

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

BUCK & HICKMAN LIMITED

(As amended by Special Resolution passed 31st December 1971)

1. The name of the Company is "CLIVE HANDBAGS 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 the business of designers, manufacturers, producers, importers, exporters, merchants, brokers and wholesale and retail dealers of and in all kinds of travel cases, handbags and similar articles of all kinds whether made of natural skins or synthetic fibres; threads, yarns or textiles including woven, knitted and other fabrics, and of and in all accessories to and components thereof and of and in costume jewellery and such articles pertaining to fashion wear of all kinds and materials, and any other business or businesses analogous to any of those above specifically mentioned or usually carried on in connection therewith, or which it may be considered advantageous or convenient to carry on in connection therewith.

*(AA) To acquire and take over as a going concern the business of manufacturers of and dealers in engineering mechanical and other tools ironmongers metal merchants general contractors and otherwise heretofore carried on at Nos. 2 and 4 Whitechapel Road and Nos. 1, 2, 3, 4 and 6 Union Street, Whitechapel and elsewhere under the style or firm of "Buck & Hickman" and all or any of the assets and liabilities of the proprietors of the said business in connection therewith and to carry on the business of manufacturers of and dealers in engineers' mechanics' hand and machine tools and supplies ironmasters ironmongers colliery owners iron steel and metal and hardware merchants and general contractors in all their respective branches both wholesale and retail; to carry on all or any of the businesses of mechanical electrical and sanitary and light heat water and motive power supply and civil and general engineers machinists iron and brass and metal founders metal workers metal grinders metal converters miners smelters black-

*NOTE: Name changed to BUCK & HICKMAN LIMITED on 6th March 1972. Paragraph (AA) added by Special Resolution passed 31st December, 1971.

Filed:

Paisner & Co
44 Bedford Sq., W.C.1

25 APR 1972

smiths' fitters hardware dealers metallurgists pattern makers and iron and tin plate workers importers and exporters of American and other foreign manufactured tools and machinery and hardware manufacturers of and dealers in bicycles tricycles motor carriages and other carriages or vehicles and plant and machinery of all kinds carpenters woodworkers painters box and packing-case makers van waggon and cart proprietors carriers warehousemen and general importers exporters and merchants.

- (B) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (C) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (D) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (E) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (F) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (G) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- (H) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (I) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (J) To sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (K) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (L) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (M) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (N) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (O) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100, divided into 100 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
JILL PEARCY, 59-67 Gresham Street, London, E.C.2. Clerk.	One
MARIANNE N. CARR, 59-67 Gresham Street, London, E.C.2. Clerk.	One
Total Shares taken . . .	Two

DATED the 22nd day of September, 1965.

WITNESS to the above Signatures:—

ROGER J. DUNCAN,
56-67 Gresham Street,
London, E.C.2.
Solicitors' Articled Clerk.