

No. of Company.....

910628



THE COMPANIES ACT, 1948

The Filing Fee
is 5/-

Declaration of Compliance

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

Pursuant to Section 15(2)

Name of Company :

Acacia Marketing Company

LIMITED

Presented by
JST. FOSTER & HILL
15, LINDSAY SQUARE,
LONDON, E.C.4

JUST AND COMPANY LTD.
Company Directors and Registration Agents
71 NEW OXFORD STREET, LONDON, W.C.1
Telephone : TEMPLE BAR 2261

1000

I, Jerome Andrew Karet
of 11/12 Finsbury Square,
London, E.C.2 ✓

AA ✓ Delete words
not applicable

Do solemnly and sincerely declare that I am [a solicitor of the
Supreme Court engaged in the formation] ^{and} ~~or~~ [a person named in the
Articles of Association as ~~a Director/Secretary~~]

of (9)
Action Packaging Company 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 17 Finsbury
Square London E.C.2
the 16th day of July
one thousand nine hundred and forty seven
before me.

J. Karet

[Signature]
(b) A Commissioner for Oaths.

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

910628

of Company.....

Form No. 25



..... ACTION PACKAGING COMPANY
LIMITED

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

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

The NOMINAL CAPITAL of

..... Action Packaging Company Limited,
 £1000 divided into 1000 shares of £1 each

Signature

Description

the 10th July 1967

Witnessed by

WENT, FOSTER & HILL,
 25 DINSBURY SQUARE,
 E.C.2.

JUST AND COMPANY LTD.

Company Brokers and Registration Agents
 31 NEW OXFORD SQUARE, LONDON, W.C.1
 Telephone: 01-583 2222

910628

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

Action Packaging Company Limited

1. The name of the Company is :- "ACTION PACKAGING COMPANY 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 business as agents for mer-
chants, shippers, importers, exporters,
machinery manufacturers, wholesalers,
retailers, general manufacturers, and
others and to establish agencies for the
import, export, distribution and sale
of goods and merchandise of every des-
cription; to act as commercial agents,
bankers, traders, factors, brokers, commis-
sion agents and concessionaires; to
guarantee the payment of money and the
fulfilment of obligations by other com-
panies, firms and persons and to advance
and lend money and assets of all kinds
with security for the same, and generally
to undertake and execute all kinds of
financial, commercial, trading and other
operations and all kinds of trust and
agency business.

(b) To buy, sell, import, export, manufacture,
exchange, pledge, barter, let or take on
hire, or otherwise deal in or with packa-
ging machinery and accessories, machin-
ery of all kinds, machine tools, and
goods and merchandise of every descrip-
tion.

REGISTERED

13 JUL 1967

12 JUL 1967

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

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

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

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

4. The liability of the members is limited.

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

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Jerome . Isidore Karc</i> <i>11/12 Finsbury Square E.C.2</i> <i>Solent</i>	<i>one</i> ✓
<i>Yvonne Margaret Piner</i> <i>11/11 Finsbury Square</i> <i>London, E.C.2.</i> <i>Solent</i>	<i>one</i> ✓

DATED this 16th day of July 1967.

WITNESSES to the above signatures :-

Frank S. Glens
113 Deodar Road,
London S.W.22.
Solent Hotel Club

THE COMPANIES ACT, 1948

910628

COMPANY LIMITED BY SHARES



Articles of Association

OF

Action Packaging Company Limited

REGISTERED

13 JUL 1967

PRELIMINARY.

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

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

PRIVATE COMPANY.

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

SHARES.

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

LIEN.

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

TRANSFER OF SHARES.

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

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

PROCEEDINGS AT GENERAL MEETINGS.

8. (a) Regulation 54 of Part I of Table "A" shall be read and construed as if the words "the meeting shall be dissolved" were substituted for the words "the members present shall be a quorum".

(b) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes

of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

9. The first Secretary of the Company shall be Jerome Isidore Karet.

DIRECTORS.

10. The number of Directors shall not be less than one nor more than five. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association of the Company.

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

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

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether with or without security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects

the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

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

NAM

NAME'S ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Jerome Isidore Kerec

11/12 Finsbury Square

E.C.2

Subscriber

Yvonne Margaret Pine

11/12 Finsbury Square,

London, E.C.2

Subscriber

DATED this 10th day of July

1967.

WITNESS to the above signatures :-

David B. Gray
143 Ockley Road,
London S.E.22.

Signature Attached

DUPLICATE FOR THE FILE.

No. 910628



Certificate of Incorporation

I Hereby Certify that

ACTION PACKAGING COMPANY LIMITED

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

Given under my hand at London, this 13th July, 1967.

L.S. Whitfield

Assistant Registrar of Companies.

SEE SEPARATE RECORD

Certificate
received by

Date

Company Number 910628 / 21

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION(S)

of ACTION PACKAGING CO. LIMITED

PASSED the 14th day of May 1978,

AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company,
duly convened and held at 109 Baker Street, London W 1

on the 14th day of May 1978, the following SPECIAL
RESOLUTION(S) was / ~~were~~ duly passed:-

THAT the Nominal Capital of the Company be increased
to £50,000 by the creation of a further 49,000
Ordinary Shares of £1 each.

 Chairman



NOTES.

- (1) A copy of this Resolution should be signed by the Chairman of the Meeting or by a Director or the Secretary of the Company whose position should be stated under his name.
- (2) A copy of this Resolution is required to be filed with the Registrar of Companies within 15 DAYS after it has been passed and can be sent to Lewis Coates & Lucas Ltd. for that purpose.

No. of Company 910628/22

THE COMPANIES ACTS 1948 to 1967**Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

Insert name
of Company,
delete "Limited"
if not applicable

ACTION PACKAGING COMPANY

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a Special Resolution of the Company dated the
14th day of May 1978 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 49,000
beyond the registered capital of £100

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
49,000	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:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Ranking in all respects pari passu with the existing ordinary shares

Signature .

State whether Director
or Secretary)

Director

Dated the 15th day of May 1978

Presented by

Brebner Allen & Trapp

Presentor's Reference.

Powell Duffryn House

Rickfords Hill, Aylesbury Bucks.

(see notes overleaf)

A

THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

36

910628

*delete if
inappropriate

Name of company

ACTION PACKAGING COMPANY

Limit

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	1	1	2
---	---	---	---

†delete as
appropriate

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

Day Month Year

3	1	1	2	9	8	2
---	---	---	---	---	---	---

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as
appropriate

The company is a [subsidiary] [holding company]‡ of _____

_____, company number _____

the accounting reference date of which is _____

§delete as
appropriate

Signed



[Director] [Secretary] §Date 18th June 1982

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

Brebner, Allen & Trapp
14 Rickfords Hill
Aylesbury, Bucks

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1981

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

Pursuant to section 3(1) of the Companies Act 1976

3Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

317

910 628

*delete if
inappropriate

Name of company

ACTION PACKAGING COMPANY

Limited*

NotePlease read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

†delete as
appropriate

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

Day Month Year

3 1 1 2 1 9 8 3

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

B. M. S.

[Director] [Secretary] † Date 31/1/83

Presenter's name, address and
reference (if any):*B.M.S.*For official use
General section

Post room





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

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

910628

Name of company

* Action Packaging Company Limited

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 25th June 1990 the nominal capital of the company has been
increased by £ 950,000 beyond the registered capital of £ 50,000.

§ 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:

Please tick here if
continued overleaf

☐

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

Signed 

Designation ‡ MANAGING DIRECTOR Date 25th JUNE 1990

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

For official Use
General Section

Post room

Company No.910628

The Companies Act 1985

Private Company Limited By Shares

ORDINARY RESOLUTIONS

of

ACTION PACKAGING COMPANY LIMITED

Passed 25th June 1990

At an Extraordinary General Meeting of the company duly convened and held at Unit 4, Saracen Trading Estate, Hemel Hempstead, Herts on 25th June 1990 the following ORDINARY RESOLUTIONS were passed:

That the authorised capital of the company be increased to £1,000,000 by the creation of 950,000 shares of £1 each to rank pari passu with the existing shares of the company in every respect.

That the Directors be authorised to issue the unissued shares in the capital of the company up to 950,000 in number as they see fit and as if Sections 89(1) and 90(1) of the Companies Act 1985 did not apply to the company. This authority to expire on the 25th day of June 1995



CHAIRMAN/SECRETARY

