



The Companies Acts 1985 to 1989

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

OF

AARONG (U.K.) LIMITED

No. 2850273

Incorporated 3rd September 1993

Reprinted March 1994

Marriotts Company Services Limited
123/125 City Road
London EC1V 1JB

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**MEMORANDUM OF
ASSOCIATION**

OF

AARONG (U.K.) LIMITED

- A. The company's name is Aarong (U.K.) Limited
- B. The company's registered office is to be situated in England and Wales.
- C. The company's objects are :-
- 1(a) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, packaging agents, distributors, importers, exporters, designers, factors and shippers of produce, products, medical equipment, commodities, consumer goods, handicrafts, and merchandise of every description, to apply protective or decorative coatings or finishes to products manufactured in metal or other materials by the Company or others, to manufacture, subcontract, import, export, distribute or deal in any such or associated products in any manner considered beneficial to the Company, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, including payment by way of barter for goods, any such agreements and the payments due thereunder, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kind.
- (b) To carry on the business of and to act as merchants traders, commission agents, carriers, market traders, stall holders and general traders, exporters and importers of goods of all kinds both wholesale and retail, or in any other capacity in the United Kingdom or abroad, international and industrial marketeers and consultants, mail order specialists, and to buy, sell, barter, exchange, pledge or otherwise deal in goods, produce, articles, materials, things and general merchandise of all kinds and types.
- (c) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act

as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operation ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company. Also to make investments as theatre 'angels' and to receive theatre investment income.

- (d) To carry on within and without the United Kingdom the businesses of exporters, importers, manufacturers, agents, brokers, general merchants and dealers, both wholesale and retail in commodities of every description and all commercial goods, manufactured goods and all goods for personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce, and also the business of storage contractors, wharfingers, carriers, shipping and forwarding agents, warehousemen and store-keepers; and to carry on any other business which is calculated directly or indirectly to enhance the value of any of the Company's business, property, rights or assets; and to carry on the aforesaid businesses, either together as a single business or as a separate and distinct businesses in any part of the world.
- (e) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration

engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers.

- (f) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, duty free shops, cafes, clubs, hotels and restaurants; catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturists, landscape gardeners and designers; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentlemen's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers, writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of laundrettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses either together as one business or as separate

and distinct businesses in any part of the world.

2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in 'Sub-Clause 1 hereof.
3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.
4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.
5. To maintain, alter, enlarge, or replace any buildings of any kind whatsoever, and to clear sites for the same, and to work, manage, and control the same or join with others in so doing.
6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorized to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts aforesaid or property acquired, any Shares, Debenture, Debenture Stock, or Securities so received.
7. To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

8. To manage, cultivate, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
9. To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
10. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
11. 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.
12. To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
14. To act as agents or brokers and as trustees for any person, firm, company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
15. To subscribe for, purchase or otherwise acquire and hold Shares or other interests in Securities of an other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

16. To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
17. To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
18. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any businesses which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly benefit the Company.
19. To promote any other company for the purpose of acquiring the whole or any part of the businesses or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or enhance the value of any property or business of this Company, and to place or guarantee the placing, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
20. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

21. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
22. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stocks, or other Securities of this Company.
23. To procure the Company to be registered or recognised in any part of the world.
24. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

D. The liability of the Members is limited.

E. The company's share capital is £1,000,000 divided into 1,000,000 shares of £1 each.*

* The Share Capital of the Company was increased from £1,000 by Special Resolution passed 23rd February 1994.

WE, the subscribers to this memorandum of association wish to be formed into a Company in pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

Number of Shares Taken
by each subscriber

Authorized Signatory
For and on behalf of
Elk (Nominees) Limited
4 Bishops Avenue,
Northwood, Middlesex

One

Authorized Signatory
for and on behalf of
Elk Company Secretaries Limited
4 Bishops Avenue,
Northwood, Middlesex

One

Dated : 20th August 1993

WITNESS to the above Signatures :

Jean Prior
47-49 Green Lane
Northwood, Middlesex

**ARTICLES OF
ASSOCIATION**

OF

AARONG (U.K.) LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
2. Regulations 24, 84 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, shall constitute the regulations of the Company.

SHARE CAPITAL

3. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one. If at any time from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.
4. Subject to the provisions of Articles 5 and 6 hereof, the Directors are authorised pursuant to Section 80 (1) of the Companies Act 1985 to allot shares up to the amount of the authorised but unissued share capital of the Company time to time to such persons upon such terms and in such manner as they think fit, provided that no shares shall be allotted at a discount.
5. The authority conferred upon the directors by Article 4 hereof shall expire five years from the date of incorporation of the Company, unless previously revoked, varied or renewed by an Ordinary Resolution of the shareholders, but upon expiration of such authority, the Company may resolve by Ordinary Resolution to renew such authority subject to such conditions as the Company may impose.

The provisions of Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company, except insofar as such provisions may be excluded from time to time by Special Resolution of the shareholders.

TRANSFER OF SHARES

The Directors may, in their absolute discretion, and without assigning any reason therefore, decline to register any transfer of any Share, whether or not it is a fully paid Share.

A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

MISCELLANEOUS

In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the 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.

Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

NAMES AND ADDRESSES OF SUBSCRIBERS

Authorised Signatory
For and on behalf of
Elk (Nominees) Limited
4 Bishops Avenue,
Northwood, Middlesex

Authorised Signatory
for and on behalf of
Elk Company Secretaries Limited
4 Bishops Avenue,
Northwood, Middlesex

Dated : 20th August 1993

WITNESS to the above Signatures :

Jean Prior
47-49 Green Lane
Northwood, Middlesex

**MEMORANDUM OF UNDERSTANDING
BETWEEN
BRAC AND THE LONDON GROUP**

This is a Memorandum of Understanding (hereinafter referred to as the MOU) signed this 9th day of August 1993 between BRAC duly registered in Bangladesh as a Society, under the Societies Registration Act 1860 with its registered office at 66 Mohakhali Commercial Area, Dhaka 1212, and (1) Mohammed Abdul Matin, S/o Md. Abdun Nur, of 33 Canterbury Ave, Ilford, Essex IG1 3WA, (2) Kamal Ahmed, S/o. Mr Abdul Latif, of 53 Grove Dwellings, Adelina Grove, London E1 3AE and (3) Helalur Rahman, S/o Md. Atiqur Rahman, of 86 Fairfield Road, London EC3 (hereinafter jointly and severally referred to as the LONDON GROUP).

This MOU has been drawn up to set out the intention and proposals of BRAC and the LONDON GROUP for the establishment of a joint venture in the United Kingdom. The following proposals are to be incorporated in the Memorandum and Articles of Association of the joint venture company to be formed as provided herein:

1. BRAC and the LONDON GROUP wish to set up a private limited company (hereinafter referred to as the company) registered in the United Kingdom with the object of setting up retail outlets to sell the products of BRAC's Aarong enterprise (hereinafter referred to as Aarong products). The company will be set up by 31 December, 1993 and the LONDON GROUP will make all the necessary arrangements for the registration of the company.
2. The authorised capital of the company will be pounds sterling 1,000,000 (one million) divided into 10,000 shares of pounds sterling 100 (one hundred) each. The issued capital of the company will be pounds sterling 100,000 (one hundred thousand).
3. BRAC will subscribe 49% of the issued shares and the LONDON GROUP will subscribe 51% of the shares
4. The Company will have 7 Directors who will form the Board of Directors (hereinafter referred to as the Board), of whom 3 will be nominated by BRAC and the rest by the LONDON GROUP. BRAC will nominate the Chairman of the Company and the LONDON GROUP will nominate the Managing Director of the company.
5. The company will have sole rights to set up retail outlets for Aarong products for the time being in the United Kingdom. These rights may be extended in the future, by mutual agreement, to cover expansion of the company's business in all the countries or any country on the continent of Europe. BRAC reserves the right to carry on with its wholesale marketing of Aarong products in the United Kingdom as at present.

6. The company may conduct the business of wholesale marketing of Aarong products to retailers in the United Kingdom. When this wholesale marketing reaches an offtake level from BRAC of goods worth at least pounds sterling 50,000.00 (fifty thousand), BRAC will no longer sell Aarong products directly to any other wholesaler.
7. The company will have the right to use Aarong patent rights, and shall use the Aarong name and logo on its products and outlets. An annual fee shall be payable to BRAC for such use at the rate of pounds sterling 5,000 (five thousand) or 2.5% of retail turnover plus 1% of wholesale turnover per annum, whichever is higher.
8. If the company wishes to market any product other than Aarong products, BRAC's consent in writing must be obtained beforehand. BRAC reserves the right to vet such product as to quality before giving this consent.
9. Orders received from the company will be shipped against Letter of Credit Only.
10. Transfer pricing shall be at least 5% lower than that charged to other overseas buyers.
11. Any decision by the company to borrow beyond the amount of the issued share capital shall need the approval of BRAC through its Directors at the Board meeting.
12. The company may borrow working capital from BRAC at rates of interest and on terms to be agreed upon by both parties.
13. BRAC reserves the right to audit the accounts of the company once every calendar year, and will bear the costs of such audit.
14. If either party wishes to sell part or all of its shares, these must be offered to the other parties or its nominees at a price determined on the basis of asset value of the company to be calculated by a firm of Surveyors and Chartered Accountants to be agreed upon by both parties.
15. At least 2 Board meetings will be held in every calendar year.
16. Quorum at a Board meeting will be 4 directors present and voting of whom at least 1 will be a BRAC nominated Director.
17. Annual General Meeting of the company will be held every calendar year.
18. Interior designing of the retail outlets will be done in consultation with BRAC's designers.
19. Any activity on the retail outlet premises other than retailing of Aarong products must have BRAC's approval.

20. Information on Bangladesh's culture and BRAC's ethos and objectives, together with product information should be promoted and made available to the customers.
21. Any dispute between the parties shall be referred to arbitration by a sole arbitrator to be jointly appointed by both the parties.
22. The provisions of the Memorandum and Articles of Association of the company embodying the proposals detailed in clauses 1-22 above shall not be alterable except by 75% votes in a general meeting called for the purpose.