



No. 2902454

**The Companies Acts 1948 to 1985**

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COMPANY LIMITED BY SHARES

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**MEMORANDUM**

and

**NEW ARTICLES OF ASSOCIATION**

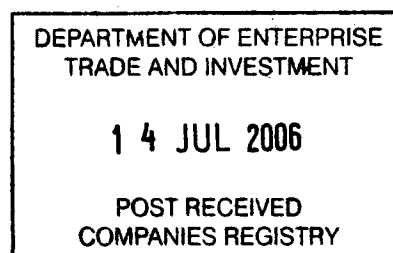
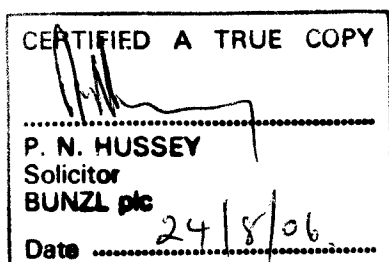


(adopted by Special Resolution passed on 22 May 1997)

of

**BUNZL UK LIMITED**

The Company was incorporated on 25<sup>th</sup> February 1994 with the number 2902454 and the name Yorkco 131 Limited. The Company has changed its name, as follows: (i) on 14<sup>th</sup> March 1994 to Alpha Supplies Limited; (ii) on 29 December 1998, to Bunzl Disposables UK Limited; (iii) on 1 July 2003, to Bunzl Outsourcing Services UK Limited; and on 30 June 2006, to Bunzl UK Limited.



# THE COMPANIES ACTS 1985 AND 1989

## PRIVATE COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION OF ALPHA SUPPLIES LIMITED

1\*. The Company's name is ALPHA SUPPLIES LIMITED.

2. The Company's registered office is to be situated in England and Wales.

3.\*\*The Company's objects are:-

(a) To carry on business as a general commercial company and, without prejudice to the generality of the foregoing, to undertake the cleaning of buildings, erections, constructions, offices and works of all kinds and to act as commercial, industrial and domestic cleaners, window cleaners, proprietors, managers and operators of laundries, laundrettes, dry cleaning establishments, and linen hire services, dry cleaners and general launderers, clear starchers, bleachers, dyers, steam cleaners, carpet cleaners, laundry sundriesmen and to hire, let on hire, wash, clean, dry, press, bleach, dye, disinfect, repair, replace and prepare for use all articles of bed and table linen, towels, overalls, clothing and fabrics of every description, to supply, manufacture, prepare, buy, sell, import, export and generally deal in janatorial supplies, linen, towels, paper towels, protective clothing, clothing of every description, masks, visors, helmets, gloves, soaps, cleansing substances, bleach, disinfectant, refuse containers, and plastic and paper sacks; to act as owners, operators, developers, manufacturers, repairers, servicers, maintainers, buyers, sellers, importers, exporters, hirers, letters on hire, merchants of and dealers in coin-operated dry cleaning and washing machines, towel machines, vending machines and other automatic machines of every description; to carry on all or any of the businesses of general carriers, haulage and transport contractors, motor, mechanical and general engineers, advertising and publicity agents, printers and publishers, general merchants and traders and to buy, sell, hire, let on hire, manufacture, repair and deal in apparatus, machines, chemicals, detergents and bleaching and cleaning apparatus, plant, machinery, engines, implements, tools, accessories and materials of every description capable of being used in connection with any or all of the aforementioned activities.

(b) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.

(c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(d) To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs,

protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(h) To lend or advance money or give credit to any persons, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.

(i) To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge standard security lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.

(j) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable instruments.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which

Company may think desirable and to carry out, exercise, comply with any such charters, contracts, decrees, trusts, privileges and concessions.

To subscribe for, take, purchase, or otherwise acquire, hold shares, stock or other interests in or obligations of other company or corporation.

(j) To promote any other company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(k) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.

(l) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

(m) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Companies Act 1985 (or any statutory modification or re-enactment thereof) to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.

(n) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.

(o) To purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto.

(p) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependants of any such persons; to make payments towards insurance; to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons as aforesaid and of their wives, widows, families and dependants, and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

(q) To distribute any property of the Company in specie

among the members.

(u) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND it is hereby declared that

i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and

ii) The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company; and

iii) The word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1 each.

\* The Company's name was changed from Yorkco 131 Limited with effect from 14 March 1994 and further changed to Bunzl Disposables UK Limited with effect from 29 December 1998.

\*\* Sub-clause 3(a) was altered by special resolution dated 14 March 1994.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of the subscriber and number of shares taken by the subscriber

York Place Company Nominees Limited                      One  
12 York Place  
Leeds LS1 2DS

Dated 17 February 1994

Witness to the above signature

Alex Riley  
12 York Place  
Leeds LS1 2DS

No. 2902454

COMPANIES ACT 1985 and 1989  
COMPANY LIMITED BY SHARES  
NEW  
ARTICLES OF ASSOCIATION  
(Adopted by Special Resolution  
on 22 May 1997)  
of  
ALPHA SUPPLIES LIMITED \*

PRELIMINARY

1. (A) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended) (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded. The regulations applicable to the Company under any former enactment relating to companies shall not apply.
- (B) Regulations 8, 24 and 73 to 80 inclusive, of Table A shall not apply to the Company.
- (C) References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex, fax messages and other means of representing or reproducing words in a legible and non-transitory form.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. At the date of adoption of these Articles the share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary shares of £1.00 each.

\* The name of the Company was changed as follows: (i) on 29 December 1998 to Bunzl Disposables UK Limited; (ii) on 1 July 2003, to Bunzl Outsourcing Services UK Limited; and (iii) on 3 July 2006, to Bunzl UK Limited.

4. (A) The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act).
- (B) The general authority conferred by this Article shall:-
- (i) extend to all relevant securities of the Company from time to time unissued during the currency of such authority (including any relevant securities hereafter created);
  - (ii) expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting; and
  - (iii) entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.
5. Subject to and without prejudice to the generality of the provisions of Article 4 hereof any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.
6. In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (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 (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

#### CALLS ON SHARES

8. The following sentence shall be added to the end of regulation 15 of Table A: "Such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

### TRANSFER OF SHARES

9. The Directors may, in their absolute discretion, and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

### TRANSMISSION OF SHARES

10. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

### PURCHASE OF OWN SHARES

11. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the Directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the Directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into pursuant to this Article and to the release of any of its obligations under any such contract. Notwithstanding anything to the contrary contained in the Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this Article. Regulation 35 of Table A shall not apply.

### GENERAL MEETINGS

12. The Directors may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall be modified accordingly.
13. For so long as an elective resolution to dispense with the holding of Annual General Meetings remains in force, regulation 38 of Table A shall be construed accordingly.

### PROCEEDINGS AT GENERAL MEETINGS

14. There shall be added at the end of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum."
15. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

### VOTES OF MEMBERS

16. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

### DELEGATION OF DIRECTORS' POWERS

17. The following words shall be added after the words "one or more Directors" in regulation 72 of Table A:-  
  

"who shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company".

### APPOINTMENT DISQUALIFICATION AND REMOVAL OF DIRECTORS

18. (A) The Directors shall not be liable to retire by rotation.  
  
 (B) A Director shall not be required to hold any share qualification.
19. (A) The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.  
  
 (B) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
20. (A) Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by Ordinary Resolution, any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right to attend and vote at general meetings of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as

additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors and shall be delivered to the registered office of the Company or be tendered to a meeting of the directors or a general meeting of the Company.

- (B) The office of a Director shall not be vacated if he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and he has appointed an alternate Director who has not been similarly absent during such period and regulation 81 of Table A shall be amended accordingly.
- (C) The office of Director shall, in addition to the circumstances mentioned in regulation 81 of Table A be vacated:-
  - (i) if he is removed from office under paragraph (A) of this Article; or
  - (ii) if he shall have served upon him a notice in writing signed by his co-Directors (being at least two in number) removing him from office as a Director.

#### REMUNERATION OF DIRECTORS

- 21. The following words shall be added after the words "from day to day" in regulation 82 of Table A: "Such remuneration shall be divided among them in such proportions and in such manner as they shall agree, or in default of unanimous agreement equally. Any resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors".

#### PROCEEDINGS OF THE DIRECTORS

- 22. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly and regulation 96 shall not apply.
- 23. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications 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.

## DIVIDENDS

24. For so long as any elective resolutions to dispense with the holding of Annual General Meetings and the laying of accounts before the Company in general meeting remain in force a dividend may be declared by Written Resolution of the Company in the amount recommended by the Directors in the relevant accounts. Regulations 102 and 105 of Table A shall be modified accordingly.

## MISCELLANEOUS PROVISIONS RELATING TO OVERSEAS INTEREST

25. Table A shall be further modified as follows:-

(A) In regulation 37 the words "within the United Kingdom" shall be deleted;

(B) In regulation 88 the following sentence shall be deleted:-

"It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom".

(C) In regulation 112 the final sentence shall be deleted. In the case of joint holders of a share, service or delivery or any notice or other documentation on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. A notice may also be given to a member by telex or facsimile copy and where a notice is given in this way, service of the notice shall be deemed to have been affected at the time when the telex or copy is transmitted. Regulation 112 shall be modified accordingly;

(D) In regulation 116 the words "within the United Kingdom" shall be deleted;

(E) Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post. Regulation 115 shall be modified accordingly.