



# Statutory Declaration of compliance with requirements on application for registration of a company

# 12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

2301423

Name of company

\* REZIBLAST LIMITED

\* insert full  
name of Company

I, SIDNEY FELDMAN  
of 49 Green Lanes London N16 9BU

† delete as  
appropriate

do solemnly and sincerely declare that I am a  
person named as secretary of the company in the statement delivered to the registrar  
under section 10(2)† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 16 Heathfield Terrace,  
London W4 4JE

Declarant to sign below

the 16th day of September

One thousand nine hundred and eighty-eight.

before me W. A. Jones W. A. JONES

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

*[Signature]*

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

CLIFTON SECRETARIAL AGENCY  
LTD.

49 Green Lanes London N16 9BU

For official Use

New Companies Section

Post room

[Stamp]

# Statement of first directors and secretary and intended situation of registered office

10

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 8)

For official use

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

Name of company

\* Insert full name  
of company

\* REZIBLAST ~~CO.~~ LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

THE COTTAGE BLACKHURST LANE  
TURNBIDGE WELLS KENT  
TN11 4QB

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

☒

Chilton Secretarial Agency Ltd  
41 Green Lane  
London, N.11. 2BH  
Tel: 359 3302/3306

Number of continuation sheets attached (see note 1)

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

For official Use  
General Section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

|   |          |  |
|---|----------|--|
| Name (note 3) <u>RICHARD GEOFFREY BIDELEVX</u>                                      |          | Business occupation<br><u>DIRECTOR</u>       |
| Previous name(s) (note 3)   |          | Nationality<br><u>BRITISH</u>                |
| Address (note 4) <u>THE COTTAGE BLACKHORST LANE</u><br><u>TUNBRIDGE WELLS, KENT</u> |          | Date of birth (where applicable)<br>(note 6) |
| <u>TND 14QB</u>   | Postcode |  |
| Other directorships †<br><u>REZINCOTE LTD</u>                                       |          |  |
| I consent to act as director of the company named on page 1                         |          |  |
| Signature <u>[Signature]</u>  |          | Date <u>7/9/88</u>                           |

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

|   |          |  |
|---|----------|--|
| Name (note 3) <u>JOHN GRINDLE</u>                             |          | Business occupation<br><u>DIRECTOR</u>       |
| Previous name(s) (note 3)                                     |          | Nationality<br><u>BRITISH</u>                |
| Address (note 4) <u>3 HYDE ROAD</u><br><u>MAIDSTONE, KENT</u> |          | Date of birth (where applicable)<br>(note 6) |
|   | Postcode |  |
| Other directorships †<br><u>REZINCOTE LTD</u>                 |          |  |
| I consent to act as director of the company named on page 1   |          |  |
| Signature <u>[Signature]</u>                                  |          | Date <u>7/9/88</u>                           |

|   |          |  |
|---|----------|--|
| Name (note 3) <u>DIANA JANE BIDELEVX</u>  |          | Business occupation<br><u>SECRETARY / DIRECTOR</u> |
| Previous name(s) (note 3)   |          | Nationality<br><u>BRITISH</u>                      |
| Address (note 4) <u>THE COTTAGE BLACKHORST LANE</u><br><u>TUNBRIDGE WELLS, KENT</u> |          | Date of birth (where applicable)<br>(note 6)       |
| <u>TND 14QB</u>   | Postcode |  |
| Other directorships †<br><u>REZINCOTE LTD</u>                                       |          |  |
| I consent to act as director of the company named on page 1                         |          |  |
| Signature <u>[Signature]</u>  |          | Date <u>7/9/88</u>                                 |

Please do not  
write in  
this margin

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

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

|  |  |                  |  |
|--|--|------------------|--|
| Name (notes 3 & 7)   |  | SIDNEY FEWSTER   |  |
| Previous name(s) (note 3)                                    |  |                  |  |
| Address (notes 4 & 7)  |  | 49 GREEN LANE    |  |
|  |  | LONDON N16.      |  |
|  |  | Postcode         |  |
| I consent to act as secretary of the company named on page 1 |  |                  |  |
| Signature  |  | Date 15 SEP 1988 |  |

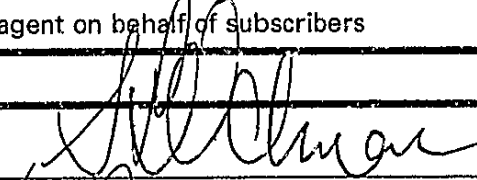
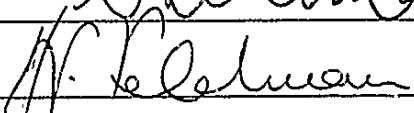
|  |          |
|--|----------|
| Name (notes 3 & 7)   |          |
| Previous name(s) (note 3)                                    |          |
| Address (notes 4 & 7)  |          |
|  |          |
|  | Postcode |
| I consent to act as secretary of the company named on page 1 |          |
| Signature  | Date     |

delete if the form is  
signed by the  
subscribers

|   |      |
|---|------|
| Signature of agent on behalf of subscribers | Date |
|---|------|

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

|        |   |      |             |
|--------|---|------|-------------|
| Signed |  | Date | 15 SEP 1988 |
| Signed |  | Date |             |
| Signed |   | Date |             |
| Signed |   | Date |             |
| Signed |   | Date |             |
| Signed |   | Date |             |

## Memorandum of Association

OF

2301423

REZIBLAST LIMITED

1. The name of the Company is "REZIBLAST 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 builders and decorators, home improvers, brickwork and groundwork contractors, fabricators, scaffolders, weather proofers, timber merchants, woodworm and dryrot removers, timber preservers, joiners, carpenters, plumbers, floor layers, tilers, masons, asphalters, road layers, electricians, central heating, insulation and wiring contractors, water system contractors, roofing engineers, double glazing contractors, glaziers, windowfitters, sewage engineers, plant-hire contractors, shopfront contractors, shopfitters, shuttering contractors, merchants and dealers in builders' and decorators' requisites and plumbing, sanitary and heating equipment of every description, hardware and general merchants and traders. To carry on the trade or business of civil, constructional, electronics, heating, mechanical, marine, aeronautical and general engineers and contractors.

2301423  
 Registered Office Ltd.  
 41 Green Lane  
 London N16 9JL  
 Tel: 01-887 9970

COMPANIES REGISTRATION

16 SEP 1988

M OFFICE 16

P4

NB/E190/100962.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) 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 undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in

or upon such investments as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) 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 business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

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

(V) 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 declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof 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.

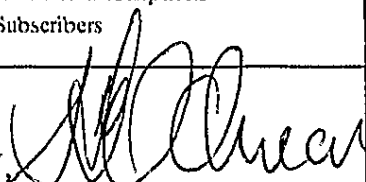



4. The liability of the Members is limited.

5. The share capital of the Company is £100  
divided into 100 shares of £1 each.

6. The shares in the original or any increased capital of the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 the Companies Act, 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.



WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of the 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<br>of Subscribers   | Number of Shares<br>taken by each Subscriber.<br>(in words).  |
|---|---|
| <br>S. FELDMAN,<br>49, Green Lanes,<br>London, N.16.<br>Company Secretary. | <br><del>One</del> |
| <br>H. F. FELDMAN,<br>49, Green Lanes,<br>London, N.16.<br>Secretary.      | <br><del>One</del> |

- 1 JUN 1988

DATED the ~~4th~~ day of June 1986.

WITNESS to the above Signatures:

  
H. MORRIS,

49, Green Lanes,  
London, N.16.

Secretary.

# Articles of Association

OF

REZIBLAST LIMITED

## PRELIMINARY

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company save that the following clauses are excluded or varied thereby viz., 24, 46, 47, 48, 50, 64, 73-77 (incl.), 80, 94, 95 and 97.

## PRIVATE COMPANY

2. The Company is a Private Company within the meaning of the Companies Act 1985 and any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

## SHARES

3. (A) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine up to the amount of the share capital of the Company during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985 sections 89(1) and 90(1)-(6) shall not apply to the Company.

(B) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits.

(C) Subject to the statutes the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders.

## LIEN

4. The lien conferred by Clause 8 of Table A shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

## TRANSFER OF SHARES

5. 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 the 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.

### PROCEEDINGS AT GENERAL MEETINGS

6. 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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

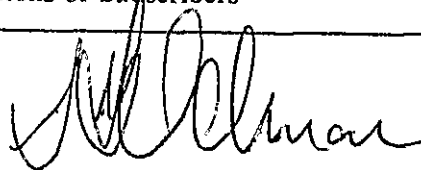

### DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten, and the names of the first Directors shall be determined by the Subscribers to the Memorandum of Association of the Company.
8. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
9. Subject to the provisions of Section 317 of the Companies Act 1985, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

### BORROWING POWERS OF DIRECTORS

10. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or a security for any debt liability or obligation of the Company or of any third party.

11. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer, or official of the Company, shall be indemnified out of the funds of 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.

| Names, Addresses and Descriptions of Subscribers  |
|---|
| <p>S. FELDMAN, <br/>49, Green Lanes,<br/>London, N.16.<br/>Company Secretary.</p> |
| <p>H. F. FELDMAN, <br/>49, Green Lanes,<br/>London, N.16.<br/>Secretary.</p>      |

- 1 JUN 1982

DATED the 4th day of June 1986

WITNESS to the above Signatures:—

  
H. MORRIS,

49, Green Lanes,  
London, N.16.

Secretary.

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2301423

I hereby certify that

**REZIBLAST LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 30 SEPTEMBER 1988

*P. H. Rowland*  
M. A. W. J. L. E. Y

an authorised officer



**Notice of accounting reference date**  
(to be delivered within 6 months of  
incorporation)

**224**

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

2301423

Name of company

\*  
REZIBLAST LTD.

\* insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 0 1

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

† Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

*[Signature]*

Designation†

DIRECTOR

Date

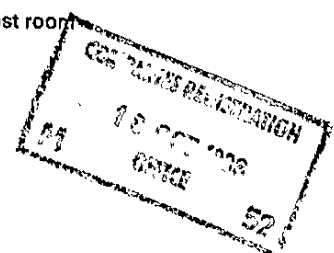
13/10/88

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

Lee, Dicketts & Co.  
Chartered Accountants  
York House  
37 High Street  
Seal, Sevenoaks  
Kent TN15 0AW

For official Use  
General Section

Post room



COMPANIES ACTS  
WRITTEN RESOLUTION  
OF

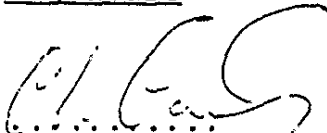
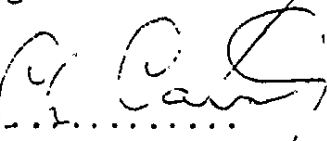
REZIBLAST LIMITED

COMPANY NUMBER. 2301423

We, the undersigned, being all the members of the above company, for the time being entitled to attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. THAT the name of the Company be changed to APPLEBY BUILDING PRODUCTS LIMITED

Date   Signature

24/5/91     
28/5/91   

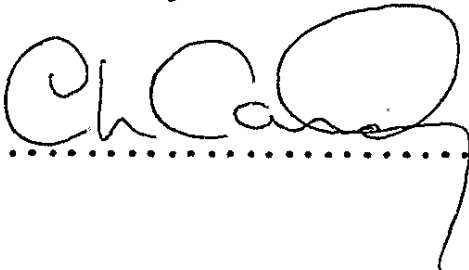
Name of  
Shareholder

C.L. Cassidy

For and on behalf  
of Appleby Group Limited

Appleby Group Limited

I, Mr C L Cassidy, certify that this photocopy is an exact copy of the original.

  
.....

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2301423

I hereby certify that

REZIBLAST LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

APPLEBY BUILDING PRODUCTS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 12 JUNE 1991

*F. A. Joseph.*  
F. A. JOSEPH

an authorised officer



No. 2301423



COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

Special Resolution

of

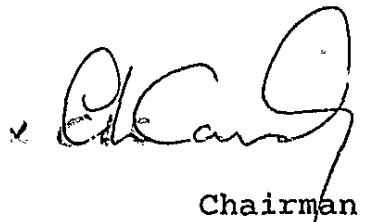
APPLEBY BUILDING PRODUCTS LIMITED

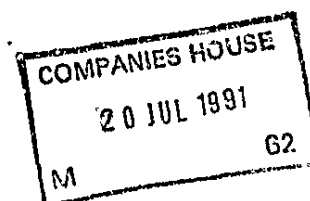
Passed the 11th July 1991

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Brigg Road, Scunthorpe, South Humberside, DN16 1AW on the 11th July 1991 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

"That the name of the Company be changed to Rezincote Limited."

  
Chairman



#100/nwb  
000833  
pd



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2301423

I hereby certify that

APPLEBY BUILDING PRODUCTS LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

REZINCOTE LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 31 JULY 1991

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer

# G

COMPANIES FORM No. 225(2)

# 225(2)

## Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

Please do not write in this margin

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|  |  |  |  |

2301423

Name of company

\*Insert full name of company

\* REZINCOTE LIMITED

### Note

Please read notes 1 to 5 overleaf before completing this form

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

|   |   |   |   |
|---|---|---|---|
| 3 | 0 | 0 | 9 |
|---|---|---|---|

†Delete as appropriate

The previous accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

|   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|
| 3 | 0 | 0 | 9 | 1 | 9 | 9 | 1 |
|---|---|---|---|---|---|---|---|

If neither of these statements can be completed, the notice cannot be given

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary] [holding company]† of

APPLEBY GROUP LIMITED

, company number. 499594

the accounting reference date of which is 30 SEPTEMBER

If this notice is being given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on

and is still in force.

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation‡ SECRETARY

Date 26 MARCH 1992

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

For official use  
General Section

Post room



REZINCOTE LIMITED  
Company Number 2301423

Please find, below, details of a Special Resolution which was passed by the Board of Appleby Group Limited in relation to the above company.

EXTRACT FROM BOARD MEETING

TUESDAY, 15 DECEMBER, 1992

"The Directors proposed that the accounts of Rezincote Limited be treated as dormant.

"The proposal was passed unanimously"

Certified a true copy



R.J. Farrington  
Company Secretary

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION

of

REZINCOTE LIMITED

(passed on *5th November* 1993)

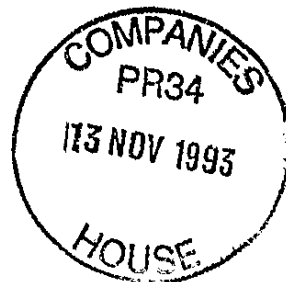
At an Extraordinary General Meeting of the above-named Company duly convened and held on *5th November* 1993 at 65 Holborn Viaduct, London, EC1A 2DY, the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

That the existing Articles of Association of the Company be and they are hereby deleted and the Articles set out in the Appendix attached hereto be and they are adopted as the Articles of Association of the Company in their place.

*John [Signature]*

.....  
Chairman of the Meeting



The Companies Act 1985

---

A PRIVATE COMPANY LIMITED BY SHARES

---

Articles of Association\*

of

REZINCOTE LIMITED

Regulations of the company

1. The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means that Table as prescribed by regulations made pursuant to the Companies Act 1985 (the "Act") and in force on the date of adoption of these Articles).
2. Regulations 8, 24, 53, 54, 60-62 (inclusive), 64-69 (inclusive), 73-80 (inclusive), 87, 90, 93, 100 and 118 in Table A do not apply to the company.

Share capital

3. The share capital of the company is £100 divided into 100 shares of £1 each ranking pari passu in all respects.
4. (1) Subject to paragraph (4) of this Article the directors shall not without the authority of the company in general meeting allot any of the shares in the capital of the company.  
(2) Where authority has been given to the directors as referred to in paragraph (1) of this Article to allot shares the directors may subject to the terms of such authority and subject to any terms on which any shares are created or issued allot such shares to such persons (including any directors) at such times and generally on such conditions as they think proper provided that no shares shall be issued at a discount contrary to the Act.  
(3) In the foregoing paragraphs of this Article references to allotment of shares shall include references to the grant of any right to subscribe for, or to convert any security into, shares.

---

\* As adopted by a special resolution dated 5th November 1993.



- (4) Where authority has been given to the directors as referred to in this Article to grant a right to subscribe for, or to convert any security into, shares the directors may without further authority allot such shares as may require to be allotted pursuant to the exercise of such right.
- (5) Section 89(1) of the Act is hereby excluded.

#### Variation of rights

5. The rights attached to any existing shares shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking pari passu therewith or subsequent thereto.

#### Share certificates

6. In Regulation 6 in Table A there shall be inserted after the word "seal" the following words, namely: "or the official seal of the company if the company has a seal, or otherwise excuted in such manner as may be permitted by the Act".

#### Lien

7. The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this Article.

#### Calls on Shares

8. The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

#### Transfer of shares

9. No transfer of any share may be registered without the approval of a member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company, and the directors shall be bound to approve a transfer which has such approval.

Transmission of shares

10. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely: "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with".

Proceedings at general meetings

11. In paragraph (b) of Regulation 38 in Table A there shall be inserted after the words: "giving that right", the following words, namely: "(or such lesser percentage as may be permitted by the Act and agreed by the members)".
12. In Regulation 40 in Table A the following words shall be added to the end of the second sentence, namely: "Except where the company is a private company limited by shares or by guarantee and having one member, in which case the quorum shall be one person, being the member or a proxy for the member or a duly authorised representative of a corporation"
13. In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely: "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum".
14. A poll may be demanded by any member present in person or by proxy or (being a corporation) by its duly authorised representative. Regulation 46 in Table A shall be construed accordingly.
15. A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held either:
  - (a) if it consists of an instrument executed by or on behalf of each such member; or
  - (b) if it consists of several instruments in the like form each either:
    - (i) executed by or on behalf of one or more of such members; or
    - (ii) sent by or on behalf of one or more of such members by telex or facsimile transmission and deposited or received at the office or received by the secretary.



#### Votes of members

16. Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the articles or otherwise, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by its duly authorised representative not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder.
17. The instrument appointing a proxy shall be in writing in any usual or common form and shall (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) be executed by the appointor or his attorney duly authorised in writing or in such other form as the directors may approve. A proxy need not be a member of the company.
18. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power or authority, shall be deposited or received at the office (or at such other place in the United Kingdom as is specified for that purpose in any instrument of proxy sent by the company in relation to the meeting) not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the chairman of the meeting or adjourned meeting, and, in default, the instrument of proxy shall be invalid.

#### Number of Directors

19. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum. The minimum number of directors shall be one.

#### Alternate directors

20. (1) A director may by written notice signed by him (except in the case of an appointment by telex or a facsimile transmission of an appointment otherwise complying with the requirements of this Article) and deposited or received at the office or received by the secretary or in such other manner as the directors may approve appoint another director or any other person to be and act as his alternate director.
- (2) Every alternate director shall (subject to his giving to the company an address within the United Kingdom at which notices may be given to him) be entitled to notice of meetings of the directors or of committees of directors, and to attend and vote as a director at any such meeting at which the director appointing him is entitled to attend and vote but is not personally present and generally at such meeting to exercise all the powers, rights, duties and authorities of the director appointing him. Every alternate director shall also be entitled to sign or, in the case of a telex or facsimile transmission, send on behalf of the director appointing him a resolution in writing of the directors pursuant to Article 28.

- (3) An alternate director shall neither be an officer of the company nor entitled to any remuneration from the company for acting as an alternate director.
- (4) A director may by written notice signed by him or sent by him by telex or facsimile transmission and deposited or received at the office or received by the secretary or in such other manner as the directors may approve at any time revoke the appointment of an alternate director appointed by him.
- (5) If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease.

Delegation of directors' powers

- 21. The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely: "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors".

Retirement, appointment and removal of directors

- 22. (1) A member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company shall have power from time to time and at any time to appoint any person or persons as a director or directors and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument which shall be in writing and shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be executed by the member or members making the same or by their duly authorised attorneys or in such other manner as the directors may approve, and shall take effect upon such appointment or removal being deposited or received at the office or otherwise communicated to the company at the office or being handed or otherwise communicated to the chairman of a meeting of the directors at which a quorum is present.
- (2) Without prejudice to paragraph (1) of this Article the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as an additional director.

Disqualification and removal of directors

- 23. In Regulation 81 in Table A:
  - (a) there shall be inserted after the word "company" in paragraph (d) the following words, namely: ", provided that such action shall

be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"; and

- (b) paragraph (e) shall be deleted.

Remuneration of directors

24. The following sentence shall be added at the end of Regulation 82 in Table A, namely: "Any director who serves on any committee, or who devotes special attention to the business of the company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine".

Directors' appointments and interests

25. In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely: "shall be subject to the same provisions as to resignation and removal as other directors of the company".

Directors' and employees' gratuities and pensions

26. The directors may:

- (a) establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, 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, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons;
- (b) establish and subsidise 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;
- (c) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of

or in respect of any such persons (including insurance against their negligence or breach of duty to the company) as aforesaid;

- (d) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object; and
- (e) do any of the above things either alone or in conjunction with any such other company as aforesaid.

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument.

#### Proceedings of directors

- 27. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every director shall be given not less than 48 hours' notice of every meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally. Any director may by notice to the company either before or after the meeting waive his right to receive notice of the meeting and any director who either:
  - (a) is present at the commencement of a meeting whether personally or by his alternate director; or
  - (b) does not, within seven days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the company that he desires the proceedings at such meeting to be regarded as a nullity, shall be deemed hereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".
- 28. The word "one" shall be substituted for the word "two" in the first sentence of Regulation 89 in Table A.
- 29. A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held either:
  - (a) if it consists of an instrument executed by or on behalf of each such director or committee member; or
  - (b) if it consists of several instruments in the like form each either:
    - (i) executed by or on behalf of one or more of such directors or committee members; or

- (ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission and deposited or received at the office or received by the secretary.
30. Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision.
31. In Regulation 97 in Table A:
- (a) there shall be inserted after the words "the appointment" the following words, namely: "or the terms of appointment"; and
  - (b) the following words shall be deleted, namely: "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely: "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision."

#### Minutes

32. The directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers and alternate directors made by the directors; and
  - (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, of the directors, and of committees of directors, including the names of the persons present at each such meeting.

#### The seal

33. In Regulation 101 of Table A, there shall be substituted for the first sentence the following sentence, namely: "The company need not have a seal but if the company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors".
34. The company is authorised pursuant to Section 39 of the Act for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom.

#### Notices

35. In Regulation 112 of Table A, the final sentence shall be deleted and the following words shall be inserted at the end of the first sentence,

namely: "or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to the company for the purpose".

36. In Regulation 115 of Table A, there shall be inserted:

- (a) after the words: "prepaid and posted", the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
- (b) after the words: "prepaid and posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

#### Indemnity

37. Subject to the provisions of the Act, every director, other officer or auditor of the company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

S. FELDMAN  
49 Green Lanes  
London N16

Company Secretary

H.F. FELDMAN  
49 Green Lanes  
London N16

Secretary

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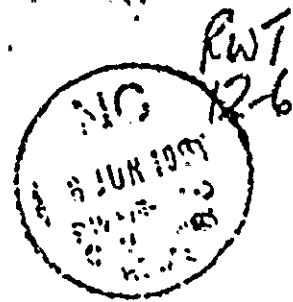
Dated the 1st day of June 1988

WITNESS to the above signatures:

H. MORRIS  
49 Green Lanes  
London N16

Secretary

Rezincoote Limited



COMPANIES ACTS  
WRITTEN RESOLUTION

OF

REZIBLAST LIMITED

COMPANY NUMBER. 2301423

We, the undersigned, being all the members of the above company, for the time being entitled to attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. THAT the name of the Company be changed to APPLEBY BUILDING PRODUCTS LIMITED

Date Signature

Name of  
Shareholder

28/1/71 C.L. Cassidy

C.L. Cassidy

28/1/71 C.L. Cassidy

For and on behalf  
of Appleby Group Limited

Appleby Group Limited

I, Mr C L Cassidy, certify that this photocopy is an exact copy of the original.

C.L. Cassidy



31/7

CON/42059

No. 2301423



COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

Special Resolution

of

APPLEBY BUILDING PRODUCTS LIMITED

Passed the 11th July

1991

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Brigg Road, Scunthorpe, South Humberside, DN16 1AW on the 11th July 1991 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

"That the name of the Company be changed to Rezincote Limited."

*[Signature]*  
Chairman



8100/nwb  
000833  
pa

18  
REZINCOTE LIMITED  
Company Number 2301423

Please find, below, details of a Special Resolution which was passed by the Board of Appleby Group Limited in relation to the above company.

EXTRACT FROM BOARD MEETING

TUESDAY, 15 DECEMBER, 1992

"The Directors proposed that the accounts of Rezincote Limited be treated as dormant.

"The proposal was passed unanimously"

Certified a true copy

  
R.J. Farrington  
Company Secretary

# G

COMPANIES FORM No. 225(1)

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not  
write in this  
marginPursuant to section 225(1) of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company

**Note**  
Details of day and  
month in 2, 3 and  
4 should be the  
same.  
Please read notes  
1 to 5 overleaf  
before completing  
this form.

† delete as  
appropriate‡ Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

2301423

Name of company

\* Rezimate Limited

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 4

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

6. Signed

RILL

Designation‡

Co Sec

Date 16.8.94

Presentor's name address  
telephone number and reference (if any):For official use  
D.E.B.

Post room:

