

THE COMPANIES ACTS, 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(as adopted by Special Resolution dated 18 December 1992)

of

ROBINSON & SONS LIMITED

1. The name of the Company is ROBINSON & SONS LIMITED. <sup>1</sup>
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) (a) To carry on business as designers, manufacturers, producers, distributors, agents, salesmen, importers and exporters, dealers and factors of and in surgical and other dressings, hygiene and health care products, domestic and industrial cleaning products, boxes, containers and packaging products of all descriptions made of cardboard, plastics and other materials, educational and recreational products, and engineering and consumable products of all kinds whether made of metals, plastics or any other materials.
  - (b) To carry on the business of a holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes and obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business including debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local, or otherwise in any part of the world; and
  - (c) To co-ordinate the administration of such companies as shall for the time being be subsidiary companies or under the control of the Company and to provide services of all kinds including (but not limited to) management, financial, administration and computer services to such companies.

<sup>1</sup> NOTE: The Company was incorporated under the name of Robinson and Sons, Limited which was changed to the present name on the 26th day of August 1987.

(2) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company and to carry on all or any of the businesses of land estate and property developers, and to purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever.

(3) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(4) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(5) To acquire and undertake the whole or any part of the business property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.

(6) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.

(7) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.

(8) To lend money or give credit to such persons on such terms as may seem expedient.

(9) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.

(10) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.

(11) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself.

(12) 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.

(13) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.

(14) To establish and subsidise or subscribe money to any institutions, associations, 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 or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.

(15) To enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.

(16) To payout of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

(17) To enter into any partnership or arrangement for sharing profits, co-operation or union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.

(18) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.

(19) To amalgamate with any other company.

(20) To dispose by any means of the whole or any part of the undertaking or property of the Company.

(21) To distribute any of the Company's property among the members in specie.

(22) To cause the Company to be registered or recognised in any part of the world.

(23) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.

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

(25) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.

And it is hereby declared that:-

(A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and

(B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Capital of the Company is £350,500 divided into 350,500 Ordinary Shares of £1 each.

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	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
WILLIAM BRADBURY ROBINSON Field House, Brampton, Chesterfield in the County of Derby Manufacturer	One Ordinary
CHARLES PORTLAND ROBINSON Goldwell Hill, Ashgate Road, Chesterfield, aforesaid Manufacturer	One Ordinary
WILLIAM BRADBURY ROBINSON Jr Highfield House, Old Hall Road, Brampton, aforesaid Manufacturer	One Ordinary
JANE ROBINSON Field House, Brampton, aforesaid Wife of the said William Bradbury Robinson	One Ordinary
ELIZA ROBINSON Goldwell Hill, Chesterfield, aforesaid Wife of the said Charles Portland Robinson	One Ordinary
MARGARET ROBINSON Highfield House, Old Hall Road, Brampton Wife of the said William Bradbury Robinson the younger	One Ordinary
MARTHA ANNIE ROBINSON Field House, Brampton, aforesaid Spinster	One Ordinary

---

Dated the 25th day of October 1893.

Witness to the above signatures:-

HERBERT STERLAND GRATTON,  
Solicitor  
7, Knifsmith Gate  
Chesterfield