Number of Company

Form No. 41.

THE COMPANIES ACT, 1929.

A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED
22 FEB 19[illegible]

Insert the Name of the Company. Godfrey Sykes & Sons

LIMITED.

Presented by Cartwright & Fieldhouse
Huddersfield

The Solicitors' Law Stationery Society, Limited,
22 Chanc Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanove Street, W.1, 77 Colmore Row, Birmingham, 3, 19 & 21 North John Street, Liverpool, 2,
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6c.

28181e.25 [illegible] 8.

I, David James Cartwright

of 8 Cloth Hall Street Huddersfield

in the County of York

(a) Here insert: "A Solicitor of the "Supreme Court" (or in Scotland "an Enrolled Law "Agent") "engaged "in the formation." or "A person named "in the Articles of "Association as a "Director or "Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of the Supreme Court engaged in the formation of Godfrey Sykes & Sons, Limited

DJC ~~of~~

Limited, and that all the requirements of the Companies Act, 1929, 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."

This margin is reserved for binding and should not be written across.

Declared at Huddersfield in the County of York

the 19th day of February 1940

Before me,

a Notary Public at

Number of Company

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

TWO HUNDRED AND FIFTY POUNDS

2

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

Godfrey Sykes & Sons

LIMITED.

REGISTERED
22 FEB 19[illegible]

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920.

NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every £100 *or fraction of* £100.

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

Presented by Cartwright & Fieldhouse
Solicitors, Huddersfield

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6. 4719 5.11.30. W125

[See Back.]

THE NOMINAL CAPITAL

OF

Godfrey Sykes & Sons, *Limited,*

is £ 50000, *divided into* 50000

Shares of One pound *each.*

**Signature* Chas R. Kenwood

Officer ~~Director~~ Secretary

Dated the 8th day of February 1940

* *This Statement should be signed by an Officer of the Company.*

TEN SHILLINGS 21 2 40

COMPANIES REGISTRATION TEN POUNDS 21 2 40

COMPANIES REGISTRATION FIVE POUNDS 21 2 40

COMPANIES REGISTRATION ONE POUND 21 2 40

COMPANIES REGISTRATION FIVE SHILLINGS 21 2 40

REGISTERED
22 FEB 19

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

GODFREY SYKES & SONS, LIMITED.

1. The name of the Company is "GODFREY SYKES & SONS, 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 acquire by purchase or otherwise the business of Woollen, Plush and Astrachan Manufacturer and Merchant now carried on by John Frederick Sykes under the style or firm of Godfrey Sykes & Sons at Birkhouse Mills, Moldgreen, Huddersfield, in the County of York and Henry Walker & Sons, Sands Mill, Mirfield in the County of York and elsewhere as a going concern together with the goodwill, plant, machinery and utensils, stock-in-trade, assets, properties and effects connected with or used in such business or any parts or part thereof.

(B) To pay for the acquisition of the said properties or any other property to be at any time acquired by the Company or any part thereof in cash or in ordinary or preference shares to be issued as fully or in part paid up or in mortgage debentures or other debentures or debenture stock in the Company or in such other money as may be determined.

(c) To carry on all or any of the trades or businesses of worsted, woollen plush, astrachan, silk and cotton manufacturers and merchants combers doublers weavers yarn spinners wool dealers printers and clothiers in all or any of their branches and processes and to purchase prepare comb spin manufacture print and deal in worsted woollen plush astrachan cotton silk hair alpaca flax hemp jute mohair and other fibrous substances products and materials.

(D) To carry on the trades or businesses of dyers bleachers stovers mercerisers sizers pressers millers fullers and finishers of pieces slubbing yarns warps tops and other materials in woollen cotton worsted or other fibrous substances in all or any of their branches and processes and to dye bleach stove mercerise size press mill full and finish pieces slubbing yarns warps tops and other materials in woollen cotton or other fibrous substances.

(E) To carry on all or any of the trades or businesses of drysalters and chemical manufacturers indigo merchants logwood cutters and dealers extractors general merchants importers and exporters in all or any of their branches and processes and to manufacture buy sell import and export indigo logwood and other woods lac aniline alizarine and sulphur colour dyes acids cochineal and chemicals of all descriptions drysaltery dyes dye extracts and dye materials dyeing and bleaching and other machinery.

(F) To carry on any other trade or business of a character similar or analogous to the trades or businesses hereinbefore mentioned or any businesses which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of any of its property or rights or to further any of its objects.

(G) To acquire by purchase legal concession grant license or otherwise such dyeworks lands quarries buildings mills collieries mines minerals waterworks railways tramways canals leases underleases plant machinery stock-in-trade stores rights privileges easements and other property as may from time to time be deemed necessary for carrying on the business of the Company.

(H) To build or erect upon any land of the Company such dyeworks mills manufactories workshops warehouses offices and other buildings and to erect such machinery and construct such roads ways tramways railway branches or sidings bridges reservoirs watercourses wharves hydraulic works and other works and conveniences as may be deemed necessary for the purposes of the Company or any of them and to hold any property whatsoever either in the United Kingdom or abroad; to alter improve extend add to rebuild replace or repair any buildings machinery or other property of the Company.

(I) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise assist any such person or company.

(J) To purchase or otherwise acquire all or any part of the property and effects and that with or without taking over all or any of the liabilities of any company society firm partnership or person formed for or carrying on or having carried on any business altogether or in part similar to the business of this Company and to conduct carry on or liquidate and wind up such business.

(K) To sell let or lease or otherwise dispose of or transfer the business property and undertaking of the Company or any part thereof in consideration of payment in cash or in shares whether fully paid up or not debentures or securities of another company or partly in cash and partly in such shares debentures or securities and either on terms that such shares debentures or securities be distributed in specie among the members or otherwise.

(L) To promote any other company and to subscribe for shares stock or debentures thereof for the purpose of its acquiring all or any of the property and liabilities of this Company or for any other purposes which may seem directly or indirectly calculated to profit this Company

(M) To borrow or raise money by the issue of or upon debentures or debenture stock (perpetual or terminable) bonds mortgages charges or any other securities founded or based upon all or any of the property of the Company or of its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit or upon bills of exchange promissory notes or other obligations or securities or in such other manner as may be deemed necessary or to receive money on deposit at interest or otherwise.

(N) To invest the moneys of the Company upon such securities as may be from time to time determined other than in the purchase of its own shares; and also to lend money and particularly to customers and others having dealings with the Company on such terms as the Company may think fit; also to guarantee the performance of any contract by a customer of or other person having dealings with the Company.

(O) To draw and accept and make and to endorse discount and negotiate bills of exchange and promissory notes and other negotiable instruments.

(P) To take out purchase or otherwise acquire or deal with any patents patent rights or inventions copyrights or secret processes which may be useful to the Company's objects and to grant licenses to use the same.

(Q) To produce or manufacture sell supply and generate heat steam and other power coal oil gas and electricity as lighting or motive power and to supply electric or other light to any persons willing to purchase rent or use the same.

(R) To effect insurances to secure the Company against loss by reason of personal injury by accident to its workmen; and on the lives of any debtors to the Company and on the lives of any other person or persons in whom the Company may have an insurable interest and to pay the premiums and other moneys required to keep up the policies of insurance out of the moneys of the Company.

(s) To establish and support or to aid in the establishment and support of associations institutions or conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.

(t) To appoint any person or company to accept and hold in trust for the Company or for any purpose or object of the Company any real or personal property or any beneficial rights or privileges either in the United Kingdom or abroad.

(u) To do all or any of the above things in any part of the world and either as principals agents contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.

(v) To do all such things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that 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 not and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The SHARE capital of the Company is £50,000 divided into 50,000 shares of £1 each with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential deferred qualified or other special rights privileges or conditions and with power from time to time to alter modify or abrogate any preferential deferred or qualified or other special rights privileges and conditions for the time being attached to any class or classes of shares.

WE, the several persons whose names and addresses 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	No of Shares taken by each Subscriber
John F. Sykes. Birksgate Almondbury Huddersfield Pile Fabric Manufacturer	One
Doris Sykes Birksgate Almondbury Huddersfield Married Woman	One.

Dated the 8th day of February 1960

Witness to the above signatures :

Solicitor
Huddersfield

REGISTERED
22 FEB 1939

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

GODFREY SYKES & SONS,

LIMITED.

1. The regulations contained in Table A in the First Schedule to the Companies Act, 1929, (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. Clauses 45, 46, 64, 66, 69, 72, 82 and 101 of Table A shall not apply to the Company. Clause 7 of Table A shall be varied by omitting therefrom the words "other than fully paid shares," Clause 19 by omitting therefrom the words "not being fully paid shares" and Clause 68 by omitting therefrom all the words after the words "ceases from any cause to be a Director."

3 The Company is a private company and accordingly :—

(A) The right to transfer the shares in the Company is restricted as by these Articles provided :

(B) The number of the members of the Company is limited to fifty (not including persons who are in the employment of the Company, and persons who having been formerly in the employment of the Company were while in that employment and have continued after the determination of that employment to be members of the Company) ; Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this provision be treated as a single member ; and

(c) Any invitation to the public to subscribe for any shares, debentures, debenture stock, bonds or other securities of the Company is prohibited.

4. 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 Article 3, and so that no shares may be issued at a discount except as provided by Section 47 of the Companies Act, 1929. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, but the commission may not exceed ten per cent of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. No transfer of a share or shares (whether ordinary or preference) shall be made without the previous approval of the Directors, and the Directors may withhold such approval.

(i) If the Company has a lien on the share or shares.

(ii) If they do not approve of the proposed transferee.

(iii) If they consider that the proposed transferee is a competitor in trade of the Company.

(iv) If the effect of the transfer will be to increase the number of members (exclusive of persons who are in the employment of the Company) beyond the limit of 50 mentioned in Article 3.

6. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

7. No business shall be transacted at any General Meeting lless a quorum of members is present at the time when the meeting oceeds to business, two members personally present shall be a uorum. If within half an hour from the time appointed for any eting a quorum is not present the meeting shall be dissolved.

8. The following shall be the first Directors of the Company mely :- JOHN FREDERICK SYKES, Birksgate, Almondbury, uddersfield, DORIS SYKES, Birksgate, Almondbury, Hudders-ld, HARRY WHITLEY, Wateroyd Lane, Mirfield, FRANK ILLIAM FIELDING, 36, Greenhead Lane, Dalton, Huddersfield, d MELLOR RILEY, 101, Nab Lane, Mirfield. The said John ederick Sykes shall be the Permanent Governing Director of the mpany and shall hold such office as long as he shall live and Clauses to 77 and 80 of Table A shall not apply to such Governing Director. e Governing Director shall exercise all the powers, authorities and scretions vested in the Directors generally and all other Directors owever appointed) shall be bound to conform to his directions with gard to the Company's business. The Governing Director may om time to time and at any time appoint any other persons to be irectors of the Company including Managing Director, and shall fine, limit and restrict their powers and fix and determine their muneration and duties and may at any time remove any Director wever appointed.

9. The office of a Director shall be vacated :-

(A) If he ceases to hold or fails within two months after his appointment to obtain the requisite share qualification, or

(B) If he becomes bankrupt or compounds with his creditors; or

(C) If he becomes prohibited from being a Director by reason of any order made under either of Sections 217 and 275 of the Companies Act, 1929, or

(D) If he is found lunatic, or becomes of unsound mind; or

(E) If he resigns his office by notice in writing to the Company.

10. A Director may hold any other position or office of profit under the Company except that of auditor upon such terms as the Board of Directors may determine. A Director may contract or be interested in any contract or proposed contract with the Company, as if he were not a Director, but he must declare the nature of his interest therein as required by Section 149 of the Companies Act, 1929, and he may as a Director vote in respect of any such contract or proposed contract.

11. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company.

12. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

13. With the consent in writing of all the members for the time being, a General Meeting may be convened on a shorter notice than seven days, and in any manner they think fit, and Clause 42 of Table "A" shall be modified accordingly.

14. The first auditors of the Company shall be Edwin Netherwood & Son, Crescent Buildings, Half Moon Street, Huddersfield, Chartered Accountants.

15. If the Company shall be wound up the Liquidator with the sanction of an Extraordinary Resolution may distribute in kind all or any part of the assets of the Company available for distribution among the members or may for the purposes of bringing the liquidation to a close and dissolving the Company vest such assets in trustees for the benefit of the members. Provided that no member shall be compellable to accept any partly paid up shares in any company.

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 DESCRIPTION OF SUBSCRIBERS.	No. of Shares taken by each Subscriber
John T. Sykes Birksgate Almondbury Huddersfield Pile Fabric Manufacturer	One
Doris Sykes Birksgate Almondbury Huddersfield Married Woman	One.

Dated this 8th day of February 1940

Witness to the above Signatures:—

Huddersfield

DUPLICATE FOR THE FILE.

No. [illegible]

Certificate of Incorporation

I Hereby Certify, That

GODFREY SYKES & SONS, LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is **Limited.**

Given under my hand at London this twenty-second day of February One Thousand Nine Hundred and forty.

F. Martin

Registrar of Companies.

Certificate received by C R Barrett for Shaw & Blake Ltd

Date 22 2 40

NUMBER OF COMPANY 359466.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolutions

(Passed in pursuance of The Companies Act, 1948, Sections 5, 10 and 141)

OF

Godfrey Sykes & Sons, Limited

REGISTERED 2 AUG 1955

Passed the 5th day of July, 1955

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Birkhouse Mill, Moldgreen, Huddersfield in the County of York on the 5th day of July, 1955, the sub-joined Resolutions were duly passed as SPECIAL RESOLUTIONS:

1. That the 100 issued Shares in the Company numbered respectively 1 to 51 inclusive and 39246 to 39294 inclusive shall henceforth be designated and known as "A" Ordinary Shares and the remaining Shares in the Company (both issued and unissued) as "B" Ordinary Shares and that
   - (i) the "A" and "B" Ordinary Shares shall as regards participation in profits and assets rank *pari passu* as one uniform class of shares.
   - (ii) the "B" Ordinary shareholders shall not be entitled to receive notice of or attend or vote at general meetings of the Company.

2. That the provisions of the Company's Memorandum of Association with respect to its objects be altered by substituting for paragraph (S) of Clause 3 of such Memorandum of Association the following new paragraph:-

"(S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business: to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits, or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons to make payments towards insurance; and 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, and of their wives, widows, children, and other relatives and dependants.

2 AUG 1955

3. That the Articles of Association a copy whereof has been produced to this meeting and for purposes of identification subscribed by the Chairman thereof be, and the same are, hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all its existing Articles.

4. That the draft Agreement expressed to be made between the Company of the first part John Frederick Sykes of the second part and Doris Sykes of the third part (which draft has been produced to this meeting and for purposes of identification subscribed by the Chairman thereof) be and the same is hereby approved and that the Directors be and they are hereby authorised on behalf of the Company to enter into and affix the Seal of the Company to an Agreement in the terms of such draft.

J. Anthony Sykes

Chairman.

Presented to the Registrar of Companies
on the 2nd day of August 1955

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C 2 AND 13 BROAD STREET PLACE, E C 2 JO1319 10378

J. Anthony Sykes

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Articles of Association

OF

Godfrey Sykes & Sons, Limited

(Adopted by Special Resolution passed on the
5th day of July, 1955)

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to The Companies Act, 1929, shall not apply to the Company.

2. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, and 75 in Part I of Table A shall not apply to the Company, and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

3. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARES.

4. *The Share Capital of the Company at the date of the adoption of these Articles is Fifty Thousand Pounds divided into One Hundred "A" Ordinary Shares and Forty nine Thousand Nine Hundred "B" Ordinary Shares all of One Pound each. The "A" Ordinary Shares and the "B" Ordinary Shares shall as regards participation in the profits and assets of the Company rank *pari passu* so as (without prejudice nevertheless to the provisions of Article 9) to constitute one uniform class of Shares: and for the purposes of Clause 4 in Part I of Table A they shall except as regards any proposed variation of rights differently or separately affecting the "A" Ordinary Shares on the one hand and the "B" Ordinary Shares on the other be treated as constituting one class of Shares.

5. Any Shares for the time being unissued shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

---

*By Ordinary Resolution passed on the 8th day of July, 1955, the Share Capital was increased to Ninety Thousand Pounds by the creation of Forty Thousand additional "B" Ordinary Shares of One Pound each.

S10378

6. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders

GENERAL MEETINGS.

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their rights to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

VOTING OF MEMBERS.

9. The holders of the "B" Ordinary Shares shall not in respect of such Shares be entitled to receive notice of or to attend or vote at any General Meeting of the Company; and Clause 62 in Part I of Table A shall be modified accordingly.

DIRECTORS.

10. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than three nor more than seven.

11. The following persons are the Directors of the Company at the date of the adoption of these Articles: **John Frederick Sykes** of Ryecroft, Birkby, Huddersfield in the County of York, **John Anthony Sykes** of 15 Dingley Road, Edgerton Huddersfield aforesaid, **Doris Sykes** of Ryecroft, Birkby, Huddersfield aforesaid, **Frank William Fielding** of 9 Longley Road, Almondbury, Huddersfield aforesaid, and **Mellor Riley** of 101 Nab Lane, Mirfield in the said County of York The said **John Frederick Sykes** and **John Anthony Sykes** shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

12. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout 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; and Clause 84 in Part I of Table A shall be modified accordingly.

14. A Special Resolution of the Company shall be required for the determination of the remuneration of the Directors in accordance with Clause 76 in Part I of Table A. No exercise by the Board (whether by resolution of the Board or by Agreement entered into by the authority of the Board or otherwise) of any of the following powers shall be valid unless and until the same is sanctioned by a Special Resolution of the Company, that is to say—

(1) Power to appoint a Director to any other office or place of profit under the Company or to vary the terms of any such appointment;

(2) Power to pay a gratuity or pension or allowance to a Director;

(3) Power to appoint or to vary the terms of the appointment of a Managing Director;

and Clauses 84 (3), 87, 107 and 108 in Part I of Table A shall be modified accordingly.

NUMBER OF COMPANY 350886

24

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Ordinary Resolution

(Passed in pursuance of The Companies Act, 1948, Section 61)

OF

Godfrey Sykes & Sons, Limited

Passed the 8th day of July, 1955

R -2 AUG 1955

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Birkhouse Mill, Moldgreen, Huddersfield in the County of York, on the 8th day of July, 1955, the sub-joined Resolution was duly passed as an ORDINARY RESOLUTION :—

That the capital of the Company be increased to £90,000 by the creation of 40,000 "B" Ordinary Shares of One pound each.

J. Anthony Sykes

Chairman.

Presented to the Registrar of Companies on the 2nd day of August 1955

2 AUG 1955

JORDAN & SONS LIMITED
COMPANY REGISTRATION AGENTS, PRINTERS AND PUBLISHERS,
CHANCERY LANE, LONDON, W.C.2 AND 13 BROAD STREET PLACE, E.C.   J01329 10478

Form No. 10.

Number of Company [illegible]6 / 75

The Companies Act, 1948

COMPANY HAVING A SHARE CAPITAL

Ad valorem Companies Fee Stamp (including Registration Fee of 5s.) must be impressed here.

Notice of Increase in the Nominal Capital

OF

GODFREY SYKES & SONS

LIMITED

...ED -2 AUG 1955

Pursuant to Section 63 of The Companies Act, 1948

HO-E90672

Telephone No.: HOLBORN 0434 (6 lines)

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by Laycock, Dyson and Laycock,
Huddersfield.

... & SONS LIMITED REGISTRATION 2 AUG 1955 AGENTS 116 CHANCERY LANE, LONDON

Notice of Increase in the Nominal Capital

OF

GODFREY SYKES & SONS Limited.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (*a*) an Ordinary Resolution of the Company dated the Eighth day of July 1955 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 40,000, beyond the Registered Capital of £ 50,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (*b*).	Nominal Amount of each Share.
40,000	"B" Ordinary Shares	£1.

The conditions (*e.g.*, voting rights, dividend rights, winding-up rights, &c.) subject to which the new Shares have been or are to be issued are as follows:—

Ranking for dividend and in all other respects pari passu with the existing "B" Ordinary Shares

Signature G. Anthony Sykes

Description (*c*) Director

Dated the 8th day

of July 1955

(*a*) *Insert* "an Ordinary," "an Extraordinary," or "a Special," as the case may be.
(*b*) If any of the new Shares are Preference Shares state whether they are redeemable or not.
(*c*) State whether Director or Secretary of the Company.

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

Number of Company 359466 26 [Form No. 26

THE STAMP ACT, 1891; THE REVENUE ACT, 1903; and THE FINANCE ACT, 1933.

COMPANY HAVING A SHARE CAPITAL

TWO HUNDRED

£202
CCL

Inland Revenue Duty Stamp to be impressed here.

Statement of Increase of the Nominal Capital

OF

GODFREY SYKES & SONS

-2 AUG 1955

LIMITED

Pursuant to Section 112 of The Stamp Act, 1891; Section 5 of The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.

The Statement has to be registered with the Notice of Increase in the Nominal Capital and printed copy of the Resolution authorising the Increase required under Section 63 of The Companies Act, 1948.

B.8137

Telegrams: "CERTIFICATE, ESTRAND, LONDON." Telephone No.: HOLBORN 0434 (8 lines)

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by
Laycock, Dyson and Laycock,
Huddersfield.

19 JUL 1955

THE NOMINAL CAPITAL

OF

GODFREY SYKES & SONS

LIMITED,

has, by a Resolution of the Company dated the Eighth day of July, 1955, been increased by the addition thereto of the sum of Forty thousand Pounds, divided into Forty thousand "B" Ordinary Shares of One pound each beyond the Registered Capital of Fifty thousand pounds

Signature J. Anthony Sykes

Description Director

Dated the 8th day

of July 1955

---

* * *This Statement should be signed by an Officer of the Company.*

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

274466/29

5/-
627

The Companies Act, 1929
and
The Companies Act, 1948

COMPANY LIMITED BY SHARES

5/6 2/8

Memorandum of Association

OF

Godfrey Sykes & Sons, Limited

(As altered by Special Resolution passed on the
5th day of July, 1955)

REGISTERED
1 - SEP 1955

1. The name of the Company is "GODFREY SYKES & SONS, 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 acquire by purchase or otherwise the business of Woollen Plush and Astrachan Manufacturer and Merchant now carried on by JOHN FREDERICK SYKES under the style or firm of Godfrey Sykes & Sons at Birkhouse Mills, Moldgreen, Huddersfield, in the County of York and Henry Walker & Sons, Sands Mill, Mirfield in the County of York and elsewhere as a going concern together with the goodwill, plant, machinery and utensils, stock-in-trade, assets, properties and effects connected with or used in such business or any parts or part thereof.

(B) To pay for the acquisition of the said properties or any other property to be at any time acquired by the Company or any part thereof in cash or in ordinary or preference shares to be issued as fully or in part paid up or in mortgage debentures or other debentures or debenture stock in the Company or in such other money as may be determined.

(C) To carry on all or any of the trades or businesses of worsted, woollen plush, astrachan, silk and cotton manufacturers and merchants combers doublers weavers yarn spinners wool dealers printers and clothiers in all or any of their branches and processes and to purchase prepare comb spin manufacture print and deal in worsted woollen plush astrachan cotton silk hair alpaca flax hemp jute mohair and other fibrous substances products and materials.

(D) To carry on the trades or businesses of dyers bleachers stovers mercerisers sizers pressers millers fullers and finishers of pieces slubbing yarns warps tops and other materials in woollen cotton worsted or other fibrous substances in all or any of their branches and processes and to dye bleach stove mercerise size press mill full and finish pieces slubbing yarns warps, tops and other materials in woollen cotton or other fibrous substances

(E) To carry on all or any of the trades or businesses of drysalters and chemical manufacturers indigo merchants logwood cutters and dealers extractors general merchants importers and exporters in all or any of their branches and processes and to manufacture buy sell import and export indigo logwood and other woods lac aniline alizarine and sulphur colour dyes acids cochineal and chemicals of all descriptions drysaltery dyes dye extracts and dye materials dyeing and bleaching and other machinery.

(F) To carry on any other trade or business of a character similar or analogous to the trades or businesses hereinbefore mentioned or any businesses which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of any of its property or rights or to further any of its objects.

(G) To acquire by purchase legal concession grant license or otherwise such dyeworks lands quarries buildings mills collieries mines minerals waterworks railways tramways canals leases underleases plant machinery stock-in-trade stores rights privileges easements and other property as may from time to time be deemed necessary for carrying on the business of the Company.

(H) To build or erect upon any land of the Company such dyeworks mills manufactories workshops warehouses offices and other buildings and to erect such machinery and construct such roads ways tramways railway branches or sidings bridges reservoirs watercourses wharves hydraulic works and other works and conveniences as may be deemed necessary for the purposes of the Company or any of them and to hold any property whatsoever either in the United Kingdom or abroad; to alter improve extend add to rebuild replace or repair any buildings machinery or other property of the Company.

(I) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise assist any such person or company.

(J) To purchase or otherwise acquire all or any part of the property and effects and that with or without taking over all or any of the liabilities of any company society firm partnership or person formed for or carrying on or having carried on any business altogether or in part similar to the business of this Company and to conduct carry on or liquidate and wind up such business.

(K) To sell let or lease or otherwise dispose of or transfer the business property and undertaking of the Company or any part thereof in consideration of payment in cash or in shares whether fully paid up or not debentures or securities of another company or partly in cash and partly in such shares debentures or securities and either on terms that such shares debentures or securities be distributed in specie among the members or otherwise.

(L) To promote any other company and to subscribe for shares stock or debentures thereof for the purpose of its acquiring all or any of the property and liabilities of this Company or for any other purposes which may seem directly or indirectly calculated to profit this Company.

(M) To borrow or raise money by the issue of or upon debentures or debenture stock (perpetual or terminable) bonds mortgages charges or any other securities founded or based upon all or any of the property of the Company or of its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit or upon bills of exchange promissory notes or other obligations or securities or in such other manner as may be deemed necessary or to receive money on deposit at interest or otherwise.

(N) To invest the moneys of the Company upon such securities as may be from time to time determined other than in the purchase of its own shares; and also to lend money and particularly to customers and others having dealings with the Company on such terms as the Company may think fit; also to guarantee the performance of any contract by a customer of or other person having dealings with the Company.

(O) To draw and accept and make and to endorse discount and negotiate bills of exchange and promissory notes and other negotiable instruments.

(P) To take out purchase or otherwise acquire or deal with any patents patent rights or inventions copyrights or secret processes which may be useful to the Company's objects and to grant licenses to use the same.

(Q) To produce or manufacture sell supply and generate heat steam and other power coal oil gas and electricity as lighting or motive power and to supply electric or other light to any persons willing to purchase rent or use the same.

(R) To effect insurances to secure the Company against loss by reason of personal injury by accident to its workmen; and on the lives of any debtors to the Company and on the lives of any other person or persons in whom the Company may have an insurable interest and to pay the premiums and other moneys required to keep up the policies of insurance out of the moneys of the Company.

(S) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits, or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance; and 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, and of their wives, widows, children and other relatives and dependants.

(T) To appoint any person or company to accept and hold in trust for the Company or for any purpose or object of the Company any real or personal property or any beneficial rights or privileges either in the United Kingdom or abroad.

(U) To do all or any of the above things in any part of the world and either as principals agents contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.

(V) To do all such things as the Company may think incidental or conducive to the attainment of the above objects or any of them

AND IT IS HEREBY DECLARED that 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 not and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited

5. *The capital of the Company is £50,000 divided into 50,000 shares of £1 each with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential deferred qualified or other special rights privileges or conditions and with power from time to time to alter modify or abrogate any preferential deferred or qualified or other special rights privileges and conditions for the time being attached to any class or classes of shares.

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*By Special Resolution passed on the 5th day of July, 1955, the capital was divided into 100 "A" Ordinary Shares of £1 each and 49,900 "B" Ordinary Shares of £1 each; and by Ordinary Resolution passed on the 8th day of July, 1955, the capital was increased to £90,000 by the creation of 40,000 "B" Ordinary Shares of £1 each.

A. Anthony Sykes.

Number of Company [illegible]

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

GODFREY SYKES & SONS LIMITED

Passed the 30th day of December 1959

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 2 Cloth Hall Street, Huddersfield in the County of York, on the 30th day of December, 1959, the under-mentioned Resolution was duly passed as a SPECIAL RESOLUTION :-

> "That the Articles of Association of the Company be amended by deleting Articles 11 and 14 thereof".

G A Sykes

Chairman.

150

REGISTERED
4 JAN 1960

Presented to the Registrar
of Companies the
day of 19 .

COMPANIES
4 JAN 1960

No. 359466 / 39

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

OF

Godfrey Sykes & Sons, Limited

(*Passed* 19*th February*, 1960.)

REGISTERED
21 MAR 1960

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 19th February, 1960, the following Resolutions were duly passed as SPECIAL RESOLUTIONS :—

RESOLUTIONS.

1. That the 100 issued "A" Ordinary Shares of £1 each in the capital of the Company be henceforth called "Ordinary Shares".

2. That the 89,900 "B" Ordinary Shares of £1 each in the capital of the Company of which 88,426 are issued and fully paid be converted into and become Ordinary Shares ranking in all respects *pari passu* with the Ordinary Shares mentioned in Resolution 1.

3. That the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman hereof be and the same are hereby approved and that such Regulations be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association. 111

AUGHTER & MAY.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

GODFREY SYKES & SONS, LIMITED

(*Adopted by Special Resolution passed* 19th February, 1960.)

TABLE A.

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called " the Act "), except where the same are excepted or varied by or inconsistent with these Articles of Association, shall apply to the Company. Unless otherwise indicated, any reference in these Articles of Association to a Clause of Table A shall be construed as a reference to the Clause of that number contained in Part I of Table A.

BUSINESS.

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

SHARE CAPITAL.

3. The share capital of the Company at the date of the adoption of these Articles of Association is £90,000, divided into 90,000 Ordinary Shares of £1 each.

4. Subject to any direction to the contrary which may be given by the Company in General Meeting, all shares in the capital of the Company for the time being unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, for such consideration and upon such terms and conditions as they may determine, and in particular the Directors may grant to any person the option to take up any shares for such period and on such terms and conditions as the Directors may think fit, but so that no share shall be issued at a discount except in accordance with Section 57 of the Act.

MODIFICATION O~~R~~F RIGHTS.

5. If any separate General Meeting convened pursuant to Clause 4 of Table A shall be adjourned owing to the fact that the prescribed quorum was not present, and if at the adjourned Meeting the prescribed quorum shall not be present within half an hour from the time appointed for holding the Meeting, the holders of shares of the class in question present in person or by proxy at the adjourned Meeting shall constitute a quorum.

LIEN.

6. In Clause 11 of Table A the words " (not being a fully paid share) " and the words " (other than fully paid shares) " shall be deleted.

CALLS ON SHARES.

7. In the first sentence of Clause 15 of Table A the words " except in so far as may be otherwise agreed between the Company and any Member in the case of any shares held by him " shall be inserted immediately after the words " provided that ".

PROXIES.

8. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member.

PROCEEDINGS AT GENERAL MEETINGS.

9. In Clause 4 of Part II of Table A the words " provided that there be not less than two persons present " shall be inserted after the word " proxy ".

10. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and in the case of a body corporate which is a Member signature shall be sufficient if made by a director of that body corporate or by its duly appointed attorney. Clause 5 of Part II of Table A shall not apply.

VOTES OF MEMBERS.

11. If at any General Meeting any vote shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting and not in that case unless in the opinion of the Chairman of the Meeting it shall be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two and not more than nine in number. Clause 75 of Table A shall not apply.

13. Every Director shall have the power to appoint (1) any other Director or (2) any person approved for that purpose by a resolution of the Directors to act as alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director, except as regards remuneration and the power to appoint an alternate, shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and every alternate Director, while so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for every Director for whom he acts as alternate.

14. All appointments and removals of an alternate Director shall be effected by instrument in writing signed by the appointor and delivered at the registered office of the Company.

15. If any Director shall be called upon to perform extra services or make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may arrange with such Director for such extra remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise, as they shall think fit.

BORROWING POWERS.

16. The Directors may exercise all the powers of the Company to borrow and raise money, and to mortgage and charge its undertaking, property and uncalled capital, 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. Clause 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS.

17. A Director who pursuant to Clause 84 (1) of Table A has declared at a meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Clause 84 of Table A shall not apply.

PENSIONS AND ALLOWANCES.

18. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes

in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Clause 87 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS.

19. Subject to Clause 88 of Table A, the Directors shall remain in office until removed by Memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent to or left at the registered office for the time being of the Company or by resolution of the Company in General Meeting.

20. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company at any time and from time to time by Memorandum in writing signed by him or them and sent to or left at the registered office for the time being of the Company, or the Company by resolution in General Meeting, may appoint any person to be a Director either to fill a casual vacancy in the number of the Directors or as an additional Director. Any Director so appointed shall hold office until he is removed pursuant to Article 19 or his office is vacated under Clause 88 of Table A.

21. Without prejudice to the preceding Article, any casual vacancy in the number of the Directors may be filled by the Directors and (subject to the limit hereinbefore prescribed) the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 19 or his office is vacated under Clause 88 of Table A.

22. Clauses 89 to 93 (inclusive) and 95 to 97 (inclusive) of Table A shall not apply, and Clause 94 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS.

23. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form signed by one or more of the Directors or their alternates. Clause 106 of Table A shall not apply.

MANAGING DIRECTOR.

24. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and upon such terms as they think fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment and such appointment shall be automatically determined if a Director so appointed shall cease from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. Clause 107 of Table A shall not apply.

No. 359466. / 40

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Consent of

"B" ORDINARY SHAREHOLDERS

OF

Godfrey Sykes & Sons, Limited

Dated 18*th February*, 1960.

We, the undersigned, being the holders of all the 88,426 issued "B" Ordinary Shares of £1 each in the capital of Godfrey Sykes & Sons, Limited, Hereby Agree and consent to the alteration of the special rights attached to the said 88,426 issued "B" Ordinary Shares in the manner to be effected by the passing by the Company of Special Resolutions in the following form, namely :—

"1. That the 100 issued 'A' Ordinary Shares of £1 each in the capital of the Company be henceforth called 'Ordinary Shares'.

2. That the 89,900 'B' Ordinary Shares of £1 each in the capital of the Company of which 88,426 are issued and are fully paid be converted into and become Ordinary Shares ranking in all respects *pari passu* with the Ordinary Shares mentioned in Resolution 1."

REGISTERED 12
21 MAR 1960

Dated 18th February, 1960.

B., M. & Co., Ltd. 511719.

Form No. R.5.
NO FEE PAYABLE

NO. OF COMPANY [illegible] /56

THE COMPANIES ACTS 1948 TO 1967.

Notice of place where copies of Directors' written service contracts or memorandums thereof are kept or of any change in that place.

Pursuant to Section 26 (3) of the Companies Act 1967.

Name of Company GODFREY SYKES & SONS

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, in accordance with subsection (3) of Section 26 of the Companies Act 1967, that copies of Directors' written service contracts or memorandums thereof are kept at BLACK DYKE MILLS, QUEENSBURY, BRADFORD, YORKSHIRE

(Signed)

(State whether Director or Secretary) SECRETARY

DATE 13th November 19 67

CAT. No. CFR.5.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

52521 (c)

Presented by

[illegible]

BRADFORD YORKS.

Presentor's Reference

GL/VS

15 NOV19

NO FEE PAYABLE

NO. OF COMPANY [illegible] /57

THE COMPANIES ACTS 1948 TO 1967.

Notice of place where register of Directors' interests in shares in, or debentures of, a company or its associated companies is kept or of any change in that place.

Pursuant to Section 29 (8) *of the Companies Act* 1967.

Name of Company GODFREY SYKES & SONS

LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with subsection (8) of Section 29 of the Companies Act 1967, that the register of Directors' interests in shares in, or debentures of, the company or any associated companies is kept at

BLACK DYKE MILLS, QUEENSBURY, BRADFORD, YORKSHIRE.

(Signed)

(State whether Director or Secretary) SECRETARY

DATE 13th November 1967

CAT. No. CFR.6.

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S2520 (c)

Presented by

JOHN FOS[illegible]

Presentor's Reference

This margin to be reserved for binding.

No. 359466

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

GODFREY SYKES & SONS, LIMITED

Passed 4th October 1968

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 4th October 1968, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely:—

RESOLUTION

THAT the name of the Company be changed to "JOHN FOSTER & SON (SERVICES) LIMITED".

SECRETARY

B., M. & Co., Ltd. 544822L.

OFFICE

18 OCT 1968

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 359466 /62

Whereas

GODFREY SYKES & SONS, LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1929,

on the 22ND FEBRUARY, 1940

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

JOHN FOSTER & SON (SERVICES) LIMITED

Given under my hand at London the 24TH OCTOBER, 1968.

Assistant Registrar of Companies

No. 359466 /67

SPECIAL RESOLUTION

- of -

JOHN FOSTER & SON (SERVICES) LIMITED

Passed 1st January 1973

At an Extraordinary General Meeting of the above-named Company held on 1st January 1973 the following Resolution was passed as a Special Resolution, namely :-

RESOLUTION

That the name of the Company be changed to "Priestleys Limited".

Presentor :—

Messers Slaughter and May,
35, Basinghall Street,
London EC2V 5DB

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

359466/68

[illegible]

JOHN FOSTER & SON (SERVICES) LIMITED

[illegible] of the Secretary of State changed [illegible]

PRIESTLEYS LIMITED

[illegible] 1st January 1973.

N Taylor

(N. TAYLOR

[illegible] Registrar of Companies

THE COMPANIES ACTS.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

[illegible]

Incorporated 22*nd February*, 1940.

(*New Articles of Association adopted* 19*th February*, 1960.)

3

SLAUGHTER AND MAY,
18, AUSTIN FRIARS,
LONDON, E.C.2.

THE COMPANIES ACTS.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF

PRIESTLEYS LIMITED

Incorporated 22*nd February*, 1940.

(*New Articles of Association adopted* 19*th February*, 1960.)

SLAUGHTER AND MAY,
18, Austin Friars,
London, E.C.2.

No. 359466.

Certificate of Incorporation

I Hereby Certify That GODFREY SYKES & SONS, LIMITED is this day Incorporated under the Companies Act, 1929, and that the Company is LIMITED.

GIVEN under my hand at London this twenty-second day of February One Thousand Nine Hundred and Forty.

P. MARTIN,
Registrar of Companies.

S895

THE COMPANIES ACTS.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

PRIESTLEYS LIMITED

(*As altered by Special Resolution passed 5th July,* 1955.)

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1. The name of the Company is PRIESTLEYS 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 acquire by purchase or otherwise the business of Woollen Plush and Astrachan Manufacturer and Merchant now carried on by JOHN FREDERICK SYKES under the style or firm of Godfrey Sykes & Sons at Birkhouse Mills, Moldgreen, Huddersfield, in the County of York and Henry Walker & Sons, Sands Mill, Mirfield in the County of York and elsewhere as a going concern together with the goodwill, plant, machinery and utensils, stock-in-trade, assets, properties and effects connected with or used in such business or any parts or part thereof.

(B) To pay for the acquisition of the said properties or any other property to be at any time acquired by the Company or any part thereof in cash or in ordinary or preference shares to be issued as fully or in part paid up or in mortgage debentures or other debentures or debenture stock in the Company or in such other money as may be determined.

(C) To carry on all or any of the trades or businesses of worsted, woollen plush, astrachan, silk or cotton manufacturers and merchants combers doublers weavers yarn spinners wool dealers printers and clothiers in all or any of their branches and processes and to purchase prepare comb spin manufacture print and deal in worsted woollen plush astrachan cotton silk hair alpaca flax hemp jute mohair and other fibrous substances products and materials.

(D) To carry on the trades or businesses of dyers bleachers stovers mercerisers sizers pressers millers fullers and finishers of pieces slubbing yarns warps tops and other materials in woollen cotton worsted or other fibrous substances in all or any of their branches and processes and to dye bleach stove mercerise size press mill full and finish pieces slubbing yarns warps, tops and other materials in woollen cotton or other fibrous substances.

(E) To carry on all or any of the trades or businessescs of drysalters and chemical manufacturers indigo merchants logwood cutters and dealers extractors general merchants importers and exporters in all or any of their branches and processes and to manufacture buy sell import and export indigo logwood and other woods lac aniline alizarine and sulphur colour dyes acids cochineal and chemicals of all descriptions drysaltery dyes dye extracts and dye materials dyeing and bleaching and other machinery.

(F) To carry on any other trade or business of a character similar or analogous to the trades or businesses hereinbefore mentioned or any businesses which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of any of its property or rights or to further any of its objects.

(G) To acquire by purchase legal concession grant licence or otherwise such dyeworks lands quarries buildings mills collieries mines minerals waterworks railways tramways canals leases underleases plant machinery stock-in-trade stores rights privileges easements and other property as may from time to time be deemed necessary for carrying on the business of the Company.

(H) To build or erect upon any land of the Company such dyeworks mills manufactories workshops warehouses offices and other buildings and to erect such machinery and construct such roads ways tramways railway branches or sidings bridges reservoirs watercourses wharves hydraulic works and other works and conveniences as may be deemed necessary for the purposes of the Company or any of them and to hold any property whatsoever either in the United Kingdom or abroad; to alter improve extend add to rebuild replace or repair any buildings machinery or other property of the Company.

(I) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise assist any such person or company.

(J) To purchase or otherwise acquire all or any part of the property and effects and that with or without taking over all or any of the liabilities of any company society firm partnership or person formed for or carrying on or having carried on any business altogether or in part similar to the business of this Company and to conduct carry on or liquidate and wind up such business.

(K) To sell let or lease or otherwise dispose of or transfer the business property and undertaking of the Company or any part thereof in consideration of payment in cash or in shares whether fully paid up or not debentures or securities of another company or partly in cash and partly in such shares debentures or securities and either on terms that such shares debentures or securities be distributed in specie among the members or otherwise.

(L) To promote any other company and to subscribe for shares stock or debentures thereof for the purpose of its acquiring all or any of the property and liabilities of this Company or for any other purposes which may seem directly or indirectly calculated to profit this Company.

(M) To borrow or raise money by the issue of or upon debentures or debenture stock (perpetual or terminable) bonds mortgages charges or any other securities founded or based upon all or any of the property of the Company or of its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit or upon bills of exchange promissory notes or other obligations or securities or in such other manner as may be deemed necessary or to receive money on deposit at interest or otherwise.

(N) To invest the moneys of the Company upon such securities as may be from time to time determined other than in the purchase of its own shares; and also to lend money and particularly to customers and others having dealings with the Company on such terms as the Company may think fit; also to guarantee the performance of any contract by a customer of or other person having dealings with the Company.

(O) To draw and accept and make and to endorse discount and negotiate bills of exchange and promissory notes and other negotiable instruments.

(P) To take out purchase or otherwise acquire or deal with any patents patent rights or inventions copyrights or secret processes which may be useful to the Company's objects and to grant licenses to use the same.

(Q) To produce or manufacture sell supply and generate heat steam and other power coal oil gas and electricity as lighting or motive power and to supply electric or other light to any persons willing to purchase rent or use the same.

(R) To effect insurances to secure the Company against loss by reason of personal injury by accident to its workmen; and on the lives of any debtors to the Company and on the lives of any other person or persons in whom the Company may have an insurable interest and to pay the premiums and other moneys required to keep up the policies of insurance out of the moneys of the Company.

(S) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits, or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance; and 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, and of their wives, widows, children and other relatives and dependants.

(T) To appoint any person or company to accept and hold in trust for the Company or for any purpose or object of the Company any real or personal property or any beneficial rights or privileges either in the United Kingdom or abroad.

(U) To do all or any of the above things in any part of the world and either as principals agents contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.

(V) To do all such things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that 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 not and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. *The capital of the Company is £50,000 divided into 50,000 shares of £1 each with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential deferred qualified or other special rights privileges or conditions and with power from time to time to alter modify or abrogate any preferential deferred or qualified or other special rights privileges and conditions for the time being attached to any class or classes of shares.

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*By Special Resolution passed 5th July, 1955, the capital of the Company was divided into 100 " A " Ordinary Shares of £1 each and 49,900 " B " Ordinary Shares of £1 each.

By Ordinary Resolution passed 8th July, 1955, the capital was increased to £90,000 by the creation of 40,000 additional " B " Ordinary Shares of £1 each.

By Special Resolution passed 19th February, 1960, the 100 " A " Ordinary Shares of £1 each and the 89,900 "B" Ordinary Shares of £1 each were converted into 90,000 Ordinary Shares of £1 each.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

PRIESTLEYS LIMITED

(*Adopted by Special Resolution passed* 19*th February,* 1960.)

TABLE A.

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called " the Act "), except where the same are excepted or varied by or inconsistent with these Articles of Association, shall apply to the Company. Unless otherwise indicated, any reference in these Articles of Association to a Clause of Table A shall be construed as a reference to the Clause of that number contained in Part I of Table A.

BUSINESS.

2. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

SHARE CAPITAL.

3. The share capital of the Company at the date of the adoption of these Articles of Association is £90,000, divided into 90,000 Ordinary Shares of £1 each.

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4. Subject to any direction to the contrary which may be given by the Company in General Meeting, all shares in the capital of the Company for the time being unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, for such consideration and upon such terms and conditions as they may determine, and in particular the Directors may grant to any person the option to take up any shares for such period and on such terms and conditions as the Directors may think fit, but so that no share shall be issued at a discount except in accordance with Section 57 of the Act.

MODIFICATION OF RIGHTS.

5. If any separate General Meeting convened pursuant to Clause 4 of Table A shall be adjourned owing to the fact that the prescribed quorum was not present, and if at the adjourned Meeting the prescribed quorum shall not be present within half an hour from the time appointed for holding the Meeting, the holders of shares of the class in question present in person or by proxy at the adjourned Meeting shall constitute a quorum.

LIEN.

6. In Clause 11 of Table A the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be deleted.

CALLS ON SHARES.

7. In the first sentence of Clause 15 of Table A the words "except in so far as may be otherwise agreed between the Company and any Member in the case of any shares held by him" shall be inserted immediately after the words "provided that".

PROXIES.

8. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member

PROCEEDINGS AT GENERAL MEETINGS.

9. In Clause 4 of Part II of Table A the words "provided that there be not less than two persons present" shall be inserted after the word "proxy".

10. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and in the case of a body corporate which is a Member signature shall be sufficient if made by a director of that body corporate or by its duly appointed attorney. Clause 5 of Part II of Table A shall not apply.

VOTES OF MEMBERS.

11. If at any General Meeting any vote shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same Meeting and not in that case unless in the opinion of the Chairman of the Meeting it shall be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the Directors shall be not less than two and not more than nine in number. Clause 75 of Table A shall not apply.

13. Every Director shall have the power to appoint (1) any other Director or (2) any person approved for that purpose by a resolution of the Directors to act as alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director, except as regards remuneration and the power to appoint an alternate, shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and every alternate Director, while so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for every Director for whom he acts as alternate.

14. All appointments and removals of an alternate Director shall be effected by instrument in writing signed by the appointor and delivered at the registered office of the Company.

15. If any Director shall be called upon to perform extra services or make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Directors may arrange with such Director for such extra remuneration for such services or exertions, either by way of salary, commission or the payment of a lump sum of money or otherwise, as they shall think fit.

BORROWING POWERS.

16. The Directors may exercise all the powers of the Company to borrow and raise money, and to mortgage and charge its undertaking, property and uncalled capital, 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. Clause 79 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS.

17. A Director who pursuant to Clause 84 (1) of Table A has declared at a meeting of the Directors the nature of his interest in a contract or proposed contract with the Company shall be entitled to vote in respect of that contract or proposed contract, and if he shall do so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken. Paragraphs (2) and (4) of Clause 84 of Table A shall not apply.

PENSIONS AND ALLOWANCES.

18. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any), notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes

in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Clause 87 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS.

19. Subject to Clause 88 of Table A, the Directors shall remain in office until removed by Memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent to or left at the registered office for the time being of the Company or by resolution of the Company in General Meeting.

20. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company at any time and from time to time by Memorandum in writing signed by him or them and sent to or left at the registered office for the time being of the Company, or the Company by resolution in General Meeting, may appoint any person to be a Director either to fill a casual vacancy in the number of the Directors or as an additional Director. Any Director so appointed shall hold office until he is removed pursuant to Article 19 or his office is vacated under Clause 88 of Table A.

21. Without prejudice to the preceding Article, any casual vacancy in the number of the Directors may be filled by the Directors and (subject to the limit hereinbefore prescribed) the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 19 or his office is vacated under Clause 88 of Table A.

22. Clauses 89 to 93 (inclusive) and 95 to 97 (inclusive) of Table A shall not apply, and Clause 94 of Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS.

23. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in the like form signed by one or more of the Directors or their alternates. Clause 106 of Table A shall not apply.

MANAGING DIRECTOR.

24. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and upon such terms as they think fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment and such appointment shall be automatically determined if a Director so appointed shall cease from any cause to be a Director but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. Clause 107 of Table A shall not apply.

No. 359466.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

OF

Godfrey Sykes & Sons, Limited

(*Passed* 19*th February*, 1960.)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 19th February, 1960, the following Resolutions were duly passed as SPECIAL RESOLUTIONS: —

RESOLUTIONS.

1. That the 100 issued "A" Ordinary Shares of £1 each in the capital of the Company be henceforth called "Ordinary Shares".

2. That the 89,900 "B" Ordinary Shares of £1 each in the capital of the Company of which 88,426 are issued and fully paid be converted into and become Ordinary Shares ranking in all respects *pari passu* with the Ordinary Shares mentioned in Resolution 1.

3. That the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman hereof be and the same are hereby approved and that such Regulations be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

No. 359466.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Consent of

" B " ORDINARY SHAREHOLDERS

OF

Godfrey Sykes & Sons, Limited

Dated 18*th February*, 1960.

We, the undersigned, being the holders of all the 88,426 issued " B " Ordinary Shares of £1 each in the capital of Godfrey Sykes & Sons, Limited, Hereby Agree and consent to the alteration of the special rights attached to the said 88,426 issued " B " Ordinary Shares in the manner to be effected by the passing by the Company of Special Resolutions in the following form, namely: —

> " 1. That the 100 issued ' A ' Ordinary Shares of £1 each in the capital of the Company be henceforth called ' Ordinary Shares '.
>
> 2. That the 89,900 ' B ' Ordinary Shares of £1 each in the capital of the Company of which 88,426 are issued and are fully paid be converted into and become Ordinary Shares ranking in all respects *pari passu* with the Ordinary Shares mentioned in Resolution 1."

Dated 18th February, 1960.

No. 359466

SPECIAL RESOLUTION

- of -

JOHN FOSTER & SON (SERVICES) LIMITED

Passed 1st January 1973

At an Extraordinary General Meeting of the above-named Company held on 1st January 1973 the following Resolution was passed as a Special Resolution, namely :-

RESOLUTION

That the name of the Company be changed to "Priestleys Limited".

PRIESTLEYS LIMITED

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SPECIAL RESOLUTION TO EXCLUDE APPOINTMENT OF AUDITORS OF A DORMANT COMPANY

That in accordance with the provisions of Section 12 of the Companies Act 1981 no auditors be appointed by the company in that it is a dormant company and meets the other requirements of the aforesaid section in this respect

1st June, 1983

Company No. 359466

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF PRIESTLEYS LIMITED

We the undersigned members of the above company being all the members who at the date hereof would be entitled to attend and vote at a general meeting of the company hereby resolve as follows such resolutions to take effect as elective resolutions.

a. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1992 and subsequent years until this election is revoked.

b. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.

DIRECTOR AND SECRETARY
16 JUNE 1992

COMPANIES HOUSE
19 JUN 1992
M 3

Company Number 359466

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PRIESTLEYS LIMITED

Incorporated 22nd February 1940
(New Articles of Association adopted 19 February 1960)

1. The name of the Company is "PRIESTLEYS 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 acquire by purchase or otherwise the business of Woollen Plush and Astrachan Manufacturer and Merchant now carried on by JOHN FREDERICK SYKES under the style or firm of Godfrey Sykes & Sons at Birkhouse Mills, Moldgreen, Huddersfield, in the County of York and Henry Walker & Sons, Sands Mill, Mirfield in the County of York and elsewhere as a going concern together with the goodwill, plant, machinery and utensils, stock-in-trade, assets, properties and effects connected with or used in such business or any parts or part thereof.

(B) To pay for the acquisition of the said properties or any other property to be at any time acquired by the Company or any part thereof in cash or in ordinary or preference shares to be issued as fully or in part paid up or in mortgage debentures or other debentures or debenture stock in the Company or in such manner as may be determined.

(C) To carry on all or any of the trades or businesses of worsted, woollen plush, astrachan, silk or cotton manufacturers and merchants combers doublers weavers yarn spinners wool dealers printers and clothiers in all or any of their branches and processes and to purchaser prepare comb spin manufacture print and deal in worsted woollen plush astrachan cotton silk hair alpaca flax hemp jute mohair and other fibrous substances products and materials.

(D) To carry on the trades or businesses of dyers bleachers stovers mercerisers sizers pressers millers fullers and finishers of pieces slubbing yarns warps tops and other materials in woollen, cotton worsted or other fibrous substances in all or any of their branches and processes and to dye bleach stove mercerise size press mill full and finish pieces slubbing yarns warps, tops and other materials in woollen, cotton or other fibrous substances.

(E) To carry on all or any of the trades or businesses of drysalters and chemical manufacturers indigo merchants logwood cutters and dealers extractors general merchants importers and exporters in all or any of their branches and processes and to manufacture buy sell import and export indigo logwood and other woods lac aniline alizarine and sulphur colour dyes acids cochineal and chemicals of all descriptions drysaltery dyes dye extracts and dye materials dyeing and bleaching and other machinery.

(F) To carry on any other trade or business of a character similar or analogous to the trades or businesses hereinbefore mentioned or any businesses which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of any of its property or rights or to further any of its objects.

(G) To acquire by purchase legal concession grant licence or otherwise such dyeworks lands quarries buildings mills collieries mines minerals waterworks railways tramways canals leases underleases plant machinery stock-in-trade stores rights privileges easements and other property as may from time to time be deemed necessary for carrying on the business of the Company.

(H) To build or erect upon any land of the Company such dyeworks mills manufactories workshops warehouses offices and other buildings and to erect such machinery and construct such roads ways tramways railway branches or sidings bridges reservoirs watercourses wharves hydraulic works and other works and conveniences as may be deemed necessary for the purposes of the Company or any of them and to hold any property whatsoever either in the United Kingdom or abroad; to alter improve extend add to rebuild replace or repair any buildings machinery or other property of the Company.

(I) To enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise assist any such person or company.

(J) To purchase or otherwise acquire all or any part of the property and effects and that with or without taking over all or any of the liabilities of any company society firm partnership or person formed for or carrying on or having carried on any business altogether or in part similar to the business of this Company and to conduct carry on or liquidate and wind up such business.

(K) To sell let or lease or otherwise dispose of or transfer the business property and undertaking of the Company or any part thereof in consideration of payment in cash or in shares whether fully paid up or not, debentures or securities of another company or partly in cash and partly in such shares debentures or securities and either on terms that such shares debentures or securities be distributed in specie among the members or otherwise.

(L) To promote any other company and to subscribe for shares stock or debentures thereof for the purpose of its acquiring all or any of the property and liabilities of this Company or for any other purposes which may seem directly or indirectly calculated to profit this Company.

(M) To borrow or raise money by the issue of or upon debentures or debenture stock (perpetual or terminable) bonds mortgages charges or any other securities founded or based upon all or any of the property of the Company or of its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit or upon bills of exchange promissory notes or other obligations or securities or in such other manner as may deemed necessary or to receive money on deposit at interest or otherwise.

(M)(i) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stock, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firms or person, and in particular, (but not by way of limitation) of the Company's Holding Company to any other company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.

(N) To invest the moneys of the Company upon such securities as may be from time to time determined other than in the purchase of its own shares; and also to lend money and particularly to customers and others having dealings with the Company on such terms as the Company may think fit; also to guarantee the performance of any contract by a customer of or other person having dealings with the Company.

(O) To draw and accept and make and to endorse discount and negotiate bills of exchange and promissory notes and other negotiable instruments.

(P) To take out purchase or otherwise acquire or deal with any patents patent rights or inventions copyrights or secret processes which may be useful to the Company's objects and to grant licences to use the same.

(Q) To produce or manufacture sell supply and generate heat steam and other power coal oil gas and electricity as lighting or motive power and to supply electric or other light to any persons willing to purchase rent or use the same.

(R) To effect insurances to secure the Company against loss by reason of personal injury by accident to its workmen; and on the lives of any debtors to the Company and on the lives of any other person or persons in whom the Company may have an insurable interest and to pay the premiums and other moneys required to keep up the policies of insurance out of the moneys of the Company.

(S) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits, or charitable aid to any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance; and 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, and of their wives, widows, children and other relatives and dependants.

(T) To appoint any person or company to accept and hold in trust for the Company or for any purpose or object of the Company and real or personal property or any beneficial rights or privileges in either the United Kingdom or abroad.

(U) To do all or any of the above things in any part of the world and either as principals agents contractors or otherwise and either alone or in conjunction with others and either by or through agents sub-contractors trustees or otherwise.

(V) To do all such things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that 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 not and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. *The capital of the Company is £50,000 divided into 50,000 shares of £1 each with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential deferred qualified or other special rights privileges or conditions and with power from time to time to alter modify or abrogate any preferential deferred or qualified or other special rights privileges and conditions for the time being attached to any class or classes of shares.

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*By Special Resolution passed 5th July 1955, the capital of the Company was divided into 100 "A" Ordinary Shares of £1 each and 49,900 "B" Ordinary Shares of £1 each.

By Ordinary Resolution passed 8th July 1955, the capital was increased to £90,000 by the creation of 40,000 additional "B" Ordinary Shares of £1 each.

By Special Resolution passed 19 February 1960, the 100 "A" Ordinary Shares of £1 each and the 89,900 "B" Ordinary Shares of £1 each were converted into 90,000 Ordinary Shares of £1 each.

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SPECIAL RESOLUTION OF PRIESTLEYS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Black Dyke Mills, Queensbury, Bradford, West Yorkshire, BD13 1QA, on 29 OCTOBER 1992 the following Special Resolution was duly passed:-

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended as follows:-

Following Clause 3 (M) the following clause is to be inserted and identified as Clause 3 (M)(i).

"Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stock, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any Company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firms or person, and in particular, (but not by way of limitation) of the Company's Holding Company to any other company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

Certified a true copy.

.... Director

.... Director