

## **The Companies Acts 1985 and 1989**

Unlimited Company Not Having a Share Capital

Memorandum and Articles of Association

of

Shield Packaging

Registered Number 1861388

Ref:

### **TLT Solicitors**

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**The Companies Acts 1985 and 1989**  
**Unlimited Company Not Having a Share Capital**  
**Memorandum of Association**  
**of**  
**Shield Packaging**

1. The name of the Company is "Shield Packaging".
2. The registered office of the Company will be situated in England.
3. The object of the Company is to carry on business as a general commercial company and accordingly the Company may carry on any trade or business whatsoever and the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it (including but not in any way limited to the power to borrow and to secure the repayment of any money borrowed and to guarantee and to secure the guarantee of the repayment of any money borrowed by any third party).
4. The liability of the Members is unlimited.

We, the subscribers to this Memorandum of Association, wish to be formed into an Unlimited Company pursuant to this memorandum.

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Names, Addresses and Descriptions of Subscribers

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**Ian Hugh Alexander Gunn**

Baylaw 2A Parrys Lane  
Stoke Bishop  
Bristol  
BS9 1AA



Managing Director

**David Young Maitland**

8 Frankscroft  
Peebles  
Peeblesshire  
EH45 9DX



Finance Director

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Dated this 5 day of 15 March 2003

Witness to the above Signatures:

Name: Roland Batchelor

Address: 12 Carmarthen Road  
Henleaze, Bristol  
BS9 4DU

Occupation: ACCOUNTANT

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**Unlimited Company Not Having a Share Capital**  
**Articles of Association**  
**of**  
**Shield Packaging**

**Preliminary**

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the company but the articles hereinafter contained, and subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

**Interpretation**

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

**Members**

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

**Notice of General Meetings**

5. In regulation 38 of Table A:
  - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and
  - (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

**Proceedings at General Meetings**

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
7. Paragraph (d) of regulation 46 of Table A shall be omitted.

### **Votes of Members**

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

### **Directors' Expenses**

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

### **Proceedings of Directors**

10. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

### **Minutes**

11. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

### **Notices**

12. The second sentence of regulation 112 of Table A shall be omitted.
13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.