

No. of Company .....

988970 / 1

Form No. 41  
(No registration  
fee payable)

## THE COMPANIES ACTS 1948 TO 1967

### Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company ..... RON HILL SPORTS ..... Limited\*

I, ..... STANLEY HAROLD DAVIS .....  
of ..... 1/3 LEONARD STREET, CITY ROAD, .....  
..... LONDON, E.C.2. .....

Do solemnly and sincerely declare that I am (see note (a) below) ... a person named in the .....  
..... Articles of Association as Secretary, .....  
of ..... RON HILL SPORTS ..... Limited\*  
..... (15) .....

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 11 UPPER BROOK STREET, .....  
..... LONDON, W.1 .....

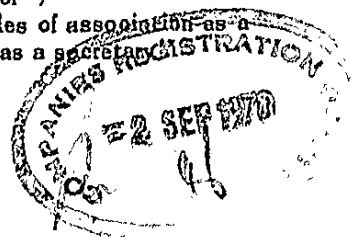
the 1st ..... day of September .....  
one thousand nine hundred and Seventy .....  
before me. Lucienne Roca .....

A Commissioner for Oaths (see note (b) below)

- (a) "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 "a person named in the articles of association as a secretary"

- (b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.



HART & CO. (CITY ROAD) LIMITED  
COMPANY REGISTRATION AGENTS  
1/3 LEONARD STREET, LONDON, E.C.2.  
Telephone: 01-253 4108

Presented by:

Presenter's reference:

Margin reserved for binding

No. of Company

988970/2

CO 10/

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital  
of

RON HILL SPORTS Limited

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

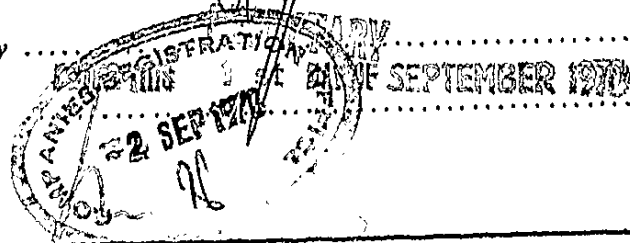
THE NOMINAL CAPITAL OF THE ABOVE COMPANY IS

£ 100

Signed

State whether Director or Secretary

Date



Presented by:

HART & CO. (CITY ROAD) LIMITED  
COMPANY REGISTRATION AGENTS  
1/3 LEONARD STREET, LONDON, E.C.2.  
Telephone: 01-253 4108

Presentor's reference:

Margin reserved for binding

Q THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

988970

3

RON HILL SPORTS LIMITED

1. The name of the Company is RON HILL SPORTS 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 the business of manufacturers, wholesalers, retailers, exporters, importers, promoters, marketers, agents for the sale of and general merchants, dealers and distributors of sports goods, sports accessories, clothing, and accessories of every and any description; to deal in and sell athletic, football, cricket, tennis, swimming, rugby, horse riding, fishing and other equipment and in sports equipment of every and any description; to advertise and promote any goods manufactured or dealt in by the Company; and to carry on business as operators of sports shops of all kinds; and to carry on any other trade or business, which can in the opinion of the Board of Directors, be conveniently or advantageously carried on in connection with or ancillary to all or any of the above businesses, or is calculated, directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business, or as separate and distinct businesses in any part of the world.

HEAT & CO. COMPANY LIMITED



- (B) 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 the general business of the Company.
- (C) 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.
- (D) To erect, construct, lay down, enlarge, alter and maintain any 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.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) 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.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee 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.
- (I) 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.

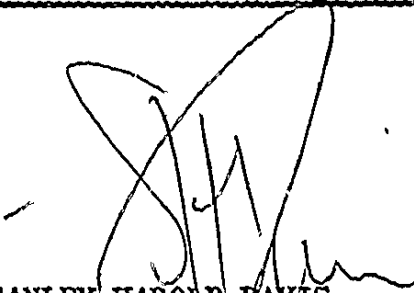
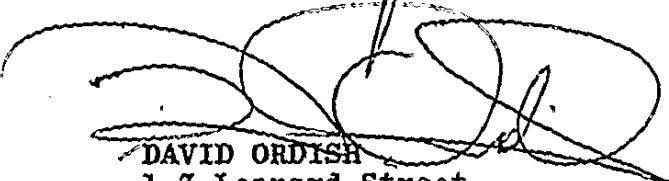
- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) 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 the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred 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.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares 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 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.

- (S) 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.
- (T) 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 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.
- (U) 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.
- (V) 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 maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) 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.
- (X) 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.
- (Y) 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.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

- ✓ 4. The liability of the members is limited. ✓
- ✓ 5. The share capital of the Company is £100.  
divided into 100 Shares of £1 each. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 STANLEY HAROLD DAVIS 1-3 Leonard Street, City Road, London, E.C.2. Company Director.	ONE
 DAVID ORDISH 1-3 Leonard Street, City Road, London, E.C.2. Office Manager.	ONE

DATED THIS 1 st DAY OF SEPTEMBER 1970

Witness to the above Signatures-

MICHAEL CLAFFE  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Company Director.





988970/4

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

## Articles of Association

OF

RON HILL SPORTS LIMITED.

### PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.
2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

### SHARES

3. 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 times 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.
4. Unless otherwise determined by the Company in General Meeting 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 in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, 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. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares 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 same cannot in the view of the Directors be eventually offered in the manner aforesaid.

## LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

## PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

#### BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

#### SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

#### SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

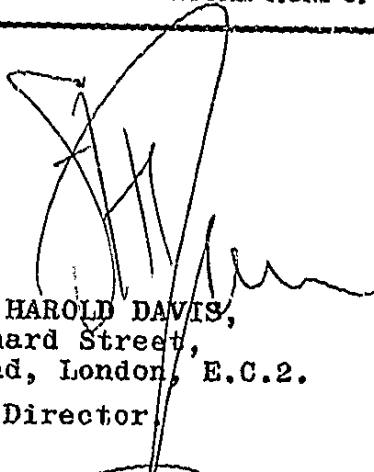
#### INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

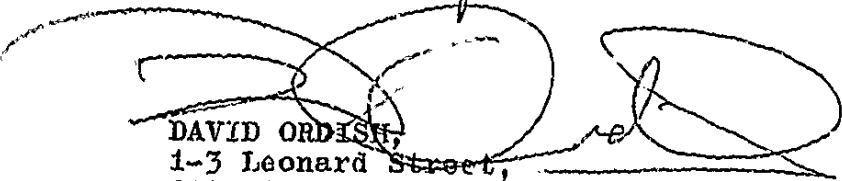
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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STANLEY HAROLD DAVIS,  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Company Director.

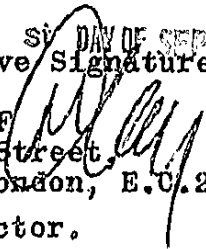


DAVID ORDISH,  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Office Manager.

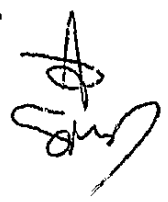
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*DATA THE 21st DAY OF SEPTEMBER, 1970.*

WITNESSED THIS 1<sup>st</sup> DAY OF SEPTEMBER 1970  
Witness to the above Signatures-



MICHAEL CLAFF  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Company Director.





## CERTIFICATE OF INCORPORATION

No. 985870

I hereby certify that

**RON HILL SPORTS LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the

**9TH SEPTEMBER, 1970.**

(F. L. KNIGHT)

Assistant Registrar of Companies

988970/24

## Ordinary Resolution

The Companies Acts 1948-1980  
Company Limited by Shares

of

RON HILL SPORTS LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company

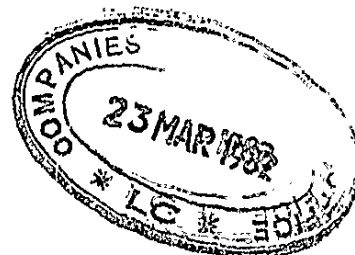
duly convened and held at 2 TOWER STREET HYDE CHESHIRE  
on 15 MARCH 1982

the following ORDINARY RESOLUTION was duly passed, viz:

## Resolution

THAT the Share Capital of the Company be increased from £100 to £50,000 by the creation of 49,900 Ordinary Shares of £1 each, such shares to rank pari passu in all respects with the existing share capital of the Company.

CHAIRMAN



Company No. 988970

Stanley Davis (Company Services) Limited



124-128 City Road, London EC1V 2NJ  
Telephone 01-250 3350 Telex 21957-DAVIS G  
LDE Box No 274

F001

TPS 0615/80

10

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

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

To the Registrar of Companies

For official use Company number

25

988970

Name of Company

\*delete if  
inappropriate

RON HILL SPORTS

Limited\*

+delete as  
appropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
[extraordinary] [special]† resolution of the company dated 15th MARCH 1982the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 49,900 beyond the registered capital of £ 100**Note**This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
49,900	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

To rank pari passu in all respects with the existing share capital of the Company

Please tick here if  
continued overleaf+delete as  
appropriate

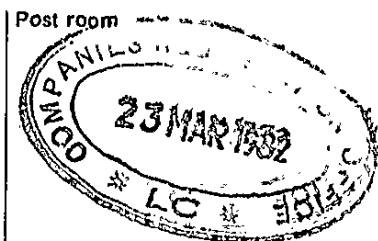
Signed

[Director] [Secretary]† Date 15-3-82Presentor's name, address and  
reference (if any):For official use  
General section

Post room

**Stanley Davis (Company Services) Limited**

International Company Registrations and Searches

124-128 City Road, London EC4V 2NJ  
Telephone 01-250 3350 Telex 21957-DAVIS G  
LDE Box No. 274

THE COMPANIES ACTS 1948 TO 1967

988970  
28

COMPANY LIMITED BY SHARES

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# Memorandum

AND

# Articles of Association

OF

RON HILL SPORTS LIMITED

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Incorporated the 9th day of September 1970.

No. 988970.

We certify that this document  
conforms with the European  
Companies Act, 1972

*[Signature]*  
Secretary





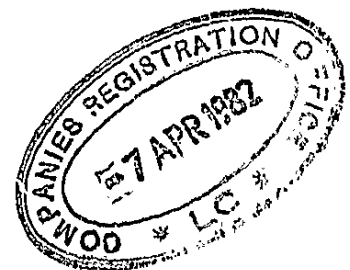
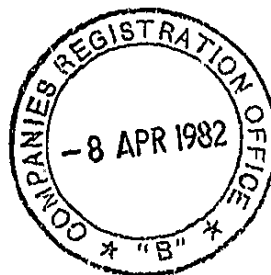
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

**Memorandum of Association**  
OF  
RON HILL SPORTS LIMITED

1. The name of the Company is Ron Hill Sports 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 the business of manufacturers, wholesalers, retailers, exporters, importers, promoters, marketers, agents for the sale of and general merchants, dealers and distributors of sports goods, sports accessories, clothing, and accessories of every and any description; to deal in and sell athletic, football, cricket, tennis, swimming, rugby, horse riding, fishing and other equipment and in sports equipment of every and any description; to advertise and promote any goods manufactured or dealt in by the Company; and to carry on business as operators of sports shops of all kinds; and to carry on any other trade or business, which can in the opinion of the Board of Directors, be conveniently or advantageously carried on in connection with or ancillary to all or any of the above businesses, or is calculated, directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business, or as separate and distinct businesses in any part of the world.



- (B) 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 the general business of the Company.
- (C) 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.
- (D) To erect, construct, lay down, enlarge, alter and maintain any 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.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) 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.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee 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.
- (I) 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.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Insurance Companies Acts, 1958 to 1967, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) 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 the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred 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.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares 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 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.

- (S) 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.
- (T) 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 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.
- (U) 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.
- (V) 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 maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) 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.
- (X) 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.
- (Y) 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.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. \*The Share Capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.

\*The Share Capital of the Company was increased from £100 by Ordinary Resolution passed 15th March 1982.

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
<p>STANLEY HAROLD DAVIS 1-3 Leonard Street, City Road, London, E.C.2. Company Director.</p> <p>DAVID ORDISH 1-3 Leonard Street, City Road, London, E.C.2. Office Manager</p>	<p>ONE</p> <p>ONE</p>

Dated the 17th day of August, 1970.

Witness to the above Signatures-

MICHAEL CLAFF  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Company Director.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

RON HILL SPORTS LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. 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 times 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.

4. Unless otherwise determined by the Company in General Meeting 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 in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, 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. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares 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 same cannot in the view of the Directors be eventually offered in the manner aforesaid.

## LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

## PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.



13. The office of a Director shall be vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
  - (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
  - (3) If he becomes of unsound mind.
  - (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
  - (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

#### BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

#### SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

#### SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

#### INDEMNITY

17. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

STANLEY HAROLD DAVIS,  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Company Director.

DAVID ORDISH,  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Office Manager.

---

Dated the 17th day of August, 1970.

Witness to the above Signatures-

MICHAEL CLAFF  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Company Director.

988970/26

# Ordinary Resolution

The Companies Acts 1948-1980  
Company Limited by Shares

of

RON HILL SPORTS LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above named Company

duly convened and held at 2 TOWER STREET, HYDE, CHESHIRE

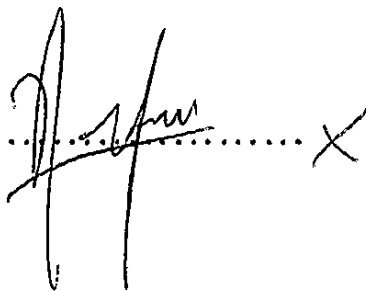
on 15th MARCH 1982

the following ORDINARY RESOLUTION was duly passed, viz:

## Resolution

THAT the sum of £49,998 being part of the reserve funds of the Company be capitalised and the same be applied in making payment in full at par of 49,998 Shares of £1 each in the Share Capital of the Company, such shares to be distributed as fully paid among the persons who were registered as holders of the Ordinary Shares in the capital of the Company at the closing of the books of the Company on 15th MARCH 1982 at the rate of 24,999 fully paid shares for 1 Ordinary Share of £1 each of the Company held by such holders respectively, such fully paid shares to rank for dividend from 15-3-82 -

SIGNATURE X.....X



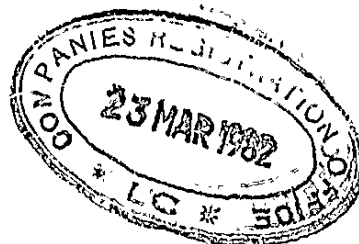
Company No. 988970.....

Stanley Davis (Company Services) Limited



124-128 City Road, London EC1V 2N1  
Telephone 01-250 3350 Telex 21957 DAVIS G  
LDE Box No. 274

F001





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

\*Insert full name  
of company

To the Registrar of Companies

For official use  
[ ] [ ] [ ] [ ] Company number  
988970

Name of company

\* KAN HUI SPORTS LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 26th July 1991 the nominal capital of the company has been  
increased by £9,50,000 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 (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 SHARE CAPITAL OF THE COMPANY

Please tick here if  
continued overleaf

☐

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

Signed

Designations Company Secretary Date 13/8/1991

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

UNIT FES  
40 BERNARD STREET  
LONDON WC1N 1LE  
83.AMH.

For official use  
General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1007 Edin  
287 F  
503715  
\*\*



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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

\* insert full name of company

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

988 970

Name of company

\* Row Hill Sports Ltd.

**Note**  
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

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

Day Month  
3 1 1 2

3. 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 9 1

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:  
The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A  
and it is still in force

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

6. Signed

Designation: SECRETARY Date 13/9/1991

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

M. KINSEY  
Row Hill Sports Ltd  
Redfern House  
Hyde, Cheshire  
SK14 1RD.  
Tel No: 061 369 6894.

For official use D.E.B.	Post room
<div>COMPANIES HOUSE 17 SEP 1991 58</div>	

988970

RON HILL SPORTS LIMITED  
MINUTES OF THE 23RD ANNUAL GENERAL MEETING

HELD AT  
PEACO HOUSE, HYDE

ON  
11TH JUNE 1992



- Present : M.W. Peacock - (Representing Peaco Sport Limited)  
S.M. Kinsey - (Secretary)  
M.R. Peacock  
M. Deegan
- Notice of Meeting : All members being present it was RESOLVED that statutory notice of the meeting be waived and that statutory notice of the special resolution to be passed be waived.
- Directors' Report and Accounts 1991 : It was RESOLVED that the Directors' Report and Accounts for the fifteen months ended 31st December 1991 be received and adopted.
- Dividend : It was RESOLVED that in accordance with the recommendation of the directors, a dividend should not be paid for the fifteen months ended 31st December 1991.
- Directors' Fees : It was RESOLVED that in accordance with the recommendation of the directors, no directors' fees should be paid for the fifteen months ended 31st December 1991.
- Directors : The director retiring by rotation was G. Richards and it was RESOLVED that he be re-elected.  
It was further RESOLVED that M.R. Peacock and M.W. Peacock who were appointed during the period ended 31st December 1991 be re-appointed.
- Auditors : It was RESOLVED that Peat Marwick McLintock be re-appointed auditors and that the directors be authorised to arrange their remuneration.
- Special Resolution : It was resolved that the name of the company be changed to Ronhill Sports Limited and that the secretary be instructed to request the change of name.

*Certified a true copy of the original*

*S.M. Kinsey*



-2-


Registered Office : The secretary be authorised to change the registered office address to :

Peaco House,  
Dawson Street,  
Hyde,  
Cheshire. SK14 1RD

There being no further business, the meeting was declared closed.

  
-----  
CHAIRMAN

*Colled a true copy of the original*

  
S. M. KIMBER  
COMPANY SECRETARY

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 988970

I hereby certify that

**RON HILL SPORTS LIMITED**

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

**RONHILL SPORTS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1 JULY 1992

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer



NUMBER OF COMPANY 988970

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

Ronhill Sports Limited

Passed 30th July 1993

At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at Peaco House, Hyde on 30th July 1993 the undernoted ELECTIVE RESOLUTIONS were duly passed.

RESOLUTIONS

1. That in accordance with the provisions of Section 252 of the Companies Act 1985 the company hereby dispenses with the laying of accounts and reports before the company in General Meeting in respect of the year ending 31st December 1992 and subsequent financial years.
2. That in accordance with the provisions of Section 366A of the Companies Act 1985 the company hereby dispenses with the holding of the Annual General Meeting for 199<sup>2</sup> and subsequent years.
3. That in accordance with the provisions of Section 386 of the Companies Act 1985 the company hereby dispenses with the obligation to appoint auditors annually and that for so long as this resolution shall remain in force the Directors be and they are hereby authorised to fix the auditors' remuneration.

  
-----  
Chairman

26 OCT 1993

HOUSE