

**THE COMPANIES ACTS 1985 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

of

**PACIFIC SHELF 1316 LIMITED (the "Company")**  
**(Registered in Scotland under company number SC285031)**

**dated 19th August 2005**

The undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, hereby passes the following resolutions as written resolutions to have effect as if passed, in the case of resolution 1, as an ordinary resolution and, in the case of resolutions 2 and 3, as special resolutions at a general meeting of the Company duly convened and held pursuant to regulation 53 of Table A (as set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 and as incorporated as part of the Articles of Association of the Company), and hereby consents to the matters referred to therein:

**THAT:**

**1 Increase in authorised share capital**

The authorised share capital of the company be and is hereby increased from £1,000 divided into 1,000 ordinary shares of £1.00 each to £5,000,000 divided into 5,000,000 ordinary shares of £1.00 each by the creation of 4,999,000 ordinary shares of £1.00 each ranking pari passu in all respects with the existing ordinary shares of £1.00 each in the authorised share capital of the Company.

**2 Change of name**

The name of the Company be and is hereby changed to EWM (IP) Limited.

**3 Adoption of New Articles of Association**

With effect immediately upon the signature hereof, the regulations set out in the regulations annexed and signed as relative to this Written Resolution be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of its existing Articles of Association.



.....  
duly authorised for  
The Edinburgh Woollen Mill (Group) Limited



JA  
19/8/05.

THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EWM (IP) LIMITED\*

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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 to F) (Amendment) Regulations 1985 and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company and shall be deemed to be incorporated herein.

- 2 Regulations 8, 33, 64, 73 to 75 inclusive, 80, 94, 95 and 118 of Table A shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of section 36A of the Act";

Regulation 24 by the addition of the words "(in their absolute discretion and without assigning any reason therefor)" between the words "may" and "refuse" and the deletion of the words "which is not" and the substitution of the words "whether or not it is";

Regulation 32 by the deletion of paragraph (a) and the consequential re-lettering of the subsequent paragraphs and the addition to the original paragraph (b) of the words "but so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share";

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum";

Regulation 46 by the deletion of paragraphs (a) to (d) inclusive and the substitution of the words "by the chairman or by any person present entitled to vote upon the business to be transacted";

Regulation 54 by the addition of the words "or by proxy" between the words "vote," and "shall" and the words "fully paid" between the words "every" and "share";

**\*Note that on 19<sup>th</sup> August 2005 the members of the Company passed a special resolution that the name of the Company be changed from Pacific Shelf 1316 Limited to EWM (IP) Limited.**

Regulation 66 by the addition of the words "(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)" between the words "shall" and "be";

Regulation 67 by the deletion of the words from "but" until the end;

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purposes any person, or persons, not being a Director of the Company." at the end;

Regulation 76 by the deletion of the words "other than a director retiring by rotation", "or reappointed" and "or reappointment" each time they appear;

Regulation 77 by the deletion of the words "(other than a director retiring by rotation at the meeting)", "or reappointment" and "or reappointed" each time they appear;

Regulation 78 by the deletion of the words "and may also determine the rotation in which any additional directors are to retire";

Regulation 79 by the deletion of the second and third sentences;

Regulation 82 by the addition of the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as";

Regulation 84 by the addition of the words "Unless the contrary shall be provided in the terms of his appointment" at the beginning of the third sentence and the deletion of the fourth sentence;

Regulation 85(c) by the addition of the words ", subject to the terms of any contract of employment between the Company and the Director," between the words "shall" and "not"; and

Regulation 115 by the deletion of the number "48" and the substitution of the number "24".

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and *vice versa*; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and *vice versa*.

## **SHARE CAPITAL**

- 3.1 The share capital of the Company is £5,000,000 divided into 5,000,000 Ordinary Shares of £1.00 each.
- 3.2 The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit, provided that:-

- (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and
  - (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- 3.3 Section 89(1) of the Act shall not apply to any allotment of shares in the Company.
- 3.4 The Company may by Special Resolution increase its share capital by new shares of such amount as the resolution prescribes.
- 4 The Company shall be entitled, but shall not be bound, to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the shares of the Company. Notwithstanding any such recognition, the Company shall not be bound to see to the execution, administration or observance of any trust (whether express, implied or constructive) in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the holders of such shares as if they were the absolute owners thereof. For the purposes of this Article, "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the holder thereof for the time being or such other rights in case of transmission thereof as are mentioned in Table A.

#### **LIEN**

- 5 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends and other payments or distributions payable or distributable thereon or in respect thereof.

#### **ISSUE OF SHARES**

- 6.1 Notwithstanding Article 6.2, the Directors may, at their discretion issue any shares comprised in the unissued share capital of the Company as at the date of the adoption of these Articles to any person, provided that such issue of shares is otherwise in accordance with these Articles.
- 6.2 Subject to Article 6.1, except with the consent in writing of all the holders of the fully paid shares of the Company, any shares in the capital of the Company which are from time to time unissued shall, before issue, be offered by the Directors in the first instance to all holders of fully paid shares of the Company at the date of the offer. Every such offer shall be in writing or shall be given using electronic communications to an address for the time being notified to the Company by the holder, shall be in identical terms for each holder, shall state the number of the shares to be issued, the terms of issue, the aggregate number of

shares in issue in the capital of the Company (differentiating between fully paid and partly or nil paid shares), the number of shares held by the holder to whom the offer is addressed (differentiating between fully paid and partly or nil paid shares) and shall be subject to the following conditions, which shall be incorporated in such offer:-

- (a) that any acceptance thereof (which may be as regards all or any of the shares offered) shall be in writing and be delivered to the office within a period of 14 days from the date of service of the said offer or, in the case of an acceptance contained in an electronic communication where an address has been specified for the purpose of receiving electronic communications in the offer be received at such an address within a period of 14 days from the date of service of the said offer;
- (b) that in the event of the aggregate number of shares accepted exceeding the number of shares included in such offer, the holders accepting shall be entitled to receive, and bound to accept, an allocation of either the number of shares accepted by them respectively or a proportionate number of the shares offered according to the proportion which the number of fully paid shares held by the accepting holder bears to the aggregate number of fully paid shares held by all the accepting holders at the date of the offer, whichever number be less; and
- (c) that any holders to whom such offer shall have been made and whose requirements shall not have been fully met by such allocation shall further be entitled to receive, and bound to accept, an allocation among them of any surplus shares in proportion, as nearly as may be, to the number of shares accepted by them respectively in excess of the number of shares to which they may respectively be entitled on the first allocation thereof as aforesaid.

The regulations regarding the service of notices contained in Table A shall apply to any offers made by the Directors in terms of this Article. In this Article, "address" in relation to electronic communications, includes any number or address used for the purpose of such communication.

- 6.3 If any such offer shall not be accepted in full, the Directors may within three months after the date of such offer dispose of any shares comprised therein and not accepted as aforesaid to such person or persons as they may think fit but only at the same price and upon the same terms as to payment, if any, as were specified in such offer.

#### **NUMBER OF DIRECTORS**

- 7 The number of Directors (other than alternate Directors) shall not be subject to any maximum or minimum. In the event of there being a sole Director the Articles shall be construed accordingly.

#### **POWERS OF DIRECTORS**

- 8 The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

## **PROCEEDINGS OF DIRECTORS**

- 9 A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested provided that he shall first have disclosed the nature of his interest to the Directors.
- 10 Any Director (including an alternate Director), or member of a committee of the Directors, may participate in a meeting of the Directors, or such committee, by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

## **INDEMNITY**

- 11
- 11.1 Subject to sections 309A, 309B and 309C of the Act, every director of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of his duties or in relation to them, in the case of liability to parties other than the Company or an associated company, to the full extent allowed by a qualifying third party indemnity as outlined in section 309B of the Act, and in the case of liability to the Company or to an associated company, to the full extent otherwise allowed under sections 309A, 309B and 309C of the Act.
- 11.2 The Secretary of the Company from time to time shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of his duties or in relation to them and he shall not be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of his duties or in relation to them.
- 11.3 Pursuant to section 309A of the Act the Company may purchase and maintain indemnity insurance cover for any director or officer of the Company and such indemnity insurance cover extends to former directors and officers of the Company.

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**PRIVATE COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION  
of**

**EWM (IP) LIMITED**

**No SC285031**

**(Incorporated on 19 May 2005)**

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