed from VITALAM LIMITED to VITA INDUSTRIAL POLYMERS LIMITED.

21/7



NW  
/100  
011307

I hereby certify this to be a true photographic copy of the Document of which it purports to be a copy.

Signed.....

SECRETARY

Date.....30/6/87.....

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 900059

I hereby certify that

VITALAM LIMITED

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

VITA INDUSTRIAL POLYMERS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 21 JULY 1987

*P. A. Rowley*  
MRS P. A. ROWLEY

an authorised officer

G

COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

Please do not  
write in  
this margin

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

\* insert full name  
of company

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

To the Registrar of Companies  
(Address overleaf)

For official use

[ ] [ ] [ ] [ ] [ ] [ ]

Company number

900059

Name of company

\* VITA INDUSTRIAL POLYMERS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 9<sup>th</sup> DECEMBER 1987 the nominal capital of the company has been  
increased by £ 75,000 beyond the registered capital of £ 25,000.

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

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 follow:

"Pari passu" with existing shares.

Please tick here if  
continued overleaf

☐

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed



Designation: Secretary

Date 5<sup>th</sup> May 1988

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

Group Secretary  
British Vita Plc  
Soudan Str,  
MIDDLETON M24 2DB

For official Use  
General Section



No. of Company : 900059

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

VITA INDUSTRIAL POLYMERS LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held at the Registered Office on the 9th day of December 1987, the following Resolution was passed:-

THAT, pursuant to Article 79, the Company be authorised to borrow money, from British Vita PLC only, to an amount which, either separately or when added to other external Group borrowings, would cause the aggregate amount borrowed to exceed the Nominal Share Capital of the Company.



No. of Company : 900059

The Companies Act 1985

COMPANY LIMITED BY SHARES


SPECIAL RESOLUTION

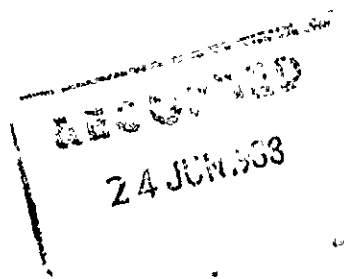
OF

VITA INDUSTRIAL POLYMERS LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held at the Registered Office on the 9th day of December 1987, the following Resolution was passed:-

THAT, pursuant to Article 79, the Company be authorised to borrow money, from British Vita PLC only, to an amount which, either separately or when added to other external Group borrowings, would cause the aggregate amount borrowed to exceed the Nominal Share Capital of the Company.

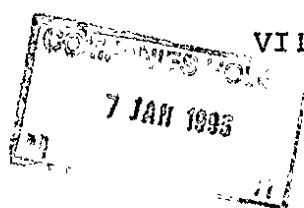
  
Company Secretary.





No. of Company: 900059

The Companies Act 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS OF  
VIFA INDUSTRIAL POLYMERS LIMITED



At an Extraordinary General Meeting of the above-named Company, duly convened and held at Oldham Road, Middleton, Manchester on 22 day of December 1992, the following Resolutions were passed:-

THAT the Directors be authorised to exercise the power to increase the Capital of the Company by the allotment of up to 100,000 additional ordinary shares of £1 each, to be allotted within six months from the date of passing this Resolution.

THAT the Share Capital of the Company be increased to £200,000 by the creation of 100,000 additional ordinary shares of 100p each.

*[Handwritten signature]*



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

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

[ ] [ ] [ ] [ ] [ ] [ ]

900059

Name of company

\* VITA INDUSTRIAL POLYMERS LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 22<sup>nd</sup> DECEMBER 1992 the nominal capital of the company has been  
increased by £ 100,000 beyond the registered capital of £ 100,000.

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

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

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 follow:

TO RANK PARI PASSU WITH EXISTING SHARES OF  
THE SAME CLASS.

Please tick here if  
continued overleaf

☐

Signed

[Director][Secretary]† Date

5<sup>th</sup> January 1993.

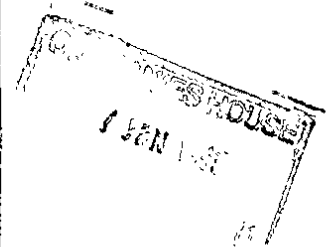
† delete as  
appropriate

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

J HODGES  
VITA SERVICES LTD  
MIDDLETON  
MANCHESTER  
M14 204.

For official Use  
General Section

Post room



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