

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

THE BRANDS GROUP LIMITED

1. The Company's name is "THE BRANDS GROUP LIMITED".
2. The Company's registered office is to be situated in England and Wales.

every description capable of being used in connection with the foregoing businesses, or any of them, or likely to be required by any of the members of, customers of, or persons having dealings with the Company.

- 3.1.2 To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- 3.2 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- 3.3 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret

- 3.8 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

3.23.2 None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.

3.23.3 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

3.23.4 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a

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ARTICLES OF ASSOCIATION

THE BRANDS GROUP LIMITED

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THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF THE BRANDS GROUP LIMITED

("the Company")

PRELIMINARY

1. These Articles constitute the Articles of the Company. The Regulations contained in The Companies (Table A to F) Regulations 1985 are excluded for the purposes of Section 8(2) of the Companies Act.

2. In these Articles:

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Articles" means these Articles of Company of the Company as amended from time to time;

"Auditors" means the auditors for the time being of the Company.

"Clear Days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Communication" means the same as in the Electronic Communications Act 2000;

"Council means the Council of the Company cons

“United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles were adopted.

MEMBERSHIP

3. Membership of the Company shall, subject as hereinafter provided, be confined to persons whose principal business is the manufacture of proprietary branded goods which are sold by them in the United Kingdom either wholesale or retail under their own brand names and who are admitted to membership by the Council provided always that the Council may admit to membership any other person as it may think fit.
4. No person shall be admitted to membership unless such person shall have completed and furnished to the Council a written and signed application in such form as may from time to time be prescribed by the Council together with any form of certificate or declaration which the Council may prescribe.
5. Admission of applicants to membership shall be by the Council. All matters relating to admission to membership shall be at the discretion of the Council who may refuse to admit to membership any person, and in the event of refusal shall not be required to state the reason therefor.
6. Any person admitted to membership which is a corporation shall be so admitted in the name of the corporation and may act at General Meetings as provided in Article 7 and otherwise may act by any director, other officer or executive of such corporation as the Council may determine.
7. Any corporation which is a Member of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
8. None of the rights and privileges of a Member in relation to the Company shall be chargeable, transferable or transmissible by such Member's own act or by operation of law or otherwise except with the written consent of the Council.
9. Every Member shall undertake to further to the best of its ability the objects and interests of the Company and shall at all times observe these Articles and shall from time to time notify to the Secretary a place of business or residence to be registered as its address and the Secretary shall maintain in the register of Members such details together with the names of all Members from time to time.

ASSOCIATE MEMBERSHIP

10. The Council may from time to time admit to associate membership of the Company any person who subscribes to the objects and interests of the Company and whose associate membership of the Company would, in the opinion of the Council, be in the interests of the Company. The

CESSER OF MEMBERSHIP

21. Any Member may at any time withdraw from membership by giving to the Secretary at the Office six calendar months' notice in writing of its intention so to do, and upon the expiration of

a) in the case of an Annual General Meeting or a meeting called for the passing of an Elective

- a) by the Chairman; or
- b) by at least two Members having the right to vote at the meeting; or

- a) To receive the Council's Report of the Activities of the Company during the previous year.
- b) To receive and consider the financial statements of the Company for the previous year and the Auditors' report and the Treasurer's Report.
- c) The appointment of Auditors
- d) The election of Council members.
- e) To consider any resolution properly submitted by Members

VOTES OF MEMBERS

- 45. Any Member of the Company duly registered and who shall have paid all and any sums due and payable to the Company in respect of its membership shall be entitled to receive notice of and vote at a General Meeting and shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the meeting.
- 46. On a show of hands and on a poll every Member present in person or by proxy shall have one vote.
- 47. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 48. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tender

50. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances shall allow or in any other form which is usual or which the Council may approve)

"
PLC/Limited
I/We, _____, of _____, being a Member/Members of the above-named Company, hereby appoint _____ of _____, or failing him, _____, of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/Extraordinary General Meeting of the Company to be held on 20 _____, and at any adjournment thereof.
This form is to be used in respect of the resolutions mentioned below as follows:
Resolution No 1 *for *against
Resolution No 2 *for *against
*Strike out whichever is not desired.
Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.
Signed this _____ day of _____ 20 ."

51. The appointment of a proxy and any authority under which it is executed or a copy of such

52. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid, notwithstanding the previous determination of the authority of the person

POWERS OF COUNCIL

61. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Council who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that

- (a) he is recommended by the Council; or
 - (b) not less than twenty-eight nor more than thirty-five Clear Days before the date appointed for the meeting, written notice executed by two Members qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Council members together with notice executed by that person of his willingness to be appointed or reappointed.
69. Not less than seven nor more than twenty-eight Clear Days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Council member retiring by rotation at the meeting) who is recommended by the Council for appointment or reappointment as a Council member at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Council member. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Council members.
70. Subject as aforesaid, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Council member either to fill a vacancy or as an additional Council member and may also determine the rotation in which any additional Council members are to retire.
71. The Council may appoint a person who is willing to act to be a Council member, either to fill a vacancy or as an additional Council member, provided that the appointment does not cause the number of Council members to exceed any number fixed by or in accordance with the Articles as the maximum number of Council members. A Council member so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Council members who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
72. Subject as aforesaid, a Council member who retires at an Annual General Meeting may, if so willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
73. The Company may by Ordinary Resolution of which special notice has been given in accordance with the Act, remove any Council member at any time notwithstanding anything in these Articles or in any agreement between the Company and such Council member. Such removal shall be without prejudice to any claim such Council member may have for damages for breach of any contract of service between him and the Coe that 6.8(a)-102 74.94.(a)-12.4(D(m))-16.8(o)-.2(8(a)2 Tf10.02 0 0 10

PROCEEDINGS OF THE COUNCIL

82. Subject to the provisions of these Articles, the Council may regulate its proceedings as it thinks fit. Council meetings shall be held at least once every 3 months. However the Chairman may, and the Secretary at the request of the Chairman shall, call a meeting of the Council. Council

THE SEAL

97. If the Company has a Seal, it shall only be used by the authority of the Council or of a

NOTICES

101. Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "address", in relation to Electronic Communications, includes any number or address used for the purposes of such Communications.

102. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using Electronic Communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using Electronic Communications, shall be entitled to have notices

Company shall be indemnified out of the assets of the Company against any and all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

107. The Council shall have power to purchase and maintain for any Council member, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Companies Act 1985.