

of the

Watts and Company Limited.

1st. The Name of the Company is Watts and Company

Limited.

2nd. The Registered Office of the Company will be situate in England.

3rd. The objects for which the Company is established are.

(a.) The carrying on in London and elsewhere in the United Kingdom the Business of Ecclesiastical and Artistic Furnishers and Jewellers including the manufacture and sale of Woodwork Metal Work and all Materials for the Furniture of Churches and Houses the Manufacture and sale of Embroidery and Textile Fabrics Damask Silks Stamped and plain Velvets Tissues and other woven materials for curtains and other purposes wall papers Carpets stained glass and all articles of Household and Ecclesiastical furniture and fittings the preparation and Registration of Designs for Carpets Wall papers stained glass Jewellery and other purposes and the manufacture and sale of Jewellery of all kinds and of Copes chalices crosses and other articles of any kind made of precious metals or inlaid with precious stones and the doing any other things falling within the business which the Company is authorised to carry on.

(6). The purchase of the business of Ecclesiastical and Artistic Furnishers now carried on under the firm of Watts and Company at 30 Baker Street Portman Square in the County of Middlesex and the continuing and developing the same

(C) - The purchase or acquisition and taking over the business assets and liabilities of any other company partnership or person carrying on any business which the company is authorised to carry on.

(d) - The acquiring and again disposing of any real or personal property necessary or useful for the Company's business

(e) The sale or other disposition of the business of the Company or any part thereof.

(f) The borrowing and raising money for the purposes of the Company's business and the securing the repayment thereof in any such manner as may be thought proper -

and the doing all such other things as are incidental or conducive to the Attainment of the above objects.

4th. The Liability of the Members is Limited.

5th. The Capital of the Company is Ten thousand

divided into Two Hundred

Shares of Fifty pounds each with power for the Company if so [WE.]
determined by Special Resolution to issue all or any part of the original
Capital for the time being unissued or any additional Capital
with the right to any preferential or guaranteed dividend or
other privileges or subject to any conditions - 10

Pounds
PAID BY REGISTERED MAIL
MAR 31

We, the several persons whose Names and Addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.	No. of Shares taken by each Subscriber.
<i>George Frederick Rodley.</i> <i>24 Church Row. Hampstead.</i> <i>architect.</i>	<i>Twenty shares.</i>
<i>George Gilbert Scott</i> <i>26 Church Row. Hampstead</i> <i>architect</i>	<i>Twenty eight shares</i>
<i>Thomas Gartner</i> <i>20 Church Row Hampstead</i> <i>Architect</i>	<i>Twelve shares</i>
<i>Francis William Davenport</i> <i>30 Baker Street</i> <i>Portman Square</i> <i>Barrister at Law</i>	<i>Ten shares</i>
<i>Arthur Wilson</i> <i>Melbourne</i> <i>Derbyshire</i> <i>Silk Throwster</i>	<i>Ten Shares.</i>

Dunkinfield Henry Scott

2 Belvidere Cottage
Ridgway, Wimbledon
Student of Engineering -

Twenty Shares

George Augustus Maurice

126 Adelaide Road

Hamstead N.W.

Clerk in the Admiralty -

Two shares

Dated the Thirty first day of March One thousand
eight hundred and seventy nine -Witness to all the above signatures except the signature
of the above named Arthur Wilson

H. T. Sturges

Clerk to H. Michael Dolan

4 Leckhampton Road

Dated the

day of

London E.C. 4

Witness to the above Signatures of the above named Arthur Wilson

William Melville Kemp
Melbourne, Derby
Surgeon[State on the back of this Memorandum of Association whether it is registered with or
without Articles of Association.]The Articles (if any) must be signed by the Subscribers to the Memorandum, and must be
printed.

The Memorandum and Articles must bear the same stamps respectively as if they were Deeds.

The Memorandum must also be impressed with the Fee Stamp payable on the Capital, and the
Articles of Association must be impressed with a Companies Fee Stamp of Five Shillings.

PUBLISHED WITH THE AUTHORITY OF THE REGISTRAR,

BY

CHARLES DOUBBLE,

Registration Agent, Law and Public Companies Stationer,

14, Serjeants' Inn, Temple, London, E.C.

(Next door to the Office for Registration of Joint Stock Companies.)

542
Not

The

Watts and company

Limited, is Incorporated under the Companies' Act, 1862, as a *Limited* Company, this

Thirty first day of March

One thousand

eight hundred and seventy-nine.

H. B. Gurnett

Registrar of Joint Stock Companies.

(No. 1.)



COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1862, Section 51)

OF

WATTS AND COMPANY LIMITED.

Passed 18th November, 1885.

Confirmed 17th December, 1885.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office of the said Company, No. 30, Baker Street, Portman Square, in the County of Middlesex, on the 18th day of November, 1885, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place on the 17th day of December, 1885, the following SPECIAL RESOLUTION was duly confirmed:—

RESOLVED—

“That the Directors be and they are hereby authorised to create an issue of Mortgage Debentures for the aggregate amount of £5000, carrying interest at £5 per cent. per annum, and in such form as they think proper; and that the Directors be at liberty themselves to subscribe for and take up so many of the said Debentures as they think proper, and that their so doing shall not operate as a disqualification under Article 57 of ‘Table A’ of The Companies Act, 1862.”

Haynes & Clayton

41 Tottenham Court Road London

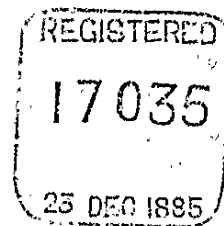
Solicitors to WATTS & COMPANY, LIMITED.

Filed at the Companies' Register Office
on the day of December, 1885.

RICHARD JORDAN,
Public Companies' Registration Agent, Printer, and Stationer
120, Old Bailey Lane, London, W.C.

Presented for filing by
Haynes & Clayton
41 Tottenham Court Road London

(6)



170
"THE COMPANIES ACTS, 1862 to 1900."

COMPANY LIMITED BY SHARES

(COPY.)

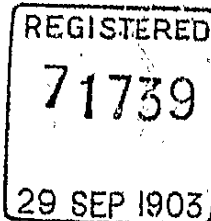
SPECIAL RESOLUTION

(Pursuant to Companies Act, 1862, ss. 50 & 51.)

OF

WATTS AND COMPANY LIMITED.

Passed the 29th day of June, 1903. Confirmed the 14th day of July, 1903.



At an Extraordinary General Meeting of the Members of the said Company, duly convened and held at the Registered Office of the Company, 30, Baker Street, W., in the County of London, on the 29th day of June, 1903, the following Special Resolution was duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place, on the 14th day of July, 1903, the following Special Resolution was duly confirmed:—

RESOLVED—

"That the Regulations contained in 'Table A,' in so far as they apply to this Company, be altered as follows:—The following clause shall be inserted after Article 16, namely, Article 16a. That in the event of any Member being desirous of selling his Shares, or any of them, he shall communicate such desire to the Secretary of the Company, who shall offer the Shares at such price as the Member may desire to the other Members of the Company, *pro rata* in the first instance, and in the event of the Secretary not disposing of such Shares among the Members of the Company within the space of 14 days, the Member desirous of selling shall be at liberty to offer the Shares elsewhere, but so that he shall not be at liberty to sell any of his Shares without first offering the same to the Secretary of the Company for disposal among the other Members of the Company at the same price as can be obtained therefor elsewhere. And the Directors may decline to register any transfer of Shares made in contravention of this Article.

E. A. Child

Secretary.

Dated the 28th day of September, 1903.

Printed by CHARLES DOWDLE, 14, Serjeants' Inn, Temple, London, E.C.



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"THE COMPANIES ACTS, 1862 to 1900."

COMPANY LIMITED BY SHARES.

(COPY.)

Special Resolution

(Pursuant to Companies Act, 1862, ss. 50 & 51)

OF

WATTS AND COMPANY LIMITED.

Passed the 20th day of June, 1905. Confirmed the 18th day of July, 1905.

At an Extraordinary General Meeting of the Members of the said Company, duly convened, and held at the Registered Office of the Company, 30, Baker Street, W., in the County of London, on the 20th day of June, 1905, the following Special Resolution was duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened, and held at the same place, on the 18th day of July, 1905, the following Special Resolution was duly confirmed:—

RESOLVED—

"That the Regulations contained in 'Table A,' in so far as they apply to this Company, be altered as follows:—

'That the following clause shall be substituted for 'Clause 44.

'Every Member shall have one vote for every Share up to one hundred, and an additional vote for every ten Shares beyond the first hundred.' "

F. A. Child

Secretary.

Dated the 3rd day of August, 1905.



"THE COMPANIES ACTS, 1862 TO 1900."

COMPANY LIMITED BY SHARES.

(COPY.)

SPECIAL RESOLUTION

(Pursuant to Companies Act, 1862, ss. 50 and 51)

OF

Watts and Company, LIMITED.

Passed the 5th day of May, 1908.

Confirmed the 20th day of May, 1908.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened, and held at the Company's Offices, 30, Baker Street, in the County of London, on the 5th day of May, 1908, the subjoined Special Resolution was duly passed:—
At a subsequent Extraordinary General Meeting of the Members of the said Company, duly convened, and held at the same place, on the 20th day of May, 1908, the subjoined Special Resolution was duly confirmed:—

RESOLVED—

That all the existing Articles of Association of the Company be rescinded, and that in lieu thereof the Regulations contained in the Revised Table "A" of 1906 be and they are hereby adopted as the Regulations of the Company, save in so far as they are excluded or varied hereby, that is to say Clause 5 of the Regulations contained in the said Revised Table shall not apply to the Company, but in lieu thereof and in addition to the remaining Clauses of the said Revised Table the Clauses set out below are hereby adopted as part of the Regulations of the Company.

No invitation shall be made to the public to subscribe for any Shares or Debentures of the Company.

The number of the Members of the Company (exclusive of persons in the employment of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more Shares in the Company jointly, they shall be treated as a single Member.

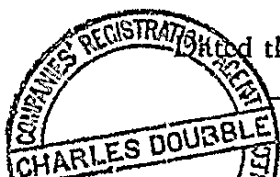
That in the event of any Member being desirous of selling his Shares, or any of them, he shall communicate such desire to the Secretary of the Company, who shall offer the Shares, at such price as the Member may desire, to the other Members of the Company, *pro rata*, in the first instance; and in the event of the Secretary not disposing of such Shares among the Members of the Company within the space of fourteen days, the Member desirous of selling shall be at liberty to offer the Shares elsewhere, but so that he shall not be at liberty to sell any of his Shares without first offering the same to the Secretary of the Company for disposal among the other Members of the Company, at the same price as can be obtained therefor elsewhere; and the Directors may in their discretion, and without assigning any reason therefor, refuse to register the Transfer of any Share to a Transferee of whom they do not approve.

E. B. Child

Secretary.

Done the 1st day of June 1908.

Printed by CHARLES DOUBBLE, 11, Serjeants' Inn, Temple, London, E.C.



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13

12934

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

WATTS AND COMPANY LIMITED

At an Extraordinary General Meeting of the members of the above company duly convened and held on the 7th day of May 1987 the following resolutions were duly passed as to Resolution No.1 as an Ordinary Resolution and No.2 as a Special Resolution.

RESOLUTION 1

That the share capital of the company be and is hereby increased to £50,000 by the creation of 800 Ordinary Shares of £50 each.

RESOLUTION 2

That the transfer by way of gift of 20 Ordinary Shares from Mrs.E.L.Hoare to D.J.Gazeley be approved and that in this particular instance the restriction to the transfer of shares without offering them pro rata to the existing shareholders should be ineffective.

.....*E.L. Hoare*.....

Chairperson - Mrs.E.L.Hoare



12934

COMPANY LIMITED BY SHARES

RESOLUTION OF

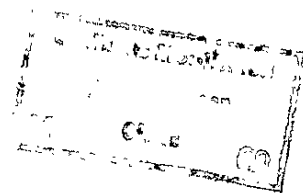
WATTS AND COMPANY LIMITED

At an Extraordinary General Meeting of the members of the above Company duly convened and held on the 21st day of December 1987 the attached resolution was duly passed as a Special Resolution.

...*E. L. Hoare*...

Mrs. E. L. Hoare

(Chairman)



RESOLUTION

ARTICLES OF ASSOCIATION

That all the existing Articles of Association of the Company be rescinded and that in lieu thereof the Regulations contained in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company :

SHARES

1 The Directors are authorised to allot any unissued shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that

the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital) which, at the time when the allotment is made, have not already been allotted.

2 All shares forming part of the capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

3 The lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all monies presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.

61 OFFICE

E.L. Hoare

E.L. Hoare

4 (i) Without prejudice to Article 6 any share may be transferred either by way of sale or gift by a member to a person who is already a member or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or such deceased member's personal representatives and, on any change of trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees.

(ii) Without prejudice to Article 6 any share may be transferred either by way of sale or gift by a member to an employee of the Company. In the event that the employee ceases to be an employee of the Company these shares owned by the employee shall be dealt with in accordance with Article 5. In the event that neither the current members or the Company wish to acquire the shares in accordance with Article 5, the ex-employee will then be able to retain those shares.

5 (1) A Member wishing (or having as an ex-employee) to dispose of all or any of his shares other than in accordance with the provisions of Article 4(1) shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. The transferor member shall deliver up his Certificate and shall thereupon be paid the purchase money.

(ii) In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price.

(iii) In the event that no member wishes to purchase the shares in accordance with Article 5(i) the Company may purchase such shares on the same terms as would have applied to the members, although the Company is not bound to make an offer.

6. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

E. L. Hoare

E. L. Hoare

7 Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

SEAL

8 Clause 101 in Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose".

DIRECTORS

9 A person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10 A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 94, 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.

11 The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.

12 Until otherwise determined by the Company in General Meeting, the number of Directors (other than Alternate Directors) shall be not less than one nor more than six. So long as the minimum number remains thus fixed at one, a Sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

E.L. Hoare

E.L. Hoare

G

COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

* Insert full name
of company

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

To the Registrar of Companies

For official use

Company number

12934

Name of company

* WATTS AND COMPANY LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 7th MAY 1987 the nominal capital of the company has been
increased by £ 40,000 beyond the registered capital of £ 10,000.

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

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

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed

MR Hare

[Director][Secretary]† Date

19th November 1987

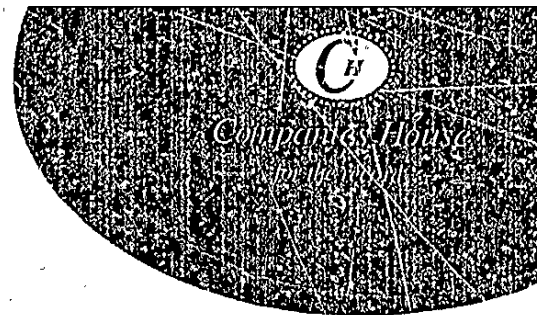
Presenter's name address and
reference (if any):

FREEMAN AND BAKER
Chartered Accountants
54/56 Victoria Street,
St. Albans, Herts. AL1 3HZ

For official Use
General Section

Post room

COMPANIES REGISTRATION
1 DEC 1987
DHHS 85



NOTICE OF ILLEGIBLE PAGES

Companies House regrets that documents in this company's record have pages which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause