

Number of Company: 43837. 113

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(COPY)

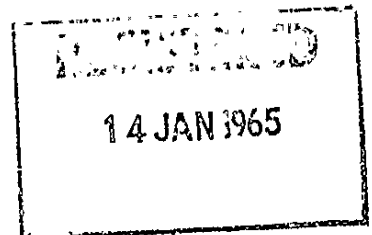
SPECIAL RESOLUTION

(Pursuant to The Companies Act, 1948, Sections 5 and 141)

OF

MACHELL BROTHERS, LIMITED.

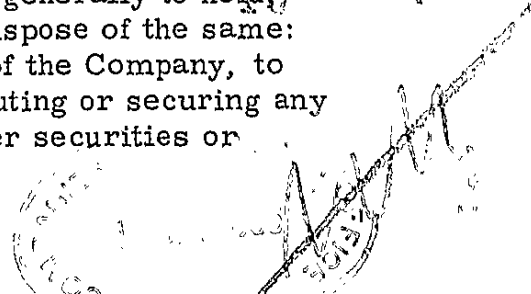
Passed the 11th day of January, 1965



At an Extraordinary General Meeting of the above-named Company, duly convened, and held at Cloth Hall Mills, Dewsbury, in the County of York, on the 11th day of January, 1965, the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (a) of Clause 3 of the said Memorandum and by substituting the following new Sub-Clauses:

- (a) (i) To carry on the business of a Holding Company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell, or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations.



- (ii) To undertake and provide Management, Administration and Consultancy Services of all kinds, and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and businesses of every description, and to establish, carry on, develop and extend the same, or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company.
- (iii) To carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

Robin P. Marshall.

CHAIRMAN.

43837

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THE COMPANIES ACTS, 1862 to 1890

and

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

MACHELL BROTHERS, LIMITED.(As altered by Special Resolution passed on the
11th January, 1965).

REGISTERED

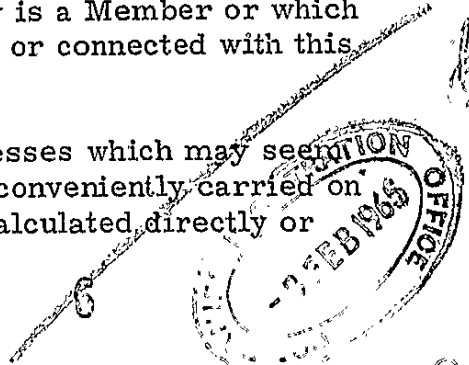
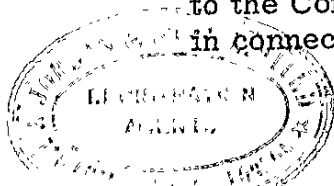
SHIRAZ

1. The Name of the Company is "MACHELL BROTHERS, LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) (i) To carry on the business of a Holding Company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and generally to hold, manage, develop, lease, sell, or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations. X

(ii) To undertake and provide Management, Administration and Consultancy Services of all kinds, and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings, and businesses of every description, and to establish, carry on, develop and extend the same, or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company. \

(iii) To carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or



indirectly to enhance the value of or render profitable any of the Company's property or rights. +

- (b) To undertake and carry on, in the United Kingdom, or elsewhere, all or any of the trades or businesses of Scribblers, Carders, and Spinners of Wool, and of Manufacturers of Woollen, Worsted and other Cloths, and of Carpets, Blankets, and other Fabrics, and of Cotton, Worsted and Yarn Spinners, and Woolcombers and Dyers, and of Dealers, Merchants, Manufacturers, Agents, and Auctioneers in Rags, Shoddy, Mungo, Waste, Cotton, Wool and other fabrics, materials and substances, and in oil and other products, and of all or any other business or businesses which the company consider to be in any way auxiliary thereto or proper to be carried on in connection therewith respectively.
- (c) To deal with, manufacture, and render saleable and sell coke, coal, tar, pitch, ammoniacal liquor, seak, oil, soap, and other residual products obtained in the several trades or businesses of the Company.
- (d) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (e) To construct, carry out, maintain, improve, manage, work, control and superintend any road, way, tramways, railway branches or sidings, bridges, reservoirs, watercourses, wharves, hydraulic works, factories, warehouses, and other works and conveniences which may seem directly or indirectly conducive to any of the Company's objects, and to contribute to, subsidize or otherwise assist or take part in any such operations.
- (f) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concession, or co-operation with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee, or deal with such shares or securities.
- (g) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal

property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects, or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and in particular any land, buildings, businesses, easements, licenses, concessions, patents, machinery, ships, barges, rolling stock, plant and stock-in-trade.

- (h) To aid in the establishment and support of associations or institutions calculated to benefit persons employed by the Company, or having dealings with the Company, and to subscribe money for charitable or benevolent purposes.
- (i) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.
- (j) To promote any other Company for the purpose of acquiring all or any of the property, rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to enter into guarantees and contracts as surety for any other Company or Companies, person or persons, and for the performance of contracts of all kinds.
- (k) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (l) To receive money on deposit, at interest or otherwise, and to lend money to such persons with or without security and on such terms as may seem expedient, and in particular to tenants and customers of, and persons having dealings with the Company.
- (m) To borrow or raise money by mortgage or mortgages upon the property of the undertaking, and also by the issue of debenture stock charged upon all or any of the property of the undertaking of the Company both present and future, including its uncalled capital, subject to any mortgages or otherwise, and to draw, make, accept, or endorse promissory notes or bills of exchange, and generally to borrow money in such manner as the Company may think fit.

(n) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.

(o) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

4. The liability of the Members is limited.

5. *The Capital of the Company is £21,000, divided into 2,100 Ordinary Shares of £10 each. The Company may increase or diminish its capital, and any shares of which the increased capital of the Company may from time to time consist may be guaranteed or have any special privilege or advantage, or may be deferred, or may be issued on such special conditions as to priority or postponement, either for dividends or for repayment of principal, or as to voting power, and at such premium or discount, as the Company may from time to time determine.

* By Resolutions passed in the years 1912, 1917 and 1920, the Share Capital has been increased to £30,000 divided into 3,000 Ordinary Shares of £10 each.

R.P. MacCall