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**PROPORTION (HOLDINGS) LIMITED**


WRITTEN RESOLUTIONS OF THE MEMBERS OF  
THE ABOVE NAMED COMPANY  
PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985


DATED 22 January 2001

**SPECIAL RESOLUTIONS**

1. IT IS HEREBY RESOLVED that with effect from the date hereof the Ordinary Shares of 10p each and the "A" Ordinary Shares of 10p each in the capital of the Company shall rank pari passu in all respects.
2. IT IS HEREBY RESOLVED that the articles of association attached hereto and initialled by each Member for the purpose of identification be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

  
SUSAN MULLER

  
TONY WALKER

 as attorney  
DAVID ANDERSON

  
FOR AND ON BEHALF OF  
3I GROUP PLC

THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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NEW

ARTICLES OF ASSOCIATION

OF

PROPORTION (HOLDINGS) LIMITED

(Adopted by Special Resolution passed 22/01/ 2001)

**PRELIMINARY**

1. The regulations contained in Table A in the Schedule to the Companies (Tables A To F) Regulations 1985 as amended by the Companies (Tables A-F) Amendment Regulations 1985 (such Table being hereinafter referred to as "Table A") shall, except as hereinafter provided and except insofar as the same are inconsistent with these Articles, apply to the Company.
2. (A). The following regulations of Table A shall not apply to the Company, namely:- 24, 35, 41, 46, 47, 53, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 78, 79, 80, 88, 94, 95, 96, 97, 98, 101 and 118.  
  
(B). The regulations of Table A numbered 6, 23, 40, 81 and 102 shall be modified.
3. The Company is a private company and accordingly:-
  - (i) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company is prohibited; and

- (ii) any allotment or agreement for the allotment (whether for cash or otherwise) of any shares in or debentures of the Company with a view to all or any of those shares being offered for sale to the public is prohibited.

### SHARES

4. (A) The authorised share capital of the Company at the date of the adoption of these Articles is £10,362 divided in to 54,400 Ordinary Shares of 10p each and 49,220 "A" Ordinary Shares of 10p such shares to rank pari passu in all respects.
- (B) The Board of Directors of the Company (hereinafter referred to as "the Board") is unconditionally authorised during the period of five years from the date of the adoption of these Articles to allot, grant options over or otherwise dispose of such (if any) of the shares of the Company as remain to be issued and to such persons (whether or not members of the Company), for such consideration, on such terms, in such manner and at such times as it considers appropriate, up to the amount of the authorised share capital of the Company existing at the date of the adoption of these Articles, namely, £10,362. Any shares which the Board is not entitled to deal with under the foregoing provisions of this article may, with the authority of a Special Resolution passed by the Company in General Meeting, be dealt with by the Board, which may allot, grant options over or otherwise dispose of the said shares to such persons (whether or not members of the Company), for such consideration, on such terms, in such manner and at such times as it considers appropriate during a period not exceeding five years from the date of the passing of such Special Resolution to the extent permitted by Section 91(1) of the Companies Act (in these Articles referred to as "the Act"), Sections 89(1) and 90(1) to (6) of the Act are hereby excluded from applying to the Company provided always that, save as permitted by law, nothing in this article shall authorise the allotment or issue of shares in the Company at a discount.

### TRANSFER OF SHARES

5. The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company except in the case of a transfer of any share which has been mortgaged charged or assigned by way of security in favour of a bank or financial institution.
6. The instrument of transfer of any share need not be signed by or on behalf of the transferee but shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

### PURCHASE OF OWN SHARES

7. Subject to compliance with all legal requirements and to the provisions of these Articles, the Company may exercise all the powers conferred by law to purchase by agreement its own shares (including, without limitation, any redeemable shares) upon such terms and in such manner as the Board shall think fit including in particular the making of a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

### PROCEEDINGS AT GENERAL MEETINGS

8. (A) If a quorum is not present within half an hour from the time appointed for any General Meeting or if during any such meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved. Notwithstanding anything in these Articles or in Table A, if and for so long as there shall be a single member of the Company the quorum shall be one member present in person or by proxy or, in the case of a corporation, by representative.
  - (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 and entitled to a vote. 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.
9. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more persons but a resolution so signed shall not be effective to remove a Director or auditor before the expiration of his term of office or to do anything else which the Companies Acts from time to time do not allow to be done by written resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

## DIRECTORS

10. The number of Directors need not exceed one. If and for so long as there shall be a sole Director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the Board generally. A sole Director shall form a quorum at meetings of the Board and regulation 89 of Table A shall be modified accordingly.
11. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
12. The Board may appoint a person who is willing to act, to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
13. 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.
14. Subject to the provisions of Section 317 of the Companies Act 1985 a Director may contract with and participate in the profits of any contract transaction 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 transaction 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.
15. Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board. Questions arising at a meeting of the Board shall be decided by a majority of votes in the case of an equality of votes, the Chairman shall have a second or casting vote.
16. In addition to the circumstances provided for by regulation 81 of Table A, the office of a Director shall be vacated if the Director is removed from office pursuant to Article 23 below.
17. All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group, where the Chairman of the meeting then is.

### **BORROWING POWERS**

18. The Board 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 subject to the Act 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.

### **ALTERNATE DIRECTORS**

19. (A) Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office of the Company, or delivered at a meeting of the Board, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved. The appointment of another Director of the Company as an alternate Director shall not require such approval but shall cease to be effective after such Director ceases to hold the office of Director unless so approved. The same person may be appointed the alternate Director of more than one Director. The vote or votes of an alternate Director shall be in addition to any vote or votes he may have in his own right.
- (B) The appointment of an alternate Director shall ipso facto determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).
- (C) An alternate Director shall be entitled to receive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be entitled to receive notice of and attend General Meetings of the Company and to speak at any General Meeting at which his appointor is not personally present.
- (D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts transactions or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise

payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

- (E) Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.

### **COMPANY SEAL**

20. (A) The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Any document (including a certificate for any shares in the Company) signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal of the Company. A document shall be so signed only with the authority of a resolution of the Directors or a committee of the Directors.
- (B) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

### **DIVIDENDS**

21. Dividends may be declared or paid in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share.

### **INDEMNITY**

22. (A) Subject to the provisions of and so far as may be consistent with the Act and every other statute for the time being in force concerning companies, every Director, auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges, losses, expenses and liabilities incurred by him in the Actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any

finding or admission of any material breach of duty on his part), or in which he is acquitted, or (in connection with any application under the Act or any such other statute for relief from liability in respect of any such act or omission) in which relief is granted to him by the Court.

- (B) The Directors shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 (1) of the Act.

### OVER-RIDING PROVISIONS

23. Whenever Mandora Leathercraft Limited (Company number 499637) (hereinafter called "the Parent Company") or any subsidiary of the Parent Company shall be the holder of not less than 90 per cent of the issued shares in the Company the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles of Association:-
- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
  - (B) no Director shall be appointed or shall be removed without the prior consent of the Parent Company;
  - (C) no unissued shares shall be allotted or issued or agreed to be allotted or issued or put under option or otherwise disposed of without the prior consent of the Parent Company;
  - (D) any or all powers of the Board shall be restricted in such respect and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Board have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained.