

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PET TECHNOLOGIES LIMITED



(As altered by Written Resolution dated the 16th day of June 2000)

1. The name of the Company is "PET TECHNOLOGIES LIMITED"¹.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (a) to manufacture, buy, sell, import, export, distribute and otherwise deal in or with polythene bags and wrappings and containers and packaging materials of all descriptions whether made from plastics or otherwise and to trade in like manner in goods of all kinds made wholly or partly from polythene or other plastics.
 - (b) To carry on business as manufacturers, moulders and fabricators and dealers in plastic substances and in the processing and moulding of plastic goods and materials of all kinds, plastic sheets, mouldings, domestic appliances and utensils, household fittings and conveniences, electrical fittings of all kinds, wireless and television cabinets and cases, builders' and decorators' requisites and materials, furniture, office equipment and advertising media, cinema and theatre scenery, fittings and equipment, clock cases, tool handles, bookcases and book-ends, smokers' conveniences and requisites, manicure sets and cases, toilet requisites and cases, brush backs, toys, games and novelties, jewel cases, ornaments, drawing, writing, surveying, painting, and scientific instruments and requisites, optical instruments and equipment and all articles of plastic for use in house, shop, hotel, theatre, office or other buildings, and as importers and exporters of merchandise generally.
 - (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.

¹ The name of the Company was changed from Rockware Shelfco No. 2 Limited to PET Technologies Limited on 2 December 1996.

The name of the Company was previously changed from Plas-Pak (UK) Limited to Rockware Shelfco No. 2 Limited on 18 December 1990.

- (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, licence, 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 dependants 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 dependants or connections.
- (s) Subject to and in connection with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the said Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the said Act.
- (t) To distribute any property of the Company in specie among the members.
- (u) 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 £7,643,801 divided into 7,643,801 Ordinary Shares of £1 each².

² By a Written Resolution dated 16th June 2000.

By Special Resolution dated 21 June 1977 the Share Capital was previously increased to £40,000 divided into 40,000 shares of £1 each.

By an earlier Special Resolution dated 30 December 1974 the Share Capital of the Company was previously increased to £10,000 divided into 10,000 shares of £1 each.