

No. of
Company

58068

THE COMPANIES ACT, 1948.



Declaration of Compliance with the requirements of the Companies Act,
1948, on application for registration of a Company.
Pursuant to Section 15(2).

Name of
Company

W. H. THOMAS & CO.

Limited.

Presented by

Telephone :
HOLBORN 3986.

INCLUSIVE SERVICE LIMITED,
Company Registration Agents and Printers,
15-17 Chichester Rents, Chancery Lane, W.C.2

MAR 1957

I, Winifred Katherine Thomas
of Dolphin Square, London S.W.1

Do solemnly and sincerely declare that I am (a) a person
named in the Articles of Association as a
Director

of W. H. Thomas Co.
Limited,

and That all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said Company
and incidental thereto have been complied with, And I make this
solemn Declaration conscientiously believing the same to be true and by
virtue of the provisions of the "Statutory Declarations Act. 1835."

NOTE.—This Margin is reserved for binding, and must not be written across.

Declared at 17 Victoria St.
Westminster
S.W.1.

the 18 day of March one
thousand nine hundred and fifty-seven
before me.

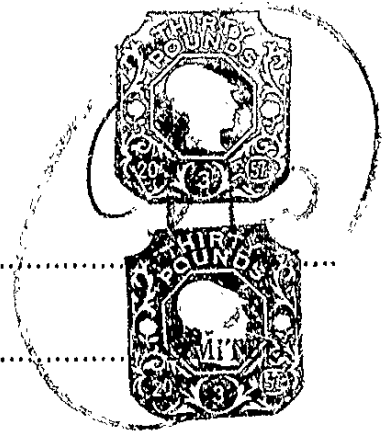
R. S. M. [Signature]

(b) A Commissioner for Oaths.

- (a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor")
"engaged in the formation," or "A person named in the Articles of
"Association as a Director" or "Secretary."
(b) or Notary Public or Justice of the Peace.

No. of Company..... 580681 / 2

..... W. H. THOMAS & CO.



STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED

25 MAR 1957

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

SEC. 49(5), FINANCE ACT 1973.	
CREDIT AMOUNT	20-00
CREDIT AMOUNT	20-00
INITIALS & DATE	11-12-24
REFERENCE No.	1511670

Presented for registration by

Stamps
LCS 303.

Wt. 11178/125916 Sm. 3/51 W.L.&S. Gp. 601

18 MAR 1957

The NOMINAL CAPITAL of.....*W. H. THOMAS & CO.*.....

..... Limited,

is *£12,000*....., divided into.....*12,000*..... shares of *£1*.....

each.

Signature.....

(Miss)

Description.....

Director

Date.....

14 3 57

NOTE.—This margin is reserved for Binding, and must not be written across.



580681/3

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The Companies Act, 1948.

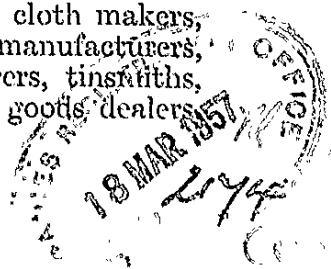
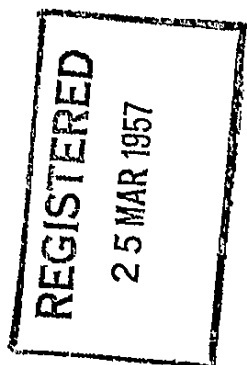
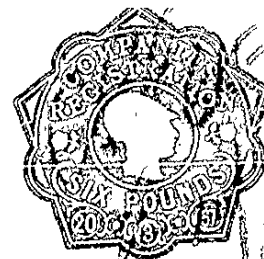
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

W. K. THOMAS & CO. LIMITED.

1. The name of the Company is "W. K. THOMAS & CO. LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (A) To take over the business of Messrs. W. K. Thomas & Company, carried on at 27, John Adam Street, London, W.C.2.
 - (B) To carry on all or any of the businesses of manufacturers of, importers, exporters, merchants of and dealers in wrapping and packaging materials of every description, paper, cardboard, transparent paper, waterproof paper, waxed paper, paper bags, reels and rolls, polythene and all other plastic and synthetic materials, hessians, sacks and bags, packing cases, crates, bottles, tins and containers of all kinds, sheet metal workers, tinsmiths, metal and alloy manufacturers and in connection therewith to carry on all or any of the businesses of designers, manufacturers of and dealers in machinery of all kinds used in connection with the packing, canning, bottling and storage of goods and articles of all kinds and whether made of paper, board, metal, wood, glass, pottery, earthenware, plastic or any other material and all accessories used in connection therewith.
 - (C) To carry on business as cigar and tobacco merchants, newsagents, photographers, booksellers, printers, publishers, stationers, furriers, hardware and fancy goods dealers, engineers, electricians, joiners, cabinet makers and woodworkers, manufacturing chemists, firework makers, paper and cardboard makers, cloth makers, dress makers, wax makers, rubber manufacturers, celluloid and composition manufacturers, tinsmiths, ironmongers and hardware and fancy goods dealers and general store keepers.



- (D) To carry on business as makers of goods of all descriptions from metals, wood, leather, cloth, linen, silk, canvas, paper, fibre, fur, rubber, ivory, vulcanite, composition, celluloid and similar materials.
- (E) To carry on business as manufacturers of and dealers in rugs, buttons, buckles, catches, pins, fasteners, ornaments, bone, celluloid, fancy goods and similar articles.
- (F) To carry on business as manufacturers and importers of and dealers in canvas, hessians, cotton, hemp, flax, jute, wool, fur, worsted, balata, webs, webbing, twine, mats, belting, sacking, mohair, leather, moquette, and similar fabrics, sacks and bags.
- (G) To carry on business as manufacturers and importers of, dealers in, plush, satin, velvet, velveteen, yarn, cambric, muslin, flannel, felt flock, mungo, shoddy, trimmings, fur, tape, tapestry, oilskins, water-proofs, textiles and fabrics generally.
- (H) To carry on business as manufacturers of and dealers in ebonite, alabaster, marble, amber, tortoiseshell, ivory, erinoid, mother of pearl, horn, bone, coral, lac and shellac, ribbons, tapes, threads, fancy paper, tinsel and tinsel powders, threads.
- (I) To carry on business as manufacturers and importers of, and dealers in, glues, stocks, gum, pastes, adhesives, waterproofing compositions, inks, pens, pencils, stationery, straws.
- (J) To carry on business as spinners, weavers, hem-stitchers, plaiters, knitters, embroiderers, tailors, dress-makers, costumiers, boot and shoe makers, gloves, hatters, dyers, cleaners, washers, bleachers, printers, drapers, tanners, curriers, leather manufacturers, brace and belt makers, goldsmiths, silversmiths, watch-makers and jewellers, rubber goods manufacturers, furniture dealers.

- (K) To carry on any other trade or business whatsoever which may seem to the Company capable of being conveniently carried on in connection with or extension of any of the businesses aforesaid or calculated directly or indirectly to enhance the value of or render more profitable any of the assets property or rights of the Company.
- (L) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property and any easements, trade marks, patents, licences, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
- (M) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouses, works, wharves, erections, plant, machinery and equipment necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or to render more profitable any of its assets, property or rights.
- (N) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar

to or capable of being advantageously carried on in conjunction with the business of the Company.

- (O) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licences and rights over or in respect of or otherwise deal with or dispose of the whole or any part of the undertaking property and assets for the time being of the Company for such consideration as the Company may think fit.
- (P) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by mortgaging or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing whether at par or at a premium or discount, or depositing any debentures, debenture stock, notes or other instruments constituting an acknowledgment of indebtedness whether creating a charge or not.
- (Q) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly.
- (R) To receive money on deposit or loan and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (S) To invest and deal with moneys of the Company not

immediately required in such manner and upon such investments as the Company may from time to time think fit.

- (T) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (U) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to employees or officers or persons formerly employed or officers of the Company or its predecessors in business and the dependents of such persons, and to maintain or contribute to any pension provident or other funds, or any institutions associations societies or clubs, whether existing for purposes connected with trade, benevolence, or otherwise, which may benefit or be connected in any way with the Company or its business or employees.
- (V) To promote or concur in promoting any other Company for the purpose of acquiring the undertaking or any of the property assets or rights of this Company or the promotion of which is considered in any way as likely to benefit or advance the interest of this Company and to underwrite, subscribe for or place any shares or securities of any such Company.
- (W) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise, for mutual assistance, with any Company firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.

- (X) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another and whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (Y) To distribute among the members in kind any property or assets of the Company which the Company may be competent to distribute.
- (Z) To do all or any of the above things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (AA) To do all such things as may be incidental or conducive to the attainment of the above-mentioned objects or any of them.
- (BB) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £12,000 divided into 12,000 shares of £1 each.

Any of the said shares whether issued or unissued and any new shares from time to time to be created may from time to time be issued with or may have attached thereto any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except with such sanction as is provided by the Articles of Association of the Company for the time being.

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.

Wm. Katherine Thomas
566 Howard House
Dolphin Square SW1
Paper Merchant.

one

Reginald Evan Thomas
'Coveade'
Willbrow Rd.

one

Managing Director
of Public Company. Escher Surrey

Nora Eugenie Murrell. (Company Director)
"Long Acre"
37 Woodland Road
SELSEY - SUSSEX

one

Dated the 14th day of March 1957

Witness to the above Signature—

Michael Henry Thomas
'Coveade'
Willbrow Road,
Escher,
Surrey



580681

9.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES



REGISTERED

25 MAR 1957

Articles of Association

OF

W. K. THOMAS & CO. LIMITED.

PRELIMINARY.

1. The regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles.

2. Regulations 24, 53, 54, 75, 79, 84 and 88 of Part I of Table A shall not apply to the Company. Regulation 11 of Part I of Table A shall be varied by omitting therefrom the words "other than fully paid shares".

SHARES.

3. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Regulation 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Act.

DIRECTORS.

4. Until the Company in General Meeting shall otherwise determine the number of the Directors shall not be more than five nor less than two. WINIFRED KATHERINE THOMAS, REGINALD EVAN THOMAS and DORA EUGENIE MURRELL shall be the first Directors of the Company. The said Winifred Katherine Thomas shall be a Permanent Director of the Company and shall hold office until she dies or resigns or ceases to hold shares in the Company,

5. So long as the said Winifred Katherine Thomas shall continue to hold office as Director the provisions of Table A as to rotation of Directors shall apply only to Directors other than the said Winifred Katherine Thomas.

6. The office of a Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of Section 182 or 185 of the Act ; or
- (b) becomes bankrupt, or makes any arrangement or composition with his creditors generally ; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act ; or
- (d) becomes of unsound mind ; or
- (e) absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office ; or
- (f) resigns his office by notice in writing to the Company.

7. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act, but he may be counted in the quorum present at any meeting of the Directors whereat such contract or proposed contract is considered or entered into and he may as a Director vote in respect of such contract or proposed contract.

(2) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his

tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided. nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(3) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company, or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement.

(4) Any Director may act by himself or his firm in a professional capacity for the Company, and he and his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

(5) A Managing Director or any Director holding any other office or place of profit under the Company may be admitted to or continue in membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance, or other benefits for employees or their dependents, and the terms of service of any Managing Director or Director holding any such office or place of profit may include provision by the Company of a pension or other benefits to him or his dependents on or after retirement either independently of or as supplementary to the benefits provided under any such scheme or fund.

(6) 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.

8. 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 (including any such liability as is referred to in paragraph B. of the proviso to Section 205 of the Companies Act 1948) which he may sustain or incur in or about the execution of his duties of office or otherwise in relation thereto, 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. This article shall only have effect so far as its provisions are not avoided by the said Section.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Winifred Katherine Thomas.
 506 Howard House
 Dolphin Square S.W. 1.
 Paper Merchants

Reginald Evan Thomas.
 "Coverack"
 Hillbrow Rd
 Eschen Surrey.
 Managing Director
 of Public Company.

Dora Eugenie Murrell (Company Director)
 "Long Acre"
 37 Woodland Road
 Selby. Sussex.

Dated the 14th day of March 1957.

Witness to the above Signatures :-

Michael Henry Thomas
 "Coverack"
 Hillbrow Road,
 Eschen,
 Surrey.

DUPLICATE FOR THE FILE

No. 580681



Certificate of Incorporation

I Hereby Certify That

W. K. THOMAS & CO. LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Twenty-fifth day of
March One Thousand Nine Hundred and Fifty seven.

[Signature]
ASSISTANT Registrar of Companies

Certificate
received by

[Signature]

Date 25/3/57