

151652



The Companies Act, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolution passed on 30th July, 1965)

OF

**William Hollins & Company
Limited**

1. The name of the Company is "WILLIAM HOLLINS & COMPANY LIMITED"¹.
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 and hold and guarantee the subscription of shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on businesses in the United Kingdom, or in any dominion, colony, dependency or possession thereof or in any foreign country, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
 - (b) To exercise and enforce all rights and powers conferred by or incident to the ownership of such shares, stocks, debentures, debenture stocks, bonds, obligations and securities as aforesaid, and to sell or exchange or otherwise deal with the same to or with any person or company (including *inter alia* any shareholders of this Company).
 - (c) To engage in any process or manufacture in connection with fibres, yarns, textiles and fabrics of every description whether natural artificial or synthetic and in particular to spin, double, crepe, plait, weave, knit, bleach, dye, print, finish, pack, make-up, convert, distribute, buy, sell and deal as principals or agents in any such material as aforesaid or in the products of, or in the raw materials for, any such material, and to carry out any process preparatory, consequential or ancillary to any such activity as aforesaid, and generally to produce, process, manipulate and deal in fibres, yarns and fabrics of every description and articles made wholly or partly therefrom and in the remaining

¹ The name of the Company was changed from "The Amalgamated Cotton Mills Trust Ltd" to "British Van Heusen Corporation Ltd" with effect from 2nd April, 1962 and was rechanged to The Amalgamated Cotton Mills Trust Limited on 4 May 1964. On 20 October 1983 the name was again changed to William Hollins & Company Ltd.

component parts of such articles and in things usually sold by persons dealing in such articles.

- (d) To carry on business as manufacturers and processors of, and dealers in machinery, tools, containers, packages, accessories, chemicals and by-products, brickmakers, builders and caterers.
- (e) To carry on any business or activity which is included in the objects of any subsidiary company of the Company (other than to act as brokers of or dealers in shares).
- (f) To carry on any trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxiliary to the general business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or any property suitable for the purposes of the Company.
- (g) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purposes of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (h) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (i) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possess.
- (j) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (k) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (l) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any other person within the United Kingdom or elsewhere, including in such case if thought fit the conferring of a participation in the management or its directorate, carrying on or engaged in any business or

transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any such company or persons special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company.

- (m) ¹To enter into guarantees, contracts of indemnity and suretyships of all kinds and to guarantee, grant indemnities in respect of or otherwise support or secure, whether by personal covenant or by mortgage, charge, standard security lien or other security upon all or any part of the undertaking, property, assets, rights and revenues, present and future, and uncalled capital of the Company or by creation and/or issue at par or at a premium or discount, and with or without consideration and with such rights, powers and privileges and/or such other terms (including without limitation as permanent, redeemable or repayable) as may be thought fit, of debentures or debenture stock or securities of any other description or by any one or more of such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company (whether or not any such person firm or company has objects or engages or is intending to engage in business similar to those of the Company) including without limitation any company from time to time the holding company or parent undertaking or a subsidiary or subsidiary undertaking (as defined in section 258 and section 736 of the Companies Act 1985) of the Company or of the Company's holding company or parent undertaking or which is otherwise associated in any way with the Company.
- (n) To pay out of the funds of the Company all expenses incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital.
- (o) Generally to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient or profitable for the purposes of its business, or in connection with any of the Company's property or rights for the time being.
- (p) To lay out any land of the Company for building purposes and to build on, improve, let on building leases, advance money to persons building on, or otherwise develop the same, in such manner as may seem expedient to the Company's interest.
- (q) To receive money on deposit or loan upon such terms as the Company may approve.
- (r) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (s) To lend money with or without security, but not to carry on the business of a registered money lender.

¹ Clause (m) was inserted in substitution for the existing clause (m) by way of a written resolution dated 28 February 2006.

- (t) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (u) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (v) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of this Company.
- (w) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (x) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and to improve, manage, develop, mortgage, or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (y) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (z) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (aa) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation or partly in one mode or partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (bb) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of

this Company, and to acquire hold and dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issues by or any other obligations of any such company.

- (cc) To purchase or otherwise acquire and undertaking all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests or possessed of property suitable for the purposes of the Company.
- (dd) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (ee) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or in any other manner.
- (ff) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction(if any) for the time being required by law.
- (gg) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either along or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (hh) To do all such other things as are incidental or conducive to the above objects or any of them.
- (ii) And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the

singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall (except as otherwise expressed in such paragraphs) be regarded as independent objects, and in no way limited by reference to or inference from the terms of any other paragraph or the time of the Company.

4. The liability of the Members is limited.
5. *The capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, but so that where shares are issued with any preferential or special rights attached thereto such rights shall not, except where the terms of issue otherwise provide, be alterable otherwise than pursuant to the provisions contained in **Clause 48 of the accompanying Articles of Association.

***On 10 August 1993 the Share Capital of the Company is £7,737,500 divided into 7,737,500 Ordinary Shares of 1p each.

MINUTE APPROVED BY THE COURT

The capital of The Amalgamated Cotton Mills Trust Limited was by virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated the 14 day of December, 1964, reduced from the former capital of £7,737,500 divided into 1,268,015 5 per cent. cumulative preference shares of £1 each, 14,702,848 ordinary shares of 5s. each and 11,175,092 unclassified shares of 5s. each to £6,469,485 divided into 14,702,848 ordinary shares of 5s. each and 11,175,092 unclassified shares of 5s each. At the date of the registration of this Minute all the said ordinary shares and none of the said unclassified shares have been issued and all the said ordinary shares are deemed to be fully paid.

By virtue of a Scheme of Arrangement sanctioned by the said Order and of a Special Resolution of the Company, the capital of the Company on the registration of this Minute is £7,737,500 divided into 19,774,908 ordinary shares of 5s. each and 11,175,092 unclassified shares of 5s. each of which 14,702,848 ordinary shares have been issued and are deemed to be fully paid and the remaining shares are unissued.

MINUTE APPROVED BY THE COURT

The Capital of the Company was reduced by virtue of a Special Resolution of they Company and with the sanction of an Order of the High Court of Justice dated 22 July 1993 which was registered at Companies House on 10 August 1993.

The capital of the Company was reduced by cancelling the capital paid up or credited as paid up to the extent of 24p per share on each pf the issued Ordinary Shares of 25p each and by reducing the nominal value on each such share and whether issued or unissued to 1p.

-
- * On 30 July, 1965 the share capital of the Company was £7,737,500 divided into 19,774,908 ordinary shares of 5s. each.
 - ** Clause 48 is reproduced as Article 4 of the Articles of Association adopted by the Company on 30 July 1965
 - *** On 10 August 1993 the Share Capital of the Company is £7,737,500 divided into 773,750,000 Ordinary Shares of 1p each.