CERTIFICATE OF INCORPORATION

No. 71477

I hereby certify that

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Edinburgh the 16 May 1980

D.D. Robertson

Registrar of Companies

G

THE COMPANIES ACTS 1948 TO 1976

41

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15 (2) of the Companies Act 1948 as amended by the Companies Act 1976

For official use

71477 | /

Please do no write in this binding margin

Please complete legibly, preferably in black type or bold black lettering.
*Delete if inappropriate.

Name of Company

FLORENCE CLOTHIERS (SCOTLAND) Limited*

I, MORRIS VICTOR FLORENCE

of 106 MOSSGIEL RD.
GLASGOW G63 9BY

do solemnly and sincerely declare that I am‡ a person named in the Articles as a Director

of FLORENCE CLOTHIERS (SCOTLAND) Limited*

‡Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland "a Solicitor") engaged in the formation of the company, or a person named in the statement delivered under section 21 of the Companies Act 1976 as a director or secretary of the company.

and that all the requirements of the Companies Acts 1948 to 1976 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 GLASGOW

M V Florence

the TWENTY FIRST day of APRIL

One thousand nine hundred and EIGHTY

before me D B Cummyn a Notary Public, Glasgow.

A Commissioner for Oaths†

†or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

[illegible] LTD.
[illegible] TRADE CENTRE
[illegible]
[illegible] EH.
TEL [illegible] 0141-221 4797/9

For official use

General section | Post room

Companies Registration Office
28 APR 1980

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Companies G41
F24505 11/78

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

FLORENCE CLOTHIERS (SCOTLAND) LIMITED 151

[redacted]

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

1. The name of the Company is "FLORENCE CLOTHIERS (SCOTLAND) LIMITED".

2. The registered office of the Company will be situate in Scotland.

3. The objects for which the Company is established are:-

(1) (a) To carry on in Scotland and elsewhere the business of manufacturers, wholesalers, retailers, importers, exporters, agents and suppliers of all types of clothing.

(b) To carry on the business of ladies, gentlemens and childrens outfitters, tailors clothiers dressmakers milliners drapers furriers hosiers silk mercers and hatters also sports outfitters haberdashers launderers dyers and cleaners dealers in under-clothing boots shoes and leather goods of all kinds, badges and jewellery, gloves dressing cases toilet articles textile fabrics fancy goods of all kinds and commodities and things of all kinds used or required for Sports and Camping equipment, household or personal use or adornment; and to buy, sell, manufacture let on hire repair alter manipulate import export and generally deal in all such articles and things including Government Surplus Clothing and equipment, as the Company may consider capable of being conveniently dealt with in connection with the above mentioned businesses of any of them which may be required by customers of or persons having dealings with the Company.

(2) To carry on any other business whatsoever similar to the main business of the Company, as specified in sub-clause (1) hereof, or which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such main business as aforesaid, or is calculated directly or indirectly to develop any branch of the business of the Company or to increase the value of or render more profitable any of the assets, properties or rights of the Company.

(3) To carry out the objects of the Company as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and likewise to do all such other things as are incidental or may be thought conducive to the attainment of the objects of the Company, and in particular and without prejudice to this generality, in aid of and for the purposes of the Company.

(4) To acquire and take over the whole or any part of the business, property and liabilities of any persons (including therein any partnership or corporation) carrying on any business which the Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of the Company.

(5) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted to as directly or indirectly to benefit the Company.

(6) To purchase, feu, excamb, take on lease, hire or otherwise acquire, any heritable or moveable property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.

(7) To borrow or raise money and to secure the payment thereof by standard security or assignation, or by the issue of debentures or debenture stock, perpetual or otherwise, or in any other way, and to burden or pledge all or any of the properties or assets of the Company, including its uncalled capital.

(8) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable documents.

(9) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or the widows or dependants of such persons, and to support or subscribe to any charitable or other institutions, clubs, societies or funds.

(10) To lend money with or without security, on any terms that may be thought fit and particularly to customers or other persons having dealings with the Company, and to guarantee the contracts or obligations of customers or other persons as aforesaid.

(11) To invest any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient.

(12) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any persons engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit, whether direct or indirect.

(13) To amalgamate with any other company or companies.

(14) To sell, feu, excamb, let or otherwise dispose of the whole properties and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by the Company for the purpose or not.

(15) To distribute any of the property of the Company among the members in specie.

All the foregoing objects shall be read and construed as separate and distinct objects, and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1.00 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
[illegible] 106 Mosspark Rd [illegible] G43 2BL Robert [illegible]	One
L. M. Florence 106 Mosspark Road Glasgow G43 2BY. Helen C. Collins	One

DATED this 11th April 1980

WITNESS to the above Signatures:

[illegible]
74 York St
Glasgow G2 8JZ
Chartered Accountants

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

PRELIMINARY.

1. The Company is established as a Private Company within the meaning of the Companies Act 1948 and, subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to that Act, as amended in terms of Schedule 2 of the Companies Act 1976 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 and 136 of Table A, Part I, and regulation 5 of Table A, Part II, shall not apply to the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 4 hereof, and to regulation 2 of Table A, Part II, 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 specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

LIEN.

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

TRANSFER OF SHARES.

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

7. (a) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(b) A share shall not be transferred otherwise than as provided in paragraph (a) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if within said period of seven days through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

(c) No share shall be issued or transferred to any child in pupillarity or in minority, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

9. The following words shall be added at the end of regulation 56 of Table A, Part I, namely:-

The foregoing provisions of this and the last preceding regulation shall not apply to a separate General Meeting held under regulation 4 hereof. In the case of any such meeting the holders of shares of the class affected who are present shall choose one of their number to be Chairman of the meeting.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say:- Morris Victor Florence, and Mrs Leila Mildred Florence.

12. The qualification of a Director shall be the holding of one share of the Company. A Director may act before acquiring his qualification.

13. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

15. Save only as provided in paragraph (4) of regulation 84 of TableA, Part I, a Director may as a Director vote upon any contract or arrangement in which he is interested or any matter arising thereout and may be counted in the quorum present at any meeting of Directors at which any such contract, arrangement or matter is considered, and accordingly paragraph (2) of regulation 84 of Table A, Part I, shall be omitted.

DISQUALIFICATION OF DIRECTORS.

16. 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 ceases to be a Director by virtue of section 182 of the Act.
(3) If he becomes bankrupt or enters into any arrangement with his creditors.
(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act, or under Section 28 of the Companies Act 1976.
(5) If he becomes of unsound mind.
(6) If he is removed from office by a resolution duly passed under section 184 of the Act.

17. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

18. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from his office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS.

20. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

21. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

INDEMNITY.

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[illegible]
Glasgow [illegible]
Retired Clerk
[illegible] Glasgow 106 Hospital Rd.
Glasgow G43 1BY
Retired Clerk.

DATED this 11th April 1950

WITNESS to the above Signatures:

[illegible]
76 Yoker Sts
Glasgow C2 5TL
Chartered Accountants

Form PUC 1
(Capital duty payable, but no registration fee)

Number of Company 71477/4

STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED WITH LIMITED LIABILITY UNDER THE COMPANIES ACT 1948

Pursuant to Part V of the Finance Act 1973

Name of Company FLORENCE CLOTHERS (SCOTLAND) LIMITED

A Nominal capital* 1000 Ordinary Shares

B Nominal value of each share £1—

C Number and description of shares taken on incorporation* 2 Ordinary Shares

D Total amount payable on each† (including premium if any) £1

E Amount paid or due and payable on each† £1

F Total amount paid or due and payable in respect of C £2 NIL

G Capital duty payable on F at £1 per £100 or part of £100 £1 NIL

£6 NIL

I hereby certify that the above particulars are correct in all respects.

Signed [illegible]
Description Director
Date 11.4.80

* *Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.*

† *If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.*

Note: This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Presented by:
[illegible]
[illegible] PLACE,
GLASGOW, G3 8EH.
TELEPHONE 041-221 4797/9

Presentor's reference:

For official use only:

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

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F24645 12/78

★ ★ ★ ★

Form No. 1

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not write in this binding margin

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

* delete if inappropriate

Company number 71477/5

Name of Company

FLORENCE CLOTHIERS (SCOTLAND) Limited*

The intended situation of the registered office of the company on incorporation is as stated below

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

OYEZ STATIONERY L
CLYDEWAY INDUSTR
8 ELLIOT PLACE,
GLASGOW, G3 8EH.
TELEPHONE 041-221 4797/9

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

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

OYEZ STATIONERS LTD.,
CLYDEWAY INDUSTRIAL CENT,
8 ELLIOT PLACE,
GLASGOW, G3 8EH.
TELEPHONE 041-221 4797/9

For official use

General section

Post room

Companies Registration Office 28 APR 1980

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2) MORRIS VICTOR FLORENCE	Business occupation Retail Clothing
Former name(s) (note 3)	Nationality British
Address (note 4) 106 MOSSGIEL ROAD GLW G43 2BY	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) NIL	
I hereby consent to act as director of the company named on page 1	
Signature [signature]	Date 11.4.90

Name (note 2) LEILA MILDRED FLORENCE (Mrs)	Business occupation Retail Clothing
Former name(s) (note 3)	Nationality British
Address (note 4) 106 MOSSGIEL ROAD GLW G43 2BY	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) NIL	
I hereby consent to act as director of the company named on page 1	
Signature [signature]	Date 11.4.90

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	LELIA [illegible]
Former name(s) (note 3)	
Address (notes 4 & 7)	106 MOSSGIEL ROAD GLW G43 2BZ
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 11.6.80

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as appropriate

Signature [illegible] [Subscriber]†[Agent]† Date 11.6.80

Signature [illegible] [Subscriber] [Agent]† Date 11.6.80

Company No. 71477 / 8

Company Limited by Shares

Florence Clothiers (Scotland) Ltd.

74 York Street

Glasgow G2 8JZ.

Passed 9th July, 1981.

At an Extraordinary General Meeting of the Members of Florence Clothiers (Scotland) Ltd., duly convened and held at 74 York Street, Glasgow G2 8JZ on the 9th day of July, 1981, the following Special Resolution was duly passed.

That the Ordinary Share Capital of the Company be increased to £50,000 from the present £1,000. The increase to consist of £49,000 Ordinary Shares of £1 each. The rights and conditions applicable to these shares will be the same as those applicable to the original shares.

M M Florence Chairman

Company No. 71477 / 12

Company Limited by Shares

Florence Clothiers (Scotland) Ltd.

74 York Street,

Glasgow G2 8JZ.

Passed 6th December, 1982

At an Extraordinary General Meeting of the Members of Florence Clothiers (Scotland) Ltd., duly convened and held at 74 York Street, Glasgow G2 8JZ on the 6th day of December 1982, the following Special Resolution was duly passed.

That the Ordinary Share Capital of the Company be increased to £70,000 from the present £50,000. The increase to consist of £20,000 Ordinary Shares of £1 each. The rights and conditions applicable to these shares will be the same as those applicable to the original shares.

M. Florence Chairman

Form No 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 margin

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

To the Registrar of Companies

For official use: 013

Company number: 71477

Name of Company

FLORENCE CLOTHIERS (SCOTLAND) Limited*

*delete if inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [~~ordinary~~] [~~extraordinary~~] [special]† resolution of the company dated 9 JULY 1981, the nominal capital of the company has been increased by the addition thereto of the sum of £ 49,000 beyond the registered capital of £ 1,000

†delete as appropriate

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 resolution

A 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
49,000	ORDINARY	£1-00

(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:

Please tick here if continued overleaf ☐

‡delete as appropriate

Signed [signature] [Director] [~~Secretary~~]‡ Date 9 July 1981

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

For official use
General section

Post room

Form No 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 margin

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

To the Registrar of Companies

For official use: 014

Company number: 71477

Name of Company

FLORENCE CLOTHIERS (SCOTLAND) Limited*

*delete if inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [~~ordinary~~] [~~extraordinary~~] [special]† resolution of the company dated SIXTH DECEMBER 1982, the nominal capital of the company has been increased by the addition thereto of the sum of £ 20,000 beyond the registered capital of £ 50,000

†delete as appropriate

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 resolution

A 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
20,000	ORDINARY	£1-00

(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:

Please tick here if continued overleaf ☐

Signed [signature] [Director] [~~Secretary~~]‡ Date 6 December 1982

‡delete as appropriate

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

JPG

For official use
General section

Post room

71477

DISK 41
ARTASSFLOCLO

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

PRELIMINARY

1. The Company is established as a Private Company within the meaning of the Companies Act 1948 and, subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to that Act, as amended in terms of Schedule 2 of the Companies Act 1976 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 5, *10, 24, 53, 71, 75, 77, 79, 88, 96, 97 and 136 of Table A, Part I, and regulation 5 of Table A, Part II, shall not apply to the Company.

SHARES

3. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 4 hereof, and to regulation 2 of Table A, Part II, 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 specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore/

*As adopted by Special Resolution of the Company on 2nd December 1988.

hereinbefore provided.

LIEN

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

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

7. (a) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(b) A share shall not be transferred otherwise than as provided in paragraph (a) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if within said period of seven days through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person/

person and at any price.

(c) No share shall be issued or transferred to any child in pupillarity or in minority, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

9. The following words shall be added at the end of regulation 56 of Table A, Part I, namely:-

> The foregoing provisions of this and the last preceding regulation shall not apply to a separate General Meeting held under regulation 4 hereof. In the case of any such meeting the holders of shares of the class affected who are present shall choose one of their number to be Chairman of the meeting.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say:- Morris Victor Florence, and Mrs. Leila Mildred Florence.

12. The qualification of a Director shall be the holding of one share of the Company. A Director may act before acquiring his qualification.

13. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

15. Save only as provided in paragraph (4) of regulation 84 of Table A, Part I, a Director may as a Director vote upon any contract or arrangement in which he is interested or any matter arising thereout and may be counted in the quorum present at any meeting of Directors at which any such contract, arrangement or matter is considered, and accordingly paragraph (2) of regulation 84 of Table A/

A, Part I, shall be omitted.

DISQUALIFICATION OF DIRECTORS

16. 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 ceases to be a Director by virtue of section 182 of the Act.
(3) If he becomes bankrupt or enters into any arrangement with his creditors.
(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act, or under Section 28 of the Companies Act 1976.
(5) If he becomes of unsound mind.
(6) If he is removed from office by a resolution duly passed under section 184 of the Act.

17. Any person may be appointed or elected as a Director, whatever may by his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

18. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from his office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the Co-Directors of the Director by whom he was appointed. An alternate Director shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS

20. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 199 (1)(c) of the Act" shall be inserted after the words "joint holders of any shares or debentures/

debentures" at the end of that regulation.

WINDING UP

21. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

PURCHASE OF OWN SHARES

23*. Subject to the provisions of the Companies Act 1985 the Company may purchase its own shares (including any redeemable shares) and make 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
[illegible]
[illegible]
[illegible]
[illegible] 106 [illegible] Rd.
Glasgow G43 1BY
[illegible]

DATED this [illegible]

WITNESS to the above Signatures:

[illegible]

DISC 31
NOTEXTFLOCLO

COMPANIES ACT 1985

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

SC71477

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company held at 129 St. Vincent Street, Glasgow, on Friday 2nd December 1988 at 3 p.m. the following Resolution was proposed and passed as a Special Resolution of the Company:-

That the Articles of Association of the Company be altered as follows:-

a) by the insertion of the number "10" between the numbers "5" and "24" in Regulation 2 of the Articles; and

b) by the insertion of the following new Regulation, to be numbered Regulation 23.

PURCHASE OF OWN SHARES

23. Subject to the provisions of the Companies Act 1985 the Company may purchase its own shares (including any redeemable shares) and make 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.

M Florence

Chairman.

EDINBURGH

SC71477

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of Florence Clothiers (Scotland) Limited duly convened and held at 2 Blythswood Square, Glasgow on 9th January 1989 at 4 p.m. the following Resolutions were duly passed as Special Resolutions of the Company:-

1. That pursuant to Sections 162 and 164 of the Companies Act 1985 the Company shall purchase out of its distributable profits on 1st May 1989, 17,500 Ordinary Shares of £1.00 each fully paid in the Company from Morris Victor Florence and that at a price of £8.00 per share all in pursuance of the terms and conditions contained in the proposed contract among the Company, the said Morris Victor Florence and the remaining shareholders of the Company being Leila Mildred Lincoln or Florence, Howard Lawrence Hyman, Linda Thelma Florence or Hyman, Paul Benjamin Stern and Susan Florence or Stern, a copy of which proposed Contract is submitted to the meeting and initialled by the Chairman as relative hereto.

2. That pursuant to Sections 162 and 164 of the Companies Act 1985 the Company shall purchase out of its distributable profits on 1st May 1989, 17,500 Ordinary Shares of £1.00 each fully paid in the Company from Leila Mildred Lincoln or Florence and that at a price of £8.00 per share all in pursuance of the terms and conditions contained in the proposed contract among the Company, the said Leila Mildred Lincoln or Florence and the remaining shareholders of the Company being Morris Victor Florence, Howard Lawrence Hyman, Linda Thelma Florence or Hyman, Paul Benjamin Stern and Susan Florence or Stern a copy of which proposed Contract is submitted to the meeting and initialled by the Chairman as relative hereto.

3. That the Articles of Association of the Company be altered as follows:-

   a) by the deletion of the existing Regulation 12 and substitution of the following Regulation to be numbered Regulation 12:-

      12. A Director shall not require a share qualification.

   (b) by the deletion of the number "77" presently situated between the numbers "75" and "79" in Regulation 2 of the Articles.

Chairman.

DISK 41
ARTASSFLOCLO

SC71477

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

FLORENCE CLOTHIERS (SCOTLAND) LIMITED

PRELIMINARY

1. The Company is established as a Private Company within the meaning of the Companies Act 1948 and, subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to that Act, as amended in terms of Schedule 2 of the Companies Act 1976 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 5, *10, 24, 53, 71, 75, 79, 88, 96, 97 and 136 of Table A, Part I, and regulation 5 of Table A, Part II, shall not apply to the Company.

SHARES

3. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to Article 4 hereof, and to regulation 2 of Table A, Part II, 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 specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore/

*As adopted by Special Resolution of the Company on 2nd December 1988.
°As adopted by Special Resolution of the Company on 9th January 1989.

hereinbefore provided.

LIEN

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

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

7. (a) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(b) A share shall not be transferred otherwise than as provided in paragraph (a) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if within said period of seven days through no default of the retiring member the purchase is not completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person/

person and at any price.

(c) No share shall be issued or transferred to any child in pupillarity or in minority, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS

9. The following words shall be added at the end of regulation 56 of Table A, Part I, namely:-

> The foregoing provisions of this and the last preceding regulation shall not apply to a separate General Meeting held under regulation 4 hereof. In the case of any such meeting the holders of shares of the class affected who are present shall choose one of their number to be Chairman of the meeting.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say:- Morris Victor Florence, and Mrs. Leila Mildred Florence.

12. A Director shall not require a share qualification.

13. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

15. Save only as provided in paragraph (4) of regulation 84 of Table A, Part I, a Director may as a Director vote upon any contract or arrangement in which he is interested or any matter arising thereout and may be counted in the quorum present at any meeting of Directors at which any such contract, arrangement or matter is considered, and accordingly paragraph (2) of regulation 84 of Table A/

A, Part I, shall be omitted.

DISQUALIFICATION OF DIRECTORS

16. 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 ceases to be a Director by virtue of section 182 of the Act.
(3) If he becomes bankrupt or enters into any arrangement with his creditors.
(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act, or under Section 28 of the Companies Act 1976.
(5) If he becomes of unsound mind.
(6) If he is removed from office by a resolution duly passed under section 184 of the Act.

17. Any person may be appointed or elected as a Director, whatever may by his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS

18. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from his office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the Co-Directors of the Director by whom he was appointed. An alternate Director shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS

20. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 199 (1)(c) of the Act" shall be inserted after the words "joint holders of any shares or debentures/

debentures" at the end of that regulation.

WINDING UP

21. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

INDEMNITY

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

PURCHASE OF OWN SHARES

23*. Subject to the provisions of the Companies Act 1985 the Company may purchase its own shares (including any redeemable shares) and make 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
[illegible]
[illegible]
[illegible]
[illegible] 100 [illegible] Rd.
[illegible] G45 1BY
[illegible]

DATED this [illegible]

WITNESS to the above Signatures:

[illegible]

G

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

Pursuant to section 169 of the Companies Act 1985

Please do not write in this margin

Please do not write in the space below. For Inland Revenue use only.

To the Registrar of Companies

For official use

Company number 71477

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

Name of company

* Florence Clothiers (Scotland) Limited

* insert full name of company

Note
This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	Ordinary		
Number of shares purchased	35,000		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	2 5 89		
Maximum prices paid for each share §	N/A		
Minimum prices paid for each share §	N/A		

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was:	£280,000
Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100	£1,400

Signed

Designation‡ Director

Date 2nd May, 1989

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

Presentor's name address and reference (if any):
Bishop and Robertson Chalmers,
2 Blythswood Square,
Glasgow
ABC/GM/FB

For official Use
General Section

Post room

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50180
The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR