

266909/54

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Special Resolutions

OF

**THE MOSSLEY WOOL COMBING AND  
SPINNING COMPANY, LIMITED.**

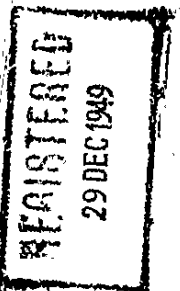


At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on the 13th day of December, 1949, the following SPECIAL RESOLUTIONS were duly passed:—

SPECIAL RESOLUTIONS.

(1) That the Memorandum of Association of the Company be altered by deleting paragraph (n) of Clause 3 thereof and substituting therefor the following paragraph:—

“(n) To set up, establish, support and maintain, or procure the setting up, establishment, support and maintenance of, any pension or superannuation funds or schemes (whether contributory or otherwise) for the benefit of, and to give or award or procure the giving or award of donations, gratuities, pensions, annuities, allowances, emoluments or other benefits to, any persons who are or have been 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 any such subsidiary company, or is a subsidiary of the same parent company as the Company, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, children or other relatives, families or 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 such 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 or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.”



(2) That the Articles of Association of the Company be altered by inserting the following new Article immediately after Article 17, namely:—

“ 17A. The Directors may set up, establish, support and maintain, or procure the setting up, establishment, support and maintenance of, any pension or superannuation funds or schemes (whether contributory or otherwise) for the benefit of, and give or award or procure the giving or award of donations, gratuities, pensions, annuities, allowances, emoluments or other benefits to, any persons who are or have been 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 any such subsidiary company, or is a subsidiary of the same parent company as the Company, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, children or other relatives, families or dependants of any such persons, and also 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 such other company as aforesaid, or of any such persons as aforesaid and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid And subject always to particulars with respect thereto being disclosed as may be required by law, and to any necessary approval by the Company in General Meeting, any Director shall be entitled to participate in any such pension or superannuation fund or scheme and to receive and retain for his own benefit any such donation, gratuity, pension, annuity, allowance, emolument or benefit, and may vote as a Director in respect of the exercise of any of the powers by this Article conferred upon the Directors notwithstanding that he is or may be or become interested therein.”

(3) That the Articles of Association of the Company be altered by inserting in Article 19 immediately after the words “ or of a resolution to allot any Shares or Debentures to a Director,” the words “ or of any pension or superannuation or other scheme or benefit mentioned in Article 17A of the Company’s Articles of Association,”

Dated the 13th day of December, 1949.



Chairman.

245727 / 135



"The Companies Act, 1929."



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

The Mossley Wool Combing and Spinning Company, Limited.

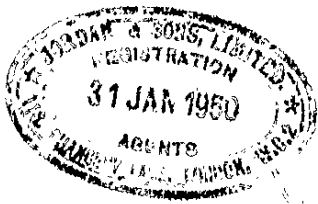
1. The Name of the Company is "THE MOSSLEY WOOL COMBING AND SPINNING COMPANY, LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The Objects for which the Company is established are—

(A) To carry on in all their branches in the United Kingdom and elsewhere throughout the world the trades or businesses of Merchants, Exporters and Importers of and Dealers in Wool, Tops, Noils, Wastes, Yarns, Worsted, Silk, Cotton, Hair, Alpaca, Flax, Hemp, Jute, Mohair, Cotton and Silk Yarn, and Manufactured Fabrics, Worsted and Woolien Yarn, Spinners, and Coating Manufacturers and Merchants; and to weave or otherwise manufacture, buy, sell, import, and deal in woven fabrics, clothing and textile fabrics of all kinds, and to carry on all or any of the trades or businesses of Combers, Scribblers, Top Makers, Spinners, Doublers, Mangleers, Printers, Dyers, and Finishers, Water-proofs of Textile Fabrics, Merchants and Mill Owners generally.

501



- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, and easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To apply for, register, 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, trade marks, designs, protectors, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (k) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (g) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (h) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (i) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any

money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

- (o) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (p) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (r) To set up, establish, support and maintain, or procure the setting up, establishment, support and maintenance of, any pension or superannuation funds or schemes (whether contributory or otherwise) for the benefit of, and to give or award or procure the giving or award of donations, gratuities, pensions, annuities, allowances, emoluments or other benefits to, any persons who are or have been 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 any such subsidiary company, or is a subsidiary of the same parent company as the Company, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, children or other relatives, families or 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 such 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 or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (u) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.



- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. \* The Share Capital of the Company is Ten Thousand Pounds, divided into Ten Thousand Shares of One Pound each.

*It is certified that this is a true copy  
of the Memorandum of Association as  
altered by Special Resolution  
passed 13th December 1949.*

*K. J. Davis*

*Chairman*

\* By Ordinary Resolution passed on the 20th day of April, 1934, the Share Capital was increased by the creation of 95,000 Shares of £1 each.