

THE COMPANIES ACTS, 1908 to 1948

AND

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PORTMEIRION POTTERIES (HOLDINGS) PLC

(as altered by Special Resolutions passed on
30th December, 1959 and 5th October, 1988)

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- * 1. The name of the Company is "PORTMEIRION POTTERIES (HOLDINGS) PLC".
2. The Registered Office of the Company will be situated in England.
3. The Company is to be a public company.
4. The objects for which the Company is established are:

* The name of the Company was changed from "A.E. GRAY & CO. LIMITED" to "PORTMEIRION POTTERIES LIMITED" on 28th March 1962 pursuant to a Special Resolution passed on 21st March 1962, was changed to "PORTMEIRION POTTERIES (HOLDINGS) LIMITED" on 6th July 1964 pursuant to a Special Resolution passed on 23rd June 1964, and was changed to Portmeirion Potteries (Holdings) PLC on 17th October, 1988 pursuant to a Special Resolution passed on 5th October, 1988.

Name changed by Special Resolution
dated 26/5/00 to:

Portmeirion Group Public Limited Company

- (1)** To act as and to carry on the business of a holding and co-ordinating company of the group of companies of which the Company is for the time being the holding Company and to carry on the business of an investment company and to do all lawful acts and things whatever, that are necessary or convenient in acting as or in carrying on the business of a holding company or in carrying on the business of an investment company or both.
- (2)** Generally to carry on in all or any of their branches all or any one or more of the following businesses, that is to say, the business of earthenware, porcelain, and majolica manufacturers, and manufacturers of parian and fine art pottery, and of druggists' goods of all descriptions, and any other business or businesses analogous to any of those above specifically mentioned, or generally carried on, or which it may be considered advantageous to carry on in connection therewith or in addition thereto.
- (3) To buy, sell, manufacture, use, license, hire, refine, manipulate, import, export, and deal in engines, machinery, fittings, substances, apparatus, and things capable of being used in such businesses as aforesaid, or required by any customers or persons having dealings with the Company either by wholesale or retail.
- (4) To purchase, take in exchange or on lease, rent, hire, occupy, or otherwise acquire any lands, machinery, plant, and stock-in-trade, and any easements, licenses, or other rights or interests in or with respect to any lands, buildings, and premises for the purposes of the Company, and as to any purchase of land or buildings either in consideration of a gross sum or of a rent charge or partly in one way and partly in the other; and to erect on any land purchased, leased, or otherwise acquired, any houses, shops, or other buildings, and to purchase machinery, utensils, materials and plant for carrying on any trade or business for the time being carried on by the Company.

** Amended by Special Resolution passed on 5th October 1988.

- (5) To supply power for turning machinery, and to manufacture any articles or goods for the time being dealt in or intended to be dealt in by the Company, and to carry on any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the businesses above referred to, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (6) To enter into and carry out arrangements for the purpose of having any business which this Company is authorised to carry on, or in which it may for the time being be interested, carried on by any other person or company on behalf of and for the benefit of this Company, and in such name and under such style as may be thought expedient, and to enter into any arrangements for indemnifying the person or company by whom any such business may be so carried on against the debts, liabilities, and expenses of such business.
- (7) To construct or contribute towards the construction of railways, canals, tramways, or other roads and ways for the more convenient access to and occupation and use of the lands and buildings for the time being of the Company, and to drain, pave, build upon, or otherwise extend or improve all or any part of the land and buildings of the Company.
- (8) To sell, dispose of, and transfer the undertaking and property of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, fully or partly paid-up, debentures, or securities of any other company.
- (9) To borrow or raise money by the issue of or upon bonds, debentures, debenture stock (whether perpetual or redeemable or otherwise), or bills of exchange, promissory notes, or other obligations or securities of the Company, or by mortgage or charge of all or any part of the property of the Company, or its uncalled capital, or in such other manner and upon such terms as the Company shall think fit, and to confer upon any incumbrancer, or any trustee for an incumbrancer of uncalled capital, such powers of making and enforcing calls as the Company may think fit.

- (10) To draw, make, accept, endorse, discount and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (11) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debenture stock, or other securities of, or for negotiating any advance or loan to the Company.
- (12) To issue any shares of the Company as fully or partly paid-up in consideration of any property acquired by or services rendered to the Company, or for any other reason whatsoever.
- (13) To purchase or otherwise acquire and undertake all or any part of the goodwill, business, property, and liabilities of, and carry into effect arrangements for amalgamation or union of or sharing in interests, whether in whole or in part, with any other company or person possessed of property suitable for the purposes of this Company, or carrying on any business the objects of which shall be altogether or in part similar to those of this Company, and to conduct and develop or wind up and liquidate such business.
- (14) To apply for, purchase, or otherwise acquire, work, sell, grant licenses to use, or otherwise dispose of or deal with any patent or patent right, or inventions, or secret processes, or any license or licenses to use any patent, invention, or process which may be considered desirable for the interests of the Company.
- (15) To take or otherwise acquire and hold or sell shares and stock in any other company, and to advance money, with or without security, to individuals, private firms, public companies, public bodies, and others, and to discount bills and receive from tenants and customers of the Company and others money, securities, and valuables on deposit or for safe custody or at interest or otherwise, and to guarantee the performance of contracts by persons having or likely to have dealings with the Company, and to act as bankers in relation thereto, and to undertake and carry into effect all such financial, commercial trading, or other operations or businesses in connection with the objects of the Company as may be deemed expedient.

- (16) To enter into any arrangements for sharing profits, co-operation, joint adventure, or reciprocal concession with any other person or company carrying on or about to carry on or engage in any business or transaction which may seem calculated directly or indirectly to benefit this Company, and to amalgamate with any other company, and to give to any other person or company special rights and privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company.
- (17) To invest the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (18) To subscribe to or become a member of or join in establishing any association or company formed for the purpose of insuring the property of the members thereof against fire, explosion, or other risk.
- (19) To apply for, promote, or obtain any provisional order of the Board of Trade or Act of Parliament for enabling the Company to carry any of its objects into effect, and to pay the expenses of opposing the bill in Parliament which may be deemed prejudicial to the interests of the Company, and to undertake, subscribe to, or otherwise aid undertakings and associations for purposes of opening out or protecting trade, or making experiments or investigations in connection with any of the objects of the Company, or any class or department of its business, directly or indirectly, and to join with any other person or persons or company or companies in doing the above, and contribute to the expenses thereof.
- (20) To aid in the establishment and support of associations for the benefit of the Company as employers of persons employed by or having dealings with the Company.
- (21) To give to any servants or employees of the Company any share or interest in the profits of the Company's business, or any branch thereof, and for that purpose to enter into any arrangements the Company may think fit.

** (22) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or

** Sub-clause (22) of Clause 4 was amended by a Special Resolution passed on 30th December, 1959.

superannuation schemes or 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 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 with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also to establish and subsidize or subscribe 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 as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (23) To promote or assist in the promotion of any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (24) To establish and regulate agencies at home and abroad for the purposes of the Company, and to procure the Company to be registered, incorporated, or recognised in any colony or foreign country.
- (25) To distribute any of the property of the Company among the members in specie.
- (26) To do all or any of the above things in any part of the world, and as principals, agents, trustees, contractors, or otherwise, and by or through agents, trustees or otherwise, and either alone or in conjunction with others.
- (27) To appoint from time to time any person or persons or corporation, English or foreign, the attorney or attorneys of this Company, and confer upon any such attorney or attorneys any powers of this Company.
- (28) Generally to do all such other things as are incidental or conducive to the attainment of the aforesaid objects, or any of them, and so that 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.

5. The liability of the members is limited.
- 6.** The capital of the Company is £3,000 divided into 3,000 shares of £1 each. The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital as ordinary, preferred, or deferred shares, and to attach to any class or classes of such shares any preferences, rights, privileges, or conditions, or to subject the same to any restriction or limitations. Provided always that if and whenever the capital of the Company is divided into shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following, namely: Any such modification or variation may be effected when sanctioned by an extraordinary resolution of the holders of the shares of such class passed at a separate meeting of the shareholders of such class, at which there shall be present in person or represented by proxy the holders of not less than a moiety of the issued shares of such class.
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- ** (1) The Share Capital of £3,000 was increased by Resolution passed on 1st December 1920 and confirmed by Extraordinary Resolution passed on 5th October 1921 and by Special Resolution passed on 20th October 1921 to £7,000 by the creation of 4,000 shares of £1 each.
- (2) The Share Capital of the Company was further increased by Extraordinary Resolution passed on 10th June 1952 to £15,000 by the creation of 8,000 ordinary shares of £1 each.
- (3) The Share Capital of the Company was further increased by Special Resolution passed on 21st March 1962 to £20,000 by the creation of 5,000 ordinary shares of £1 each.
- (4) The Share Capital of the Company was further increased by Special Resolution passed on 18th August 1965 to £25,000 by the creation of 5,000 ordinary shares of £1 each.
- (5) The Share Capital of the Company was further increased by Special Resolution passed on 20th February 1973 to £30,000 by the creation of 5,000 ordinary shares of £1 each.
- (6) The Share Capital of the Company was further increased by Ordinary Resolution passed on 21st December 1977 to £80,000 by the creation of 50,000 ordinary 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 DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ALBERT EDWARD GRAY Manufacturer Wall Grange Villa Longsdon Staffordshire	One
JOHN WILKINSON Corn Merchant The Haven Swinton Park Manchester	One
ALFRED ROYLE Baker and Confectioner 317 Broad Street Pendleton Manchester	One

Dated the 17th day of October, 1912.

WITNESS to all the above signatures:

ROBERT INNES
Sol. & Not. Pub.
Manchester.

- (7) The Share Capital of the Company was further increased by Ordinary Resolution passed on 27th October 1980 to £100,000 by the creation of 20,000 ordinary shares of £1 each.
- (8) The Share Capital of the Company was further increased by Ordinary Resolution passed on 12th October 1984 to £122,000 by the creation of 22,000 ordinary shares of £1 each.
- (9) The Share Capital of the Company was further increased by Ordinary Resolution passed on 3rd October 1985 to £150,000 by the creation of 28,000 ordinary shares of £1 each.
- (10) The Share Capital of the Company was further increased by Ordinary Resolution passed on 5th October, 1988 to £750,000 by the creation of 12,000,000 Ordinary Shares of 5p each such Share Capital having been sub-divided into Ordinary Shares of 5p by converting each Ordinary Share issued or unissued of £1, into 20 Ordinary Shares of 5p each.