

Certificate No. 362980

Form No. 41.

"THE COMPANIES ACT, 1929."



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance

with the requirements of the Companies Act, 1929, made pursuant to S. 15 (2) of the said Act, on behalf of a Company proposed to be registered as _____

Yorkshire Shirt Co. **LIMITED.**

I Sidney Zebulun Manches
of 4 Broad Street Place in the City of London

Do solemnly and sincerely declare that I am ^(*) a Solicitor of the
Supreme Court engaged in the formation

of Yorkshire Shirt Co.

REGISTERED

27 JUN 1940

(*) Here insert either "A Solicitor of the Supreme Court engaged in the formation," or "A person named in the Articles of Association as a Director (or Secretary) which ever the case."

Limited,

and That all the requirements of the Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 4 Broad Street
Place in the City of London

the 21st day of June
one thousand nine hundred and forty
before me, [Signature]

A Commissioner for Oaths.

MANCHES & Co.

4, BROAD STREET PLACE,

Presented for registration by _____

LONDON, E.C.2.

TELEPHONE: HOLBORN 3855 (3 Lines).

TELEGRAMS: "DUNFERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,

Company Registration Agents, Printers & Stationers,

No. of Certificate 362080

Form No. 25.



THE COMPANIES ACT, 1929.

Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (NOTE.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF Yokohama Ship Co.
REGISTERED LIMITED,
is One hundred Pounds, divided
into one hundred Shares of one pound each.

Signature Manches & Co.

Description Directors to Company
(State whether Director or Secretary)

Dated the 21st day of June 1940

Presented for registration by MANCHES & Co.
4, BROAD STREET PLACE,
LONDON, E.C.2.

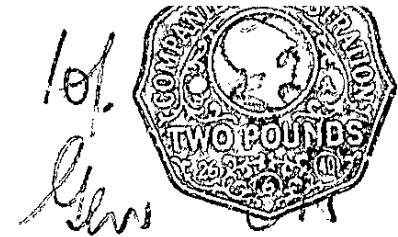
TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2
and 37, Surrey Street, Strand, London, W.C. 2



13



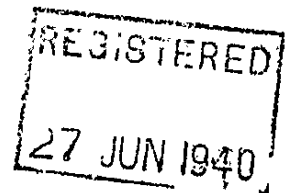
inside

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

- OF -



YORKSHIRE SHIRT Co. LIMITED

1. The name of the Company is "YORKSHIRE SHIRT CO. 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 business as manufacturers of and dealers in men's shirts and men's wear generally and ladies' and children's wear, and as drapers and hosiers, tailors, dressmakers, hemstitchers, costumiers, and men's, women's, children's and school outfitters.
- (b) To promote or assist in the promotion or management and to act as director or secretary of any Company having objects similar to or complimentary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations or assets of such Company.

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To amalgamate enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (i) To sell, improve, manage, develop, exchange or let the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.

- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others to grant indemnities and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (n) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or

take part in competitions, displays and exhibitions.

(q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.

(r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

(s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object 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 addresses and descriptions 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 sub- scriber.
<p><i>John Mayer</i> 126 Kiskadee Walthamfield</p> <p><i>Shunt Manufacturer</i></p> <p><i>Isaac Jones</i> <i>Isaac Jones</i> 126 Kiskadee Walthamfield Shunt Manufacturer</p>	<p><i>One</i></p> <p><i>One</i></p>

DATED this *20th* day of *June* 19 *40*.

WITNESS to the above signatures :-

W. Beckhoff

W. Beckhoff B.A.
1, Scampston Mews
London W.10.

Representative.



362080 / 6.



101
Gen. R.

THE COMPANIES ACT 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

- OF -



YORKSHIRE SHIRT Co. LIMITED

PRELIMINARY

1. The regulations set out in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 66, 69, 72, 85, 101, 104 and 107 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company, not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued after the determination of that employment to be members of the Company shall be limited to

fifty, provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purposes of this provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARES

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

5. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent of the price at which the shares are issued.

6. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

7. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The Transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company in respect thereof and (b) the instrument of transfer is accompanied by the

certificate of the shares to which it relates and such evidence as the Directors may reasonably require to shew the right of the transferor to make the transfer.

8. The Board of Directors may, without assigning any reason refuse to register any transfer of shares. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

PROCEEDINGS AT GENERAL MEETINGS

9. Subject to the provisions of Section 117 (2) of the Act, relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by Clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit.

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, two members present in person or by proxy shall be a quorum.

11. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15% of

the paid up Capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

12. On a show of hands every member present shall have one vote and upon a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder.

DIRECTORS

13. The number of Directors shall not be less than two or more than five and the first Directors shall be determined in writing by the subscribers to the Memorandum of Association.

14. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS

15. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

16. Each Director shall have power to nominate any person, approved for that purpose by the Board of Directors for the time being, to act or attend as alternate Director in his place during his absence or inability to act as such Director, and at his discretion to remove such alternate Director, and on such

appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and shall exercise and discharge all the duties of the Director he represents. If the Director making any such appointment as aforesaid shall cease to be a Director, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate Director. Any appointment or removal of an alternate Director under the provisions of this Clause shall be in writing and any instrument in writing appointing or removing an alternate Director shall be delivered to and retained by the Company.

DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall be vacated :-

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.
- (e) If he shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors and they pass a resolution confirming his exclusion from the Board by reason of such absence.

18. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

19. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any

contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

20. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS

21. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

22. The Directors may from time to time entrust to and confer upon the Managing Director or Directors as a Committee all or any of the powers of the Directors (excepting the power to make calls issue allot or forfeit shares borrow money or issue debentures) as they shall see fit.

23. The Directors may from time to time appoint or determine the appointment of any one or more of their number to represent the Company at any Meeting of Directors, shareholders or other body at which the Company is entitled to be present and to speak and vote at such meeting on the Company's behalf. A copy of any resolution appointing or determining the appointment of such representative or representatives certified to be correct by the Chairman of the Meeting at which such resolution was passed and by the Secretary of the Company shall be conclusive evidence of such appointment or the determination thereof.

INDEMNITY

24. Subject to the provisions of the Act every Director or officer of the Company shall

be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NOTICES

25. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom. No other persons shall be entitled to receive notices of General Meetings.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

John Meggery.

*126 Kerkgate
Halefield*

Shirt Manufacturer
Shirt Manufacturer

Jack James

*126 Kerkgate
Halefield*

Shirt Manufacturer

DATED this *20th* day of *June* 1940.

WITNESS to the above signatures :-

Name of Witness

Address

Occupation

*A. Beckhoff. B.A.
Scampton Mews,
London W.10.*

Representative.

DUPLICATE FOR THE FILE.

No. 362080



Certificate of Incorporation

I Hereby Certify,

That

YORKSHIRE SHIRT CO., LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twenty-seventh day of June One Thousand Nine Hundred and forty.

Registrar of Companies.

Certificate received by

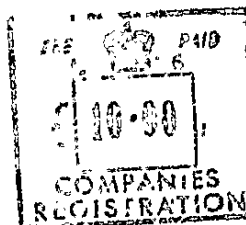
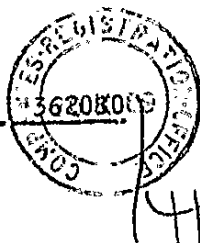
James Mankes for Mankes &

4 Broad Street Lane E.C.

Date 4th July 1940

B.

No. OF COMPANY



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY.)

SPECIAL RESOLUTION.

(PURSUANT TO THE COMPANIES ACT, 1948, SECTION 10 AND 141)

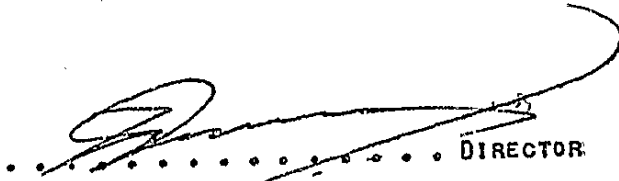
OF

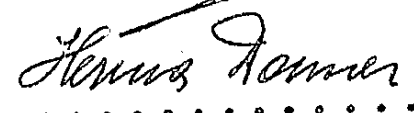
THE YORKSHIRE SHIRT COMPANY LIMITED

PASSED ON THE 13TH DAY OF OCTOBER 1969

AT AN EXTRAORDINARY GENERAL MEETING OF THE ABOVE-NAMED COMPANY DULY CONVENED AND HELD AT THE REGISTERED OFFICE OF THE COMPANY 6, WEST PARADE, WAKEFIELD, ON THE 13TH DAY OF OCTOBER 1969, THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

THAT WITH THE CONSENT OF THE BOARD OF TRADE THE NAME OF THE COMPANY BE CHANGED TO DOUBLE TWO SALES LIMITED.


..... DIRECTOR


..... SECRETARY





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 352000

Whereas

142
YORKSHIRE SHIRT CO. LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1929,

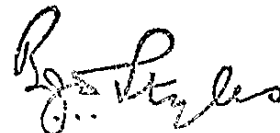
on the **27th JUNE, 1940**

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company
incorporated under the name of

DOUBLE TWO SALES LIMITED

Given under my hand at London the **30th October, 1968.**


(B. J. D. STYLES)

Assistant Registrar of Companies



Companies Registration Office
Companies House 55-71 City Road London EC1Y 1BB

Telephone 01-253 9393 ext **380**

THE SECRETARY
DOUBLE TWO SALES LIMITED
THORNES WHARF LANE,
HARROGATE,
YORKS.

Please reply to The Registrar
Your reference

Our reference GAZ list **2840**

D24/ **365080**

Date **28 JUL 1972**

Dear Sir/Madam

.....

I hereby give notice under section 353(3) of the Companies Act, 1948, that after three months from the date of this letter, the name of your company will be struck off the register and the company will be dissolved unless objections are received in this office from persons interested. Should objections be received dissolution action will be suspended until they have been resolved, after which it will proceed. Previous correspondence with the secretary of the company refers.

Yours faithfully

.....

for Registrar

C 24



J51

(COPY) SPECIAL.

(1)

resolution

362080

of DOUBLE TWO SALES

..... Limited
Passed the 7th day of JULY 1989...

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at THORNES WHARF LANE, WAKEFIELD.

on the 7th day of JULY 1989..

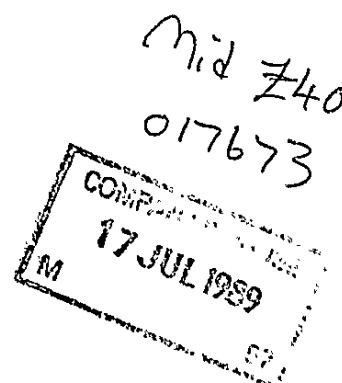
the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

That the name of the Company be changed to:—

THREADNEEDLE CORPORATE CLOTHING LIMITED

.....
CHAIRMAN



NOTES

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company and



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 362080

I hereby certify that

DOUBLE TWO SALES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THREADNEEDLE CORPORATE CLOTHING LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 25 JULY 1989

A handwritten signature in cursive script, appearing to read 'P. Bevan'.

P. BEVAN

an authorised officer

J51

(COPY)

(1) **SPECIAL resolution**

Company Number

362080

of
 Threadneedle Corporate Clothing Limited

Passed the 5 day of November 19.90..

At an Extraordinary General Meeting of the members of the above-named company, duly
 convened and held at 33 George Street, Wakefield, West Yorkshire, WF1 1LX

on the 5 day of November 19.90..

the following (1) **SPECIAL RESOLUTION** was duly passed:—

(2)

THAT the regulations contained in the document produced to the meeting
 and initialled by the chairman thereof for the purpose of identification
 be adopted as the Articles of Association of the Company in substitution
 for and to the exclusion of the existing Articles of Association.

.....
 Chairman of the Meeting

NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and
 must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.

Company No. 362080

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

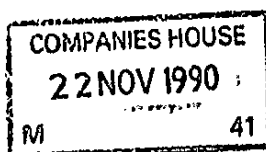
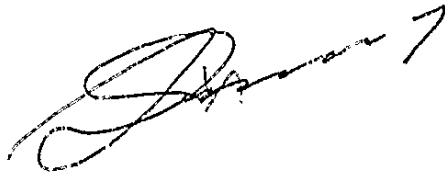
NEW

ARTICLES OF ASSOCIATION

OF

THREADNEEDLE CORPORATE CLOTHING LIMITED

(Adopted on 5th November, 1990)



Booth & Co
Sovereign House
South Parade
Leeds LS1 1HQ

Draft 4/NTW/8.11.90
File No. 00000.97254.dd

Company No. 362080

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

THREADNEEDLE CORPORATE CLOTHING LIMITED

(Adopted on 5th November, 1990)

PRELIMINARY

1. In these Articles -

1.1 "the Act" means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force,

1.2 "Table A" means Table A of The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985,

1.3 "the holding company" means The Wakefield Shirt Company Limited (Registered No. 361629),

1.4 words and phrases used in these Articles shall have the meanings ascribed to them in Table A,

1.4 references to "Regulations" are to a regulation in Table A.

2. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

3. Regulations 24, 68, 87 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

4.1 No share shall be issued or allotted to any person unless the issue and/or allotment has been previously approved -

4.1.1 by special resolution of the holding company and the Company has received a copy of such resolution certified as a true copy by the Secretary of the holding company, or

4.1.2 in writing by holders of all the issued ordinary shares of the holding company and the Company has received such written approval.

4.2 Subject to the Act and to Article 4.1, unissued shares in the Company shall be under the control of the Directors and the Directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the Company to such persons and generally on such terms, in such manner and at such times as they may determine.

4.3 The provisions of section 89(1) of the Act shall not apply to the Company.

4.4 The lien conferred by Regulation 8 shall attach also to fully paid shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any member, whether he shall be their sole registered holder or shall be one of two or more joint holders, for all moneys presently payable to him or his estate to the Company. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

5.1 No share shall be transferred to any person unless the transfer has been previously approved -

5.1.1 by special resolution of the holding company and the Company has received a copy of such resolution certified as a true copy by the Secretary of the holding company, or

5.1.2 in writing by holders of all the issued ordinary shares of the holding company and the Company has received such written approval,

and the Directors shall not register any transfer not so approved.

5.2 Subject to Article 5.1, the Directors may in their absolute discretion, and without giving any reason for so doing, refuse to register any transfer of a share, whether it is fully paid or not. Regulation 24 shall be modified accordingly.

5.3 An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.

GENERAL MEETINGS

6.1 Notice of any General Meeting need not be given to the Directors or the auditors in those respective capacities. Regulation 38 shall be modified accordingly.

6.2 A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

7. A proxy shall be entitled to vote on a show of hands and Regulation 54 shall be modified accordingly.

DIRECTORS

8. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

9. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the Directors or of any committee of the Directors in accordance with that section. Subject where applicable to such disclosure a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and Regulation 94 shall not apply to the Company.

GRATUITIES AND PENSIONS

10. The Directors may, if previously approved in writing by the holders of not less than 75 per cent. in nominal value of the issued ordinary shares of the holding company and the Company has received such written approval, on behalf of the Company exercise all the powers of the Company to provide benefits, whether by the payment of gratuities, bonus, remuneration, pensions or by insurance or in any other manner (whether similar to the foregoing or not), for any Director or former Director or any relation, connection or dependant of any Director or former Director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No Director or former Director shall be accountable to the Company or the members for any benefit permitted by this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. Regulation 87 shall not apply.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

11. Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed.

12. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf

by one of its Directors and shall take effect upon being lodged at the registered office of the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

13. Regulation 81(c) shall be amended to read as follows -

"he is, or may be, suffering from mental disorder as defined by section 1(2) Mental Health Act 1983 or, in Scotland, an application for his admission to hospital is made under the Mental Health (Scotland) Act 1984, or he is, or may be, suffering from any other illness or injury and in any such case the Directors resolve that he is incapable of properly exercising his functions as a Director by reason of that fact."

14. A Director may be removed from office by service on him of a notice in writing to that effect, signed by or on behalf of all the other Directors.

ROTATION OF DIRECTORS

15. The Directors shall not be required to retire by rotation. Regulations 67 and 78 shall be modified accordingly. Regulations 73 to 77, the second and third sentences of Regulation 79 and the last sentence of Regulation 84 shall not apply to the Company.

ALTERNATE DIRECTORS

16. Any appointment or removal of an alternate Director made under Table A shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.

17. If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and Regulation 101 shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

18. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting, then, if each such Director so agrees, subject to the Act and the other provisions of these Articles, those communications may be treated as a valid meeting of the Directors.

19. The following sentence shall be inserted after the first sentence of Regulation 72 -

"Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for

any specific purpose any person or persons although not being a Director of the Company."

20. A sole Director may exercise all the powers conferred by these Articles on the Directors and for such time as there is not more than one Director of the Company there shall be no requirement for a quorum for meetings of Directors. Regulations 88 and 89 shall be modified accordingly.

BORROWING POWERS

21. The Directors may, if previously approved in writing by the holders of not less than 75 per cent. in nominal value of the issued ordinary shares of the holding company and the Company has received such written approval, exercise all the powers of the Company to borrow money upon such terms and in such manner as they think fit, and subject (in case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PURCHASE OF OWN SHARES

22. Subject to the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but, subject to such resolution, the Directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the Directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article. Regulation 35 shall not apply.

OFFICIAL SEAL FOR USE ABROAD

23. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may, by writing under the Common Seal appoint any agent or agents committee or committees abroad to be the duly authorised agents of the Company, for the purpose of affixing and

using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the references shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICE

24. Every Director of the Company and every alternate Director shall be entitled to receive notices of General Meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Act. The third sentence of Regulation 112 shall be deleted.

EXECUTIVE DIRECTORS

25. The Directors from time to time (the "board") and at any time may appoint any other persons to the post of Assistant Directors (hereinafter called "executive directors") and may define, regulate, vary, limit and restrict their powers, authorities and discretions and fix, vary and determine their remuneration, duties, immunities and qualification and may terminate the appointment of any executive directors as such by resolution of the Board without any claim for compensation or damages on that account arising. Any person so appointed shall not be a Director of the Company for any of the purposes of the Act or of these articles, and accordingly shall not be a member of the board and shall not use the designation of "Director" alone and shall not be entitled to attend any meeting of the board or of any committee or sub-committee of the board except upon being invited so to do and if so invited shall not be entitled to vote at any such meeting but shall attend any such meeting for the purpose only of advising and assisting the board or any such committee or sub-committee and for no other purpose and shall have no right of access to any books, documents or accounts of the Company. The appointment of a person to be an executive director shall not, except as herein provided, alter the terms or conditions of his or her employment, duties or remuneration. Any extra remuneration paid to an executive director may be expressed to be payable in addition to any remuneration otherwise arising from the employment or services rendered to the Company by the person so appointed and all such remuneration shall be payable out of the funds of the Company. The post of an executive director shall determine ipso facto if his or her employment in any other capacity terminates unless otherwise resolved by the board on appointment. There shall be no limit to the number of executive directors capable of being so appointed.

INDEMNITY

26. Subject to the provisions of and so far as may be consistent with the Act but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or

office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings 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 such act or omission in which relief is granted to him by the Court.

MISCELLANEOUS PROVISIONS

27. Table A shall be further modified as follows -

- (A) in Regulation 37 the words "within the United Kingdom" shall be deleted,
- (B) in Regulation 88 the third sentence shall be deleted,
- (C) in Regulation 90 the words "but, if the number of directors is less than the number fixed as a quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting" shall be deleted,
- (D) in Regulation 112 the words "(or to such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address", and
- (E) Regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

J51

(COPY)

(1)

SPECIAL

resolution

Company Number

362080

of THREADNEEDLE CORPORATE CLOTHING LIMITED

..... Limited

Passed the 29th day of December 19 91

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Thornes Wharf Lane, Thornes, Wakefield

on the 29th day of December 19 91

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

IT WAS RESOLVED:—

That the Authorised Share Capital of the company be increased to £500,000 by the creation of a further 499,900 Ordinary £1 Shares. These shares to rank pari passu in all respects with the existing shares.

That the Issued Share Capital of £3 be increased to £300,000 by the issue of 299,997 Ordinary £1 Shares for cash at par.

COMPANIES HOUSE
14 MAY 1992

.....
CHAIRMAN

NOTES.

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be sent with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

[] [] [] []

362080

Name of company

* THREADNEEDLE CORPORATE CLOTHING LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 29th December 1991 the nominal capital of the company has been
increased by £ 499,900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.†

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

† the copy must be
printed or in some
other form approved
by the registrar

THESE SHARES TO RANK PAR PASSU IN ALL RESPECTS
WITH THE EXISTING SHARES

Please tick here if
continued overleaf

☐

Signed

[Signature]

[Director][Secretary]† Date

[Signature] 13.1.92.

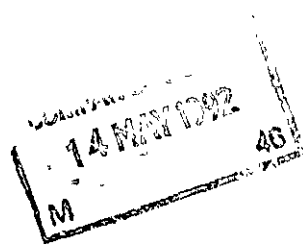
† delete as
appropriate

Presenter's name address and
reference (if any):

AC/MA/TC52
JOHN JEFFE CORK
33 GEORGE STREET
WAKEFIELD
WF1 1LX

For official Use
General Section

Post room



PRINTED AND SUPPLIED BY

Jordans

ORDAN & SONS LIMITED
ORDAN HOUSE
HUNSWICK PLACE
DONCASTER
ELECTRICITY 253 3030
ELEX 253030



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 362080

The Registrar of Companies for England and Wales hereby certifies that
THREADNEEDLE CORPORATE CLOTHING LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THREADNEEDLE COMPANY IMAGE LIMITED

Given at Companies House, Cardiff, the 13th October 1994

P. Bevan
P. BEVAN



C00362080V

For the Registrar of Companies





J51

(COPY)

(1) Special

resolution

Company Number

362080

of Threadneedle Corporate Clothing

..... Limited
Passed the Twenty First day of September 19⁹⁴.....

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Thornes Lane Wharf, Wakefield

.....
on the Twenty First day of September 19⁹⁴.....

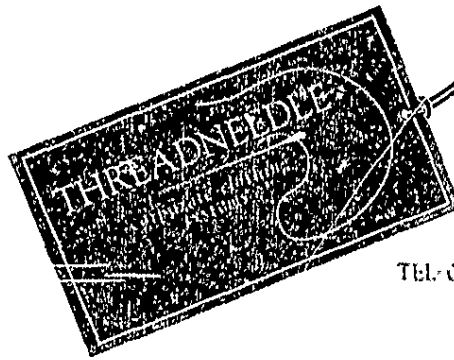
the following (1) RESOLUTION was duly passed:—

(2)

That the name of the company be changed to Threadneedle Company Image Limited.

C.G. Freeman
Company Secretary





P.O. BOX 1, THORNES WHARF LANE,
WAKEFIELD, WEST YORKSHIRE WF1 5RQ
TEL: 0924 375951 TELEX 55740 DUBTWG FAX 0924 292296

MINUTES OF THE EXTRAORDINARY GENERAL
MEETING OF THE MEMBERS OF THREADNEEDLE
CORPORATE CLOTHING LIMITED

21st September 1994

In attendance :

*I. Donner
R.J. Donner
D.P. Sugden
C.G. Freeman*

*Mr. I. Donner and Mr. R.J. Donner were acting
as Directors and representatives of the
shareholders.*

*A special resolution was passed that the name of
the company be changed to Threadneedle
Company Image Limited.*

*C.G. Freeman
Company Secretary*

