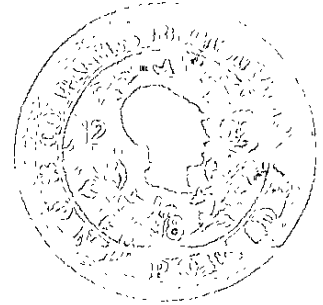
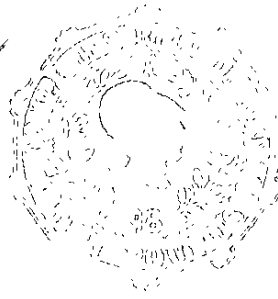
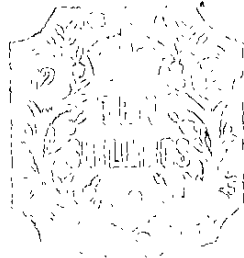


PLEASE FILM

WITHOUT DOC NO/



THE COMPANIES ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.



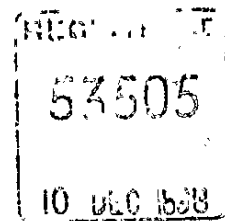
Memorandum of Association

of

Henry Hope and Sons Limited.

1. The name of the Company is "Henry Hope ^{and} Sons 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 purchase or otherwise acquire and carry on and develop the business of Horticultural Builder, Casement and Frame Maker, Greenhouse Builder, and Engineer formerly carried on by Henry Hope in the City of Birmingham and with a view thereto to enter into and carry into effect (with or without modifications) an agreement already made and engrossed and expressed to be made between the said Henry Hope of the one part and the Company of the other part which for the purpose of identification has been endorsed with the signature of two of the subscribers hereto.
- (b) To carry on and develop the business so to be acquired as aforesaid and also the general business of Horticultural Builders, Casement and Frame Makers, Greenhouse Builders, and Engineers, Manufacturers of Wrought Iron Steel and Gun Metal Casements and Frames, Water Engineers, Heating Engineers, Manufacturers of Greenhouses and Garden Frames and all kinds of Horticultural Appliances, Roofing Engineers, Manufacturers of and Dealers in Brass and Ironwork, Stone, Cement and all kinds of Builders' Material, Architects, Builders, Contractors, Carpenters, Decorators, Plumbers, Painters, Paperhangers, Bellhangers, Glaziers, Designers, and Manufacturers of Leaded Lights and General Merchants and Engineers.



- (c) To carry on the business of General Merchants, Factors, and Dealers and in particular the business of Merchants and Factors of and Dealers in Ironwork, Brasswork, and all kinds of Metal Work and in Hardware of every description and in Slate, Marble, Stone, Bricks, Tiles, Glass, Earthenware, Cement, Lime and Sand, and in Timber and Wood and in Oils, Paints, Varnishes, Colouring Matters, Papers, Paperhangings, and in all kinds of building materials and requisites for building, and to buy, sell and deal in, export and import all the matter and things aforesaid, and to carry on any other similar business.
- (d) To carry on the business of Iron and Brassfounders, Copper, Tin and Lead Smelters, Metal Casters, Metal Workers, Contractors for all kinds of Iron, Brass and Metal Work, Wire Drawers, and Wire Workers, Mechanical, Electric, Gas, Sanitary, Water, Heating, Roofing, and General Engineers and Machinists, Manufacturers of and Contractors for Electrical, Gas, Sanitary, Hydraulic, and other plant, machinery, fittings, appliances and things, suppliers of Gas, Electric Light, Water, Heat, and Power, Agricultural and Horticultural Implement Makers and Dealers, Tool Makers and Dealers, Manufacturers of and Dealers in Fittings, Furniture, Glass, China, Earthenware and all other kinds of furniture, fittings, equipments, appliances and things.
- (e) To carry on all other businesses, whether manufacturing, trading, commercial, or otherwise, which may be capable of being conveniently carried on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render more profitable any property or business of the Company, and in particular to carry on any trading business for the purpose of supplying the persons employed by the Company.
- (f) To Print and Publish, Circulate or Advertise Catalogues, Pamphlets, Price Lists, Designs, Patterns, Drawings, and other documents, whether in relation to the business of the Company or for others, and to carry on the general business of Printers, Publishers, and Advertising Agents.
- (g) To purchase or otherwise acquire, protect, prolong, and renew any Letters Patent, Patent Rights, Brevets d'Invention, Licences, Protections, Concessions, Monopolies, and Rights, and to manufacture, use, vend, and turn to account the same, or any invention, improvement, process, apparatus, combination, or other matter or thing forming the subject thereof, and to grant licences or privileges in respect thereof, and to expend money in making experiments, tests, or investigations in relation thereto, or in making or seeking to make inventions or improvements which may become the subject of any such Patents, Licences, or Rights.
- (h) To purchase, take on lease, or otherwise acquire, for any interest, any real or personal property or any rights, easements, or privileges

- (i) To build, construct, maintain, alter, enlarge, pull down, remove, replace, lay down, and erect any buildings, or erections of any nature whatsoever, and any railways, and any engines, plant, machinery, or works of any nature whatsoever, and to employ others so to do, or join with others in so doing.
- (j) To turn to account any buildings, land, or property of the Company, fitting the same up for any purpose for which it may be proposed to use the same, and supplying it with any machinery, appliances, or things likely to enhance its value, and to let or sell the same, and to supply to any tenants or others using the same, light, heat, power, water, machinery, or other conveniences, appliances or things, and to furnish and fit the same up, and render services to or provide persons to attend upon the occupiers thereof.
- (k) To acquire the whole or any part of the undertaking and business and undertake the liabilities of any Company firm or person carrying on business which this Company is formed to carry on, or to amalgamate with or enter into arrangements for joint operations with any such Company firm or person.
- (l) To promote any other Company for the purpose of acquiring all or any part of the property and rights of this Company or of undertaking any of its liabilities or of carrying on any business which may be useful to this Company or may enhance the value of any of its property and to subscribe for place guarantee the placing of underwrite or pay commissions to secure the subscription of the Capital or securities of or loans to any such company.
- (m) To improve manage cultivate develop exchange let mortgage turn to account grant easements rights or privileges in respect of and otherwise deal with all or any part of the property and assets of the Company.
- (n) To sell or otherwise dispose of all or any part of the undertaking and assets of the Company either together or in portions.
- (o) To invest and deal with the moneys of the Company not immediately required for the business of the Company in any stocks shares funds securities or annuities or in such other manner as may be thought fit and to lend and advance money and give credit.
- (p) To raise or borrow money or to receive money on deposit or otherwise.
- (q) To secure the payment of any money or the performance of any obligation by mortgage or charge upon all or any of the assets of the Company including its uncalled Capital and to issue Debentures and Debenture Stock either with or without the security of a Trust Deed.

- (r) To make draw accept endorse discount and issue bills of exchange promissory notes warrants debentures and other negotiable instruments.
- (s) To apply for promote and obtain any Act Decree Order Provisional Order Licence or other authority necessary or useful for any of the objects of the Company or for effecting any modification of the Company's constitution.
- (t) To give or accept as consideration for any sale or purchase or exchange or as remuneration for any services rendered or otherwise any fully or partly paid Shares or Stock or any Debentures or other security or any chose in action or valuable property.
- (u) To act as agents brokers or sub-contractors and to act in the business of the Company through agents brokers contractors sub-contractors or others.
- (v) To pay all or any expense incurred in connection with the formation promotion and incorporation of the Company or the procuring of the subscription of its Capital or any part thereof or the obtaining of any loans and to pay commissions to brokers and others for underwriting placing selling or guaranteeing the subscription of any Shares Debentures or Securities of the Company.
- (w) To effect and maintain insurances against loss to the Company or to the persons employed by it whether such last-mentioned loss shall create any claim against the Company or not and to pay to the person or persons suffering such loss or their representatives or dependents any monies received in respect of such insurances and to pay premiums and to contribute to benefit funds hospitals and charitable institutions and to give gratuities pensions and charitable relief.
- (x) To distribute among the members of the Company in kind any property of the Company and in particular any Shares Stock Debentures or Securities of other companies.
- (y) To transact business in any colony or dependency and in any foreign country or state and to procure the Company to be registered in any colony or dependency or foreign country or state and to establish and maintain branches or agencies in any part of the world.
- (z) To do all such things as are incidental or conducive to the attainment of any of the above objects.

4. The liability of the Members is limited.

5. The Capital of the Company is £30,000, divided into 6,000 shares of £5 each. The Company has power to increase or reduce its Capital and to issue any Shares in its Capital with or without any preference priority or special rights or subject to any restriction limitation or postponement that may be determined upon by the Company in General Meeting.

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.

Dated the 8th day of December 1898.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Henry Hope</i> <i>55 Lionel Street</i> <i>Birmingham</i> <i>Mechanical Engineer</i>	<i>One Preference</i>
<i>Henry Donald Hope</i> <i>55 Lionel Street</i> <i>Birmingham</i> <i>Mechanical Engineer</i>	<i>One Ordinary</i>
<i>John Arthur Hope</i> <i>55 Lionel Street</i> <i>Birmingham</i> <i>Mechanical Engineer</i>	<i>One Ordinary</i>
<i>Ralph Walter Hope.</i> <i>Goldsmith</i> <i>Sutton Coldfield.</i> <i>Dequess's Draughtman.</i>	<i>One Ordinary</i>
<i>John Sutton Vellips</i> <i>Beckerhamet</i> <i>Selly Hill Birmingh -</i> <i>Justice of the Peace</i>	<i>One Ordinary</i>

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
- Margaret Hettlefold <u>Beechenhurst</u> <u>Selly Hill - Birmingham</u> <u>Wife of John S. Hettlefold</u>	one Preference

Francis George Sternberg,
 27 Balsall Heath Road
 Edglaston,
 Baskin.

one Ordinary

Witness to the signatures of the above named John Sutton Hettlefold
 and Margaret Hettlefold

John Eladstone
 Dale End
 Birmingham
 Wine Merchant.

Witness to the signatures of the above named Henry Hope
 Henry Ronald Hope, John Arthur Hope, Ralph Walter Hope
 and Francis George Sternberg

John A. Nutt
 Solicitor
Birmingham



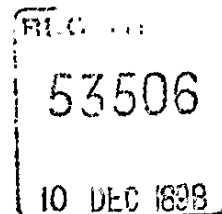
THE COMPANIES ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.

Articles of Association

of

Henry Hope and Sons Limited.



PRELIMINARY.

1. The Regulations of Table A in the first Schedule to the Companies Act 1862 shall not apply to the Company.

INTERPRETATION.

2. In the interpretation of these Articles the following words and expressions shall have the following meanings unless excluded by the subject or context:

- (a) "The Company" means "Henry Hope and Sons Limited."
- (b) "The Board" means (1) The Directors for the time being, (2) A Meeting of the Directors.
- (c) "The Statutes" shall mean the Companies Act 1862 to 1893 and every other Act incorporated therewith.
- (d) "The Register" shall mean the Register of Members to be kept as required by Section 25 of the Companies Act, 1862.
- (e) "Month" shall mean Calendar month.
- (f) Words which have a special meaning assigned to them in the Statutes shall have the same meaning in these presents.
- (g) Words importing the singular number only shall include the plural and the converse shall also apply.
- (h) Words importing males shall include females.



- (i) Words importing individuals shall include corporations.
- (j) "Paid up" shall include credited as paid up.
- (k) "Secretary" shall include any person appointed temporarily to perform the duties of Secretary.

BUSINESS.

3. The Company may commence business notwithstanding that any part of the Capital may remain unallotted or unsubscribed for.

4. The Company acting by the Board may exercise all the powers of The Companies' Seals Act 1864.

5. The Company is formed upon the basis that the agreement referred to in Clause 3, Sub-clause (a) of the Memorandum of Association shall be adopted and carried into effect (with or without modification) by the Company and the Directors shall forthwith affix the Seal of the Company to such Agreement. Every member (present or future) of the Company shall be deemed to have notice of and to have assented to all the terms of the said Agreement and no objection shall be made thereto nor shall any promoter or Director be liable to account to the Company by reason of the promoters of the Company, and the Directors or any of them being interested therein or in the consideration payable thereunder, or on the ground that the Directors do not in the circumstances constitute an independent Board.

6. After the acquisition of the aforesaid business of Henry Hope and Sons the Company shall carry on the same and any business within the terms of the Memorandum of Association which the Board shall for the time being think it expedient to carry on in connection therewith.

SHARE CAPITAL.

7. The original Capital of the Company is £30,000 divided into 6000 Shares of £5 each whereof 3000 Shares are Preference Shares and 3000 Shares are Ordinary Shares. The holders of the said Preference and Ordinary Shares shall respectively have the rights hereinafter declared.

8. The Board may with respect to any Shares (including Shares in lieu of forfeited or surrendered Shares) which may from time to time remain unissued after providing for the acquisition of the business properties and goodwill of Henry Hope in accordance with the provisions of the Agreement referred to in Article 5 hereof issue the same to such persons and on such terms as they think fit.

9. The Board may (subject to the provisions of the Companies Act 1867) issue any Shares as fully or partially paid as the consideration or part of the consideration for any business or property acquired by the Company in addition to the business of Henry Hope.

10. The Board may make it part of the terms of allotment and issue of any Share that the holder shall be prohibited from transferring the same for such period as may be agreed or shall be under any other restrictions as to the sale and transfer thereof.

11. The Company may make arrangements on the issue of Shares for a difference between the holders of such Shares in the amount of Calls to be paid and in the time of payment of such Calls.

12. The Company shall not be obliged to recognise any partial equitable future or contingent interest in any Share or any joint or divided liability in respect of any Share or any other interest or liability in respect of any Share than the interest and liability of the registered holder thereof.

13. Every member shall be entitled without payment to one certificate specifying the Share or Shares held by him with the respective numbers thereof and the amount paid up thereon. For every additional certificate required by him he shall pay the sum of one shilling but the Directors may decline to issue more than one certificate to each member.

14. If any certificate is worn out or lost the Board may on the surrender of the worn out certificate or on receiving such evidence of loss and such indemnity as they shall require and upon payment of the sum of one shilling for each new certificate issue a certificate or certificates in place of such worn out or lost certificate.

CALLS

15. The Board may, with respect to any shares not issued as fully paid up, require such sum to be paid on application for and on allotment of such shares and at such other subsequent dates as it may think fit; and any sums so required to be paid shall for the purposes of these articles be deemed to be calls duly made of which notice has been given to the allottee. The Board may from time to time make such calls in respect of monies unpaid upon shares as it thinks fit; provided that (unless otherwise arranged as part of the contract for taking shares) seven days' notice at least shall be given of each call and that no call shall exceed £2 or be made payable on a day before one calendar month of the day on which the last previous call was made payable and each member shall be liable to pay the amount of calls to the persons and at the times and places appointed by the Board. A call may be made payable by instalments.

16. A call shall be deemed to have been made at the time when a resolution of the Board authorising such call was passed.

17. If the call payable in respect of any share be not paid before or on the day appointed for payment thereof the holder for the time being of such share shall be liable to pay interest for the said call in arrear at such rate as the Board may determine not exceeding the rate of ten per cent. per annum from the day appointed for the payment thereof to the time of actual payment.

18. The Board may if it think fit receive from any member willing to advance the same all or any part of the monies unpaid upon the shares held by him beyond the sums actually called up and the money so paid in advance or so much thereof as shall from time to time be in advance of calls may as the Board and the members paying the same may agree be treated either as entitling the holder for the time being of the share to dividends or as entitling such holder to interest at such rate not exceeding 5 per cent. per annum and on such terms as the member paying such sum in advance and the Board shall agree upon.

LIEN.

19. The Company shall have a first and paramount lien for all debts obligations and liabilities of any member to the Company upon all Shares held by such member whether alone or jointly with any other persons and upon all dividends and bonuses declared in respect of such Shares and may enforce such lien by sale or mortgage at any time after such debts obligations or liabilities have become presently payable and after the expiration of a seven days notice requiring payment.

ALTERATION OF CAPITAL.

20. The Company may so far modify the conditions contained in the Memorandum of Association in any manner allowed by law as to (a) increase its capital (b) reduce its capital (c) subdivide or consolidate its Shares or any of them and any such modifications shall be carried out with and subject to such conditions and provisions and in such manner as the Company may direct or in default of such directions as the Directors shall think fit.

21. Any Shares (original or new) may be issued upon such terms and conditions and with such rights priorities or privileges or subject to such postponements or restrictions as the Company in General Meeting shall direct and whenever and so long as the capital is divided into shares of various classes the rights and privileges of the holders of any such class may be varied or modified by an agreement made between the Company on the one hand and some person purporting to contract on behalf of the class or classes affected on the other hand provided that such agreement is confirmed either by writing signed by the holders of two-thirds of the shares of the class or classes affected or by an extraordinary resolution passed at a meeting of the holders of the Shares of the class or at the separate Meetings of the holders of the Shares of the respective classes affected. Such Meetings shall be governed as far as circumstances will allow by the regulations hereof governing General Meetings of the Company. Provided always that the quorum at any meeting of a class of shareholders shall be members of such class present personally or by proxy holding not less than one half of the shares of such class for the time being issued and that on a poll every member shall have one vote for every share of such class held by him.

TRANSFER AND TRANSMISSION OF SHARES.

22. The Instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered on the Register in respect thereof.

23. Shares in the Company may be transferred in the usual common form or in the following form :—

“ I
 “ of in
 “ consideration of the sum of £ paid to me
 “ by
 “ hereby assign
 “ unto the said
 “ the share (or shares) numbered
 “ standing in my name in the books of Henry Hope and Sons Limited
 “ to hold to the said
 “ subject to the several conditions on
 “ which I held the same at the time of the execution hereof.
 “ And I the said
 “ do hereby agree to take the said share (or shares) subject to the same
 “ conditions.

“ As witness our hands the day
 “ of 18 .”

24. Before registration of any transfer the instrument of transfer shall be left at the office of the Company duly stamped together with the certificate of the shares to be transferred and together with any other evidence the Board may require to prove the title of the transferor and to prove that the transfer is authorised by these Articles and the transfer shall thenceforward be kept by the Company.

25. There shall be paid in respect of the registration of any transfer or transmission of interest such sum (not exceeding five shillings) as the Board shall from time to time prescribe.

26. The Board may in its discretion also decline to register the transfer of a share on any of the following grounds :—

- (a) That the transferor is indebted to the Company or is under an obligation to the Company on any bill or note or other contract remaining unfulfilled.
- (b) That the transferee is a person unable to pay calls or is a person whose interest in the business carried on by the Company or any business of a same nature renders its undesirable in the opinion of the Board that he should be a member or is otherwise reasonably objectionable.
- (c) That the transfer is contrary to any express agreement made with the Company restricting the conditions of transfer. And the Board shall not be bound or required to state their reason for any refusal.

27. The transfer books and Register of Members may be closed during such time not exceeding thirty days preceding any General Meeting as the Board may determine.

28. On the death of any member being one of the several joint holders of shares the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Shares; and upon the death of any member holding Shares alone the executors or administrators of such last-mentioned deceased member shall be the only persons recognised by the Company as having any title to such Shares. But the Company shall not be bound to recognize any person as executor or administrator of a deceased member until there shall have been produced to them the English Probate or Letters of Administration or evidence of the Registration in England of Scotch confirmation or Irish Probate or Irish letters of administration as the case may be.

29. Any person becoming entitled to Shares in consequence of the death bankruptcy or insolvency of any member shall within three months of becoming so entitled, produce to the Company such evidence of title as may be reasonably required of him and shall within the same period either declare in writing his willingness personally to become a member of the Company or transfer the said Share to some other responsible person, and if he shall fail so to do the Company may retain all Dividends and Bonuses declared in respect of such Share until he shall have so declared his willingness or transferred the said Share. But the Board shall have the same right to decline to register the person so entitled to such Share or the person claiming under such transfer as in the case of an ordinary transfer.

30. Save as aforesaid no person claiming a title to a share by transmission shall have any rights in respect of such share except the right to receive dividends (if any) actually declared before the death or other transmission of interest and a right to attend and vote at any meeting of the Company held during the three months immediately following such transmission.

JOINT HOLDERS OF SHARES.

31. If several persons are registered as the joint holders of any Share the following consequences shall ensue:

- (a) All such persons shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such Share.
- (b) Any one of such persons may give effectual receipts for any Dividend or Bonus payable in respect of such Shares.
- (c) Only the person whose name stands first in the Register of Members as the holder of such Share shall be entitled to vote at General Meetings or at any poll or to receive notices in respect of such Share.
- (d) Any notice given to any of such persons shall be deemed to be given to all of such persons.

FORFEITURE OF SHARES.

32. If any member fails to pay any sum (whether payable under the conditions of allotment or as a call) which has become due on the day appointed for payment thereof the Company may at any time thereafter during such time as the sum remains unpaid give notice requiring him to pay such sum together with interest at the rate by these Articles authorised and any expenses that may have accrued by reason of such non-payment and naming a further day not less than twenty-one days after the day first appointed and the place or places on and at which such sum and interest and expenses (if any) are to be paid. The notice shall also state that in the event of non-payment at the time and place appointed the shares in respect of which such sum is payable will be liable to be forfeited.

33. If the requisitions of any such notice as aforesaid be not complied with any share in respect of which such notice shall have been given may at any time thereafter before the payment of such sum with interest and expenses be forfeited by a resolution of the Board to that effect.

34. Any share forfeited in any of the ways aforesaid shall thereupon become the absolute property of the Company and may be disposed of in such manner as the Company may think fit.

35. Any member whose shares have been forfeited shall notwithstanding be liable to pay to the Company all sums and interest owing upon such shares at the time of the forfeiture without any deduction or allowance in respect of the value of such shares at the time of the forfeiture but the Board may waive the forfeiture on such terms as it may think fit.

TITLE TO SHARES.

36. The remedy of any shareholder for any irregularity in any forfeiture of a share or in the enforcing of a lien or alleged lien on any share shall be in damages only and the Register shall be conclusive evidence of the title to a share as against the Company and as against any person claiming as a former holder of any share which the Board shall have purported to forfeit cancel or dispose of under the regulations of the Company.

BORROWING POWERS.

37. The Company may raise or borrow money for the purposes of the Company and may secure the repayment of the same or of any monies owing or about to become owing by the Company by mortgage or charge upon the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued Capital and may issue Bonds Debentures or Debenture Stock either charged upon the whole or any part of the assets and property of the Company or not so charged and either with or without the security of a Trust Deed vesting all or any of the assets of the Company in Trustees for the holders of such Debentures or Debenture Stock.

38. No person lending monies or giving credit to the Company shall be bound to enquire for what purposes such monies are required.

GENERAL MEETINGS.

39. The first General Meeting shall be held within four months from the registration of the Company. Subsequent General Meetings of the Company shall be held once in every year at such time and place as may be appointed by the Board. The above-mentioned General Meetings shall be called Ordinary General Meetings. All other General Meetings shall be called Extraordinary Meetings.

40. The Board may whenever it thinks fit and shall upon a requisition in writing signed by at least five members holding in the aggregate one-tenth of the aggregated paid-up share capital for the time being the holders of which would be entitled to attend such meeting; convene an Extraordinary General Meeting.

41. Any requisition so made by the members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Company. Upon the receipt of such requisition the Board shall forthwith proceed to convene an Extraordinary General Meeting. If such meeting be not so convened within twenty-one days from the receipt of the requisition the requisitionists or any other members may themselves convene such a meeting and the expenses of the holding of the same shall be paid out of the funds of the Company. Unless such meeting is called by the Board no business other than that expressed in the requisition and of which notice has been given shall be transacted.

42. At least five and not more than ten days notice specifying the place the day and the hour of meeting and the purpose for which any General Meeting is to be held shall be given to each member in the manner hereinafter mentioned but no notice of any adjourned meeting shall be required unless adjourned for at least fourteen days and no notice shall be required of the intention to transact at any Ordinary Meeting the business of declaring dividends electing Directors and Officers voting Directors' fees and considering the ordinary report and accounts of the Directors and Auditor and the accidental omission to give notice to any member or the non-receipt of notice by any member shall not invalidate the proceedings of any General Meeting.

43. No business shall be transacted at any meeting except the choice of Chairman and the declaration of a dividend unless there be present at the commencement of the business at least three members present in person.

44. If within fifteen minutes from the time appointed for the meeting the required number of members be not present the meeting if convened upon the requisition of members shall be dissolved in any other case it shall stand adjourned to such time and place as the Board may appoint or in default of appointment till that day week at the same hour and place. At such adjourned meeting the members present whatever their number shall have power to decide upon all matters which might have been disposed of at the meeting from which the adjournment took place as if the required number of members had been present thereat provided that three days' notice must be given to the members of such adjournment in order to enable special business to be transacted thereat by less than the required number of members.

45. The Chairman of the Board shall preside as Chairman at every meeting of the Company. If there be no such Chairman or if at any meeting he be not present at the time of the commencement of business the directors present shall select one of their number to preside and failing this the members present shall choose some one of their number to be Chairman of such meeting.

46. The Chairman shall upon a resolution of the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

47. Every question shall be decided by a show of hands unless upon or immediately after such show of hands a poll be demanded by or on behalf of at least two members present either in person or by proxy holding in the aggregate not less than one-tenth of the aggregate paid-up share capital the holders of which for the time being would be entitled to attend such meeting but no poll shall be allowed on a question of the appointment of Chairman.

48. If a poll be demanded as aforesaid the same shall be taken in such manner as the Chairman of the meeting shall direct and he shall have power to adjourn the meeting for a reasonable time for the purpose of taking such poll either before or after proceeding with any other business to be transacted at the meeting. The result of such poll shall be deemed to be the resolution of the Company in General Meeting.

49. A declaration by the Chairman of the meeting that a resolution has been carried or carried by a particular majority or not so carried or rejected whether after a poll or otherwise and an entry to that effect in the book of proceedings of the Company shall be *prima facie* evidence of the fact without proof of the numbers or proportion of the votes recorded in favour of or against such resolution.

VOTES OF SHAREHOLDERS.

50. On a show of hands each member personally present shall have one vote. In case of a poll each member present in person or by proxy shall have one vote for each share held by him.

51. In case of an equality of votes either on a show of hands or at the poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded as the case may be shall be entitled to a further or casting vote.

52. If a member become a lunatic his committee may vote in respect of his shares but otherwise no vote shall be accepted in respect of a share registered in the name of a person under disability.

53. If two or more persons are jointly entitled to a share the person whose name stands first in the Register of Members as one of the holders of such share and no other shall be entitled to vote in respect of the same.

54. No member shall be entitled to vote at or to attend any meeting while any call or interest due from him is in arrear.

55. Votes may be given personally or by proxy. Joint holders may appoint any one of their number their proxy and corporations may appoint any of their officers or members their proxy save as aforesaid no person shall be appointed a proxy who is not a member of the Company. A proxy shall be appointed in writing under the hand of the appointor or if such appointor be a corporation under their common seal and such writing shall be in the form or to the effect following:

"HENRY HOPE AND SONS LIMITED.

"I _____ of
 "a member of the above-named Company and entitled to vote hereby
 "appoint _____ of
 "also a member of the said Company and entitled to vote to be my proxy
 "at the Ordinary (or Extraordinary or Adjourned) General Meeting of
 "the Company to be held on the _____ day of
 "_____ 18 _____ next and at any adjournment
 "thereof and to vote for me and in my name upon questions before such
 "meeting or meetings.

"As witness my hand the _____ day of _____ 18 _____."

56. The instrument or mandate appointing a proxy shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time of holding the meeting or adjourned meeting at which he proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

DIRECTORS.

57. The business of the Company shall be under the control of the Directors.

58. The number of Directors shall not exceed seven nor be less than three.

59. The first Directors of the Company shall be Henry Hope, Henry Donald Hope, John Arthur Hope and John Sutton Nettlefold.

60. The Board shall have power at any time before the Ordinary Meeting in the year 1900 to appoint any persons to be Directors of the Company but so that the total number of Directors shall not at any time exceed the maximum before mentioned.

61. The qualification of every Director shall be the holding in his own right of Preference or Ordinary Shares in the Company to the nominal value of £500. A Director may act before acquiring his qualification but shall acquire the same within three months of being appointed a Director and if he shall not have so acquired the same shall be deemed to have agreed with the Company to take so many shares as with those (if any) already held by him will make up the said share qualification and his name shall be entered in the share register accordingly.

62. The Directors' remuneration shall be the sum of £1,000 per annum payable quarterly unless or until the Company in General Meeting otherwise determines. The said sum shall be divided among the Directors in such proportions and in such manner as the Directors themselves shall decide.

POWERS OF DIRECTORS.

63. The business of the Company shall be managed by the Board who may pay all such expenses of and preliminary and incidental to the formation and registration of the Company as they may think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting subject nevertheless to any regulations of the Company to the statutory provisions and to such directions being not inconsistent with the aforesaid regulations as may be prescribed by the Company in General Meeting but no regulation made or direction given by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

64. The Board may delegate any of its powers as it may think fit. Any person or persons acting under such delegation shall in the exercise of the powers delegated to him or them conform to the regulations prescribed by the Board.

65. All acts done by the Board or by any delegate or Committee of the Board shall notwithstanding that there was some defect in the appointment of Directors or some one or more of them or that they or some one or more of them were or was disqualified be as valid so far as regards the protection of third persons as if they respectively were duly appointed and qualified.

DISQUALIFICATION OF DIRECTORS.

66. The office of Director shall be vacated—

- (a) If he resign his office and his resignation be accepted.
- (b) If he ceases to hold the required amount of shares to qualify him for the office or do not acquire the same within three months after election or appointment.
- (c) If he become bankrupt or compound with his creditors or seeks the protection of any Act in force for the time being for the relief of insolvent debtors.
- (d) If he be declared a lunatic or become of unsound mind or otherwise mentally or physically unable to perform his duties.
- (e) If he absent himself from the Meetings of the Board for a period of six months without leave of absence from the Board.
- (f) If in the opinion of his co-Directors expressed in a resolution at a Special Meeting of the Board he shall have been guilty of any breach of faith or shall have used to the prejudice of the Company any knowledge which he acquires as Director.

67. A Director shall not be disqualified by his office from entering into contracts arrangements or dealings with the Company nor shall any contract arrangement or dealing with the Company be avoided nor shall any Director be liable to account to the Company for any profit arising out of any contract arrangement or dealing with the Company by reason of such Director being a party to or interested in or deriving a profit from any such contract arrangement or dealing and being at the same time a Director of the Company. Provided that such Director discloses to the Board at or before the time when such contract arrangement or dealing is determined upon his interest therein or if his interest is subsequently acquired provided that he on the first occasion possible discloses to the Board the fact that he has acquired such interest.

68. The continuing Directors may act notwithstanding any vacancy in their body.

ROTATION OF DIRECTORS.

69. Any person elected a Director by the Company in General Meeting shall hold office until he retires in ordinary course of rotation or vacates office or is removed as herein provided.

70. At the Ordinary Meeting in every year one of the Directors shall retire by rotation and (unless the Directors otherwise agree) the Director to retire shall be the one who has been longest in office or where there may not be a Director so ascertainable the Director to retire shall be determined by lot but so that the selection shall be made from among those who have been longest in office.

71. A retiring Director shall be eligible for re-election but no person other than a retiring Director or a person proposed by the Directors shall be eligible to be elected a Director by the Company in General Meeting either to supply the place of a Director retiring by rotation or to fill a vacancy or as an additional Director unless notice of the intention to propose him shall have been given to the Company not less than five days and not more than two months previously to the day of the Meeting.

72. The Company at the General Meeting at which any Directors retire in manner aforesaid shall fill up the vacated offices by electing the proper number of persons.

73. The retiring Directors shall continue to act until their successors be appointed.

74. The Company may from time to time at a meeting of the Company convened with notice of such object increase or reduce the number of Directors and may determine in what rotation such increased or reduced number is to go out of office.

75. Whenever the number of Directors shall be less than seven the Board may appoint an additional Director but any person so appointed shall retire at the next Ordinary General Meeting held after his appointment but shall be eligible for re-election in the same manner as the Director retiring by rotation.

76. Any casual vacancy occurring amongst the Directors may be filled up by the Board but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

77. The Company may from time to time by a resolution passed by a majority of three-fourths of the votes given personally or by proxy at a meeting of the Company convened with notice of such object remove any Director before the expiration of his period of office and appoint another qualified person in his stead for such unexpired period.

PROCEEDINGS OF DIRECTORS.

78. The Board shall meet together at such place as they shall appoint for the despatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall be a quorum. Questions shall be decided by a majority of votes the Chairman in case of equality having a second or casting vote.

79. The Secretary shall summon Meetings of the Board in accordance with such general or special directions as may be given to him by the Board and any Director may at any time summon or require the Secretary to summon a Special Meeting of the Board.

80. Reasonable notice shall be given to all the Directors of any Meeting of the Board but any resolution passed at a meeting whereat all the Directors are present or assented to in writing by all the Directors shall be valid as from the time of being passed notwithstanding any irregularity in connection therewith or with the meeting at which the same is passed.

81. The said Henry Hope shall be the first Chairman of Directors and shall retain that office as long as he shall continue to be a Director unless he shall previously resign. So soon as the said Henry Hope shall cease to be Chairman of Directors the Board shall appoint one of their body to be Chairman. The Chairman shall preside at all meetings of the Company or of the Board at which he shall be present.

82. The Board shall make such provision as they shall think fit for the management of the affairs of the Company outside of England and may appoint and pay Local Agents Local Directors and others for the management and control thereof and may by power of Attorney under the Seal of the Company appoint any person or persons to be the Attorney or Attorneys of the Company and may delegate to or confer on such Attorney or Attorneys such powers and authorities as the Board shall think fit.

83. The Board may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company or undertaking any work or duties additional to that usually required of Directors of a Company similar to this Company.

84. Any Committee of the Board may elect a Chairman of such Committee and may determine the necessary quorum and otherwise regulate the proceedings of such Committee.

85. Minutes shall be made in books provided for the purpose:—

- (a) Of the names of the Directors present at each Meeting of the Board and Committee of the Board.
- (b) Of all orders made by and resolutions and proceedings of the Board and Committee of the Board.

MANAGING DIRECTORS AND OFFICERS.

86. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the Company or Secretary of the Company or to any other office or place of profit under the Company and may fix or pay his or their remuneration and delegate to him or them such of the powers and duties of the Directors (other than the power to make calls for shares borrow money or create charges on the assets of the Company) as they shall think fit with power nevertheless to revoke any such delegation. A Managing Director shall not while he holds that office be liable to retire in rotation.

EVIDENCE.

87. Any minute of any General Meeting of the Company or of any Board Meeting or of any Meeting of a Committee of the Board if signed by any person purporting to be the Chairman of the next succeeding meeting or as the case may be by the Chairman of such Committee shall be receivable in evidence on the facts therein stated without further proof.

88. Any extract from any minutes of any General Meeting of the Company or of any Board Meeting or of any Meeting of a Committee of the Board which shall be by the signature of any person purporting to be the Chairman of the Board be certified to be a true and correct extract of any such minutes shall be receivable in evidence in the place of the original or originals respectively.

RESERVE FUND.

89. There shall be provided and allowed for in the accounts of the Company for each year such amount as the Directors shall think proper and adequate for depreciation of assets or for a sinking fund for future depreciation or wasting assets or loss on realisation or otherwise. The Directors shall also have power from time to time to set apart any sum for the purpose of creating a private or internal reserve fund (the existence or amount of which shall not be disclosed except to the Auditors of the Company) and may either employ any such sums so set aside in the Company's business or may invest the same upon such investments (other than shares of the Company) as they may select without being liable for any loss or depreciation in consequence of such investments whether the same be usual or authorised investments for trust funds or not. The Reserve Fund so created shall be applicable for the

equalisation of dividends or for making provision for exceptional losses expenses or contingencies or the extension or development of the Company's business or for writing down the value of the goodwill or other assets of the Company or for any other purpose to which the profits of the Company may be lawfully applied. The Directors may at any time divide amongst the holders of ordinary shares by way of bonus or dividends any part of the Reserve Fund which they in their discretion may determine not to be required for the purposes aforesaid.

DIVIDENDS.

90. The net profits of the Company shall subject to the provision of the reserve fund hereinbefore mentioned be applied first in paying to the holders of the Preference Shares a cumulative preferential dividend at the rate of five per cent. per annum and then the balance (if any) shall be distributed among the holders of the ordinary shares in proportion to the amount paid up on the shares held by them respectively.

91. The Company at the Ordinary General Meetings in each year may declare a dividend not exceeding such amount as the Board recommend to be paid on the paid-up capital.

92. The Board may if it think fit from time to time determine on and declare an interim dividend to be paid to the members on account and in anticipation of the dividend for the full year.

93. No dividend shall be payable except out of the profits arising from the business of the Company or out of the Reserve Fund.

94. The Board may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company on account of calls or otherwise.

95. Notice of any dividends that may have been declared shall be given to each member as hereinafter provided with respect to notices in general and all dividends unclaimed for three years after having been declared may be forfeited by resolution of the Board for the benefit of the Company and shall thereupon be carried to the credit of the reserve Fund.

96. No dividend shall bear interest as against the Company.

97. The Company may transmit any Dividend or Bonus payable in respect of any Share by cheque or draft on bankers through the ordinary post to the registered address of the holder or to any other address given by him for the purpose and shall not be responsible for any loss arising therefrom.

ACCOUNTS.

98. The Board shall cause proper and accurate accounts to be kept of the affairs and transaction of the Company.

99. The Board may if it thinks fit cause the accounts of any department of business carried on by the Company to be kept distinct.

100. Once at least in every year the Directors shall lay before the Company in General Meeting a Balance Sheet made up to such date as the Directors may determine not being more than three months before the Meeting containing a summary of the estimated assets and estimated liabilities of the Company made up to the same date and arranged under convenient heads and to every such statement shall be appended a report of the Directors as to the state and condition of the Company.

101. A copy of the said balance sheet profit and loss account and report shall lie at the office of the Company and be open to the inspection of the members for seven days before and one month after the Ordinary Meeting in each year.

102. The books of account shall be kept at the registered office of the Company and the Directors shall by resolution determine to what extent and on what conditions the books and accounts or any of them shall be open to the inspection of the members and the members shall have only such rights of inspection as are given to them by statute or by such resolution of the Directors or by extraordinary resolution of the Company in General Meeting. No member shall have any right other than such as aforesaid to discovery of or information in relation to the contracts engagements, or business of the Company.

AUDIT.

103. The Accounts of the Company shall be examined and the correctness of the Balance Sheet ascertained by an Auditor or Auditors every year.

104. The first Auditors of the Company shall be appointed by the Board and shall continue in office until others be appointed by the Company in General Meeting. All subsequent Auditors shall be appointed by the Company in General Meeting and shall hold office till the next Ordinary General Meeting after their appointment.

105. If one Auditor only is appointed all the provisions herein contained relating to the Auditors shall apply to him.

106. No person shall be eligible as an Auditor who is a Director Secretary or other officer of the Company or who is interested in any transaction of the Company otherwise than as a member of the Company.

107. The remuneration (if any) of the first Auditors shall be fixed by the Board and that (if any) of subsequent Auditors shall be fixed by the Company at the time of their election.

108. Any Auditor shall be eligible for re-appointment on his quitting office.

109. If any casual vacancy occur in the office of Auditor the Board shall forthwith appoint a person to supply the place until the next Ordinary General Meeting.

110. Every Auditor shall have access to all books kept by the Company and it shall be the Auditor's duty to examine the same with the accounts and vouchers relating thereto and to make from the Directors and Officers of the Company all proper enquiries in reference to the accounts and affairs of the Company. The Auditor or Auditors shall certify the correctness of the balance sheets and accounts and shall make a report thereon and such report shall be read together with the report of the Directors at the Ordinary Meeting but the value of the stock machinery and other assets of the Company shall be ascertained by the Directors who shall also determine what deductions ought to be made for bad and doubtful debts depreciation in the value of assets and contingent liabilities and certify the same to the Auditors.

NOTICES.

111. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address. Every such notice shall be deemed to be served when it is personally delivered or placed in the post.

112. No member shall be entitled to have a notice served on him at any address not within the United Kingdom. Any member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address for service within the United Kingdom which for the purpose of the service of notices shall be deemed his registered address. Any person not having a registered address in the United Kingdom and not having given notice as aforesaid shall be deemed to be personally served with any notice posted up at the Registered Office of the Company or advertised once in some journal circulating in London and in some journal circulating in Birmingham.

WINDING UP.

113. Upon a winding up the assets remaining after the payment of the debts and liabilities of the Company and the costs of liquidation shall be applied first in repaying to the holders of the Preference Shares the amount paid up on the Preference Shares held by them respectively and the balance if any shall be distributed among the holders of the Ordinary Shares in proportion to the amount paid up on them on the Ordinary Shares respectively.

114. If at any time any scheme for the reconstruction of the Company or for any sale or transfer to another Company in consideration of the Stock Shares Debentures or other rights of interest in any other Company shall be proposed and the capital of the Company shall be at such time divided into shares of different classes such scheme shall if sanctioned by an extraordinary resolution of the holders of the shares of both classes combined be binding on all the members of the Company as regards all its provisions including the manner in which the Stock Shares Debentures or other rights or interests are to be distributed.

115. The price to be paid for the purchase of the interest held by any dissentient member shall be such sum as the liquidator shall be able to obtain by

selling the Stock Shares Debentures or other securities or the right to apply for and receive an allotment thereof to which the dissentient member would have been entitled if he had not dissented.

INDEMNITY.

116. Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Board out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into or any act or deed done by him as such officer or servant or in any way in the discharge of his duties and the amount for which such indemnity is provided or to which it ought to extend shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

117. No Director or other officer of the Company shall be liable for the acts receipts neglects or default of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order or authority of the Board for or on behalf of the Company or for the insufficiency or deficiency of any security on or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any monies securities or effects shall be deposited or for any other loss damage or misfortune whatever which shall happen in the execution of his respective office or in relation thereto unless the same happen through his own wilful act or default.

NAMES, ADDRESSES. AND DESCRIPTION OF SUBSCRIBERS.

Henry Hope
55 Lionel Street
Birmingham
Horticultural Engineer

Henry Donald Hope
55 Lionel Street
Birmingham
Horticultural Engineer

John Arthur Hope
55 Lionel Street
Birmingham
Horticultural Engineer

 NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS.

Ralph Walter Hope
 Goldsby's
 Sutton Goldfield.
 Squier's Draughtsman.

John Sutton Nettlefold
 Beechhurst Selly Hill
 Birmingham
 Justice of the Peace
 Margaret Nettlefold
 Beechhurst
 Selly Hill - Birmingham
 wife of John S. Nettlefold -

Francis George Sternberg.
 27 Balsall Heath Road.
 Edgbaston.
 Washer.

Witness to the signatures of the above named John Sutton
 Nettlefold and Margaret Nettlefold

John Gladstone
 Dale End
 Birmingham
 Wine Merchant.

Witness to the signatures of the above named Henry Hope
 Henry Donald Hope, John Arthur Hope, Ralph Walter Hope and
 Francis George Sternberg

Geo. A. Nutt
 Solicitor
 Birmingham

Dated 8 December 1898 -

DUPLICATE FOR THE FILE.

N. 59870



Certificate of Incorporation

OF THE

Henry Stope and Sons limited

I hereby Certify, That the

Henry Stope and Sons limited

is this day Incorporated under the Companies' Acts, 1862 to 1893, and that the Company is Limited.

Given under my hand at London this *Ten* day of *December*
One Thousand Eight Hundred and Ninety *eight*.

Fees and Deed Stamps £ *12.10/-*

Stamp Duty on Capital £ *30/-*

A. J. V. Clerk
Registrar of Joint Stock Companies.

Certificate received by

Wm. H. Chambers
for Vallance Vallance
20 Essex St
London

Date *13 Decr 1898*

59,870

10988

6 MAR 1900

Henry Hope ^{and} Sons, Limited.



[COPY.]

Special Resolution.

Passed 2nd August, 1899.

Confirmed 23rd August, 1899.

At an Extraordinary Meeting of the Members of the above named Company, duly convened and held at the offices of the Company, 55, Lionel Street, Birmingham, on the 2nd day of August, 1899, the following Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the said Company also duly convened and held at the same place on the 23rd day of August, 1899, the following Special Resolution was duly confirmed:—

That Article 62 shall be altered by the addition of the words "free of Income Tax," after £1,000 per annum. Article will then read as follows:—

62. "The Director's remuneration shall be the sum of £1,000 per annum, free of Income Tax, payable quarterly, unless or until the Company in General Meeting otherwise determines. The said sum shall be divided among the Directors in such proportions and in such manner, as the Directors themselves shall decide."

HENRY HOPE & SONS, LTD.

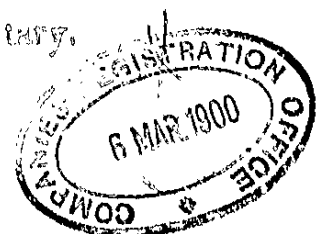
Presented for
filing by:

J. J. Stammers

Secretary.



91



Henry Hope & Sons, Limited.



(COPY.)

Special Resolution.



Passed 16th May, 1900.

Confirmed 31st May, 1900.

At an Extraordinary Meeting of the Members of the above named Company duly convened and held at the Offices of the Company, 55, Lionel Street, Birmingham, on the 16th day of May, 1900, the following Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the said Company also duly convened and held at the same place on the 31st day of May, 1900, the following Special Resolution was duly confirmed:

THAT the Capital of the Company be increased from £30,000 to £60,000 by the creation of 6,000 new Shares of £5 each, which new Shares may (at the discretion of the Board of Directors for the time being) be issued from time to time, and held either as Ordinary Shares of the Company, ranking *pari passu* in all respects with the existing Shares, or as Preference Shares, upon the terms hereinafter expressed, or partly as Ordinary Shares and partly as Preference Shares, in such proportion as shall be thought fit.

And that the said Preference Shares be issued and held upon the terms following:

1. They shall carry a cumulative preferential dividend, at the rate of 5 per cent. per annum on the capital for the time being paid up thereon, in preference to any dividend on the remaining Shares of the Company, and shall not be entitled to any further dividend.

And that the whole of such new Shares be issued at such time or times, to such persons, upon such terms and conditions, and generally in such manner, in all respects, as the Board shall, in their discretion, think fit.

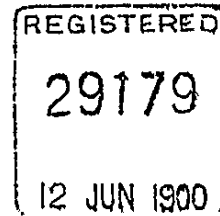


J. J. Steiner



Henry Hope & Sons

COMPANY, LIMITED.



STATEMENT of Increase of Nominal Capital made pursuant to s. 11 of

51 Vict., cap. 8, Customs and Inland Revenue Act, 1888. (NOTE.—The Stamp Duty

on the Increase of Nominal Capital is ^{Five} ~~Two~~ Shillings for every £100 or fraction of £100.)

(Increased to Five Shillings by Finance Act, 1899.)

This statement is to be filed with the Notice of Increase, registered under Section
34 of the Companies' Act, 1862.

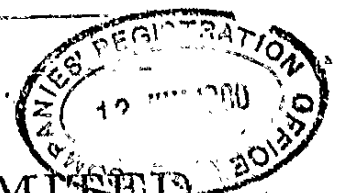
Presented for registration by

PRINTED AND SOLD BY

WATERLOW AND SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.



he NOMINAL CAPITAL of ~~the~~ _____

Henry Hope & Sons

~~Company~~, Limited,

has been increased by the addition thereto of the Sum of £ 30,000

divided into 6000 shares of £ 5 each beyond the Registered

Capital of £ 30,000

Signature _____

Description _____

J. J. Stennery

Date

7th day of

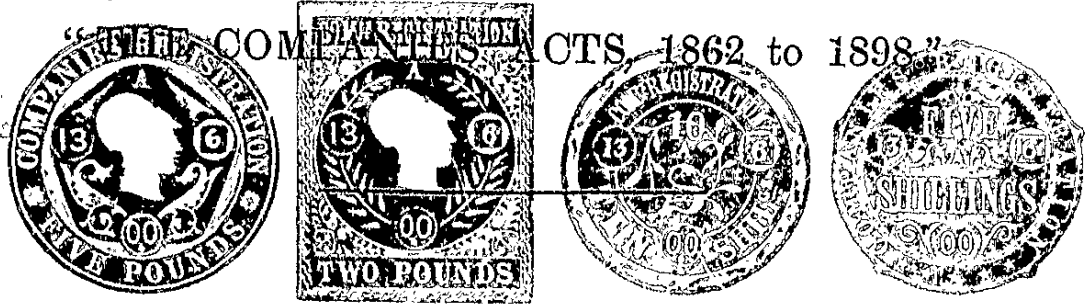
June 1890

This statement should be signed by an Officer of the Company.

Number of Certificate

59870/10

[Handwritten signature]



Notice of Increase in the Nominal Capital

[Handwritten 'he']

Henry Hope & Sons Limited.
57 Royal Street

Birmingham Company Limited

Pursuant to Section 34 of the Companies Act, 1862.

REGISTERED
29180
12 JUN 1900

s Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

PRINTED AND SOLD BY

WATERLOW AND SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

20, 21 & 27, GREAT WINCHESTER STREET; 85 & 86, LONDON WALL; and 49, PARLIAMENT STREET,

LONDON.



NOTICE

Of increase in the nominal Capital of the
Henry Hope & Sons Limited
Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The
Henry Hope & Sons Limited
Limited, hereby give you notice,
in accordance with "The Companies' Act, 1862," that by a Special
Resolution of the Company passed the 16th day of
January, 1900, and confirmed the 31st
day of May, 1900, the nominal Capital of the Company has been
increased by the addition thereto of the sum of Thirty Thousand
Pounds (£30,000) pounds divided into Six thousand
(6,000) Shares of £5 each,
beyond the present Registered Capital of £30,000
pounds.

Dated the seventh
day of June, 1900

J. H. Sternberg

* When the Resolution is not required to be confirmed, the words "and confirmed the ____ day of ____, 18__," should be struck out.

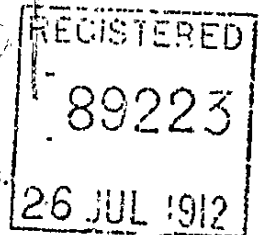
* * This notice is to be signed by a Director, Secretary, or other authorised Officer of the Company.

1012 / 28

Henry Hope & Sons Limited.

[COPY.]

Special Resolution.



Passed June 27th, 1912.

Confirmed July 12th, 1912.

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at the offices of the Company, 55, Lionel Street, Birmingham, on the 27th day of June, 1912, the following Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the said Company, also duly convened and held at the same place, on the 12th day of July, 1912, the following Resolution was duly confirmed.

That Article 90 be altered by the addition of the words "free of Income Tax" after the word "annum" in the fourth line of the Article. The Article will then read as follows:—

90. "The net profits of the Company shall, subject to the provision of the Reserve Fund hereinbefore mentioned, be applied first in paying to the holders of the Preference Shares a cumulative preferential dividend at the rate of five per cent. per annum free of income tax, and then the balance (if any) shall be distributed among the holders of the Ordinary Shares in proportion to the amount paid up on the shares held by them respectively."

J. H. Lloyd
Secretary

HENRY HOPE & SONS LIMITED.

Special Resolutions.

PASSED 26TH SEPTEMBER 1912.

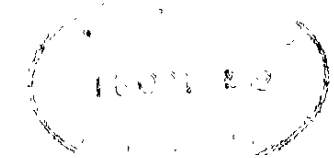
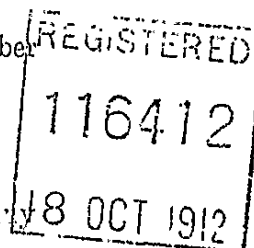
CONFIRMED 14TH OCTOBER 1912.



At an Extraordinary General Meeting of Henry Hope & Sons Limited duly convened and held at 55 Lionel Street on the 26th day of September 1912 the sub-joined Special Resolutions were duly passed and at a subsequent Extraordinary General Meeting of the said Company also duly convened and held at the same place on the 14th day of October 1912 the sub-joined Special Resolutions were duly confirmed.

(1) That each of the existing 35 Shares in the capital of Company be divided into five Shares of £1 each, which shall be credited as fully paid up.

(2) That the capital of the Company be increased to £100,000 by the creation of 40,000 additional Shares of £1 each of which 20,000 shall be Preference shares and shall rank for dividend and in all other respects with the existing Preference Shares of the Company and the remaining 20,000 shall be Ordinary Shares and rank for dividend and in all other respects with the existing Ordinary Shares of the Company.



3. That the Articles of Association of the Company be altered in the manner following, namely:—

- (1) Articles 10 and 19 shall be cancelled.
- (2) By substituting the words "two shillings and sixpence" for "five shillings" in Article 25.
- (3) Sub-section b of Article 26 shall be cancelled.
- (4) By the substitution for clause 90 as modified by special resolutions confirmed on the 31st of May, 1900, and the 12th of July, 1912, respectively, of the following clause namely:—

"The profits which in respect of any year or other period it shall be determined to distribute by way of dividend shall be applied first in payment to the holders of the preference shares of a fixed cumulative preference dividend at the rate of $5\frac{1}{2}$ per cent. per annum, free of income tax, on the capital paid up thereon to the close of such year or other period, and the surplus shall be applicable to the payment of dividend on the capital paid up on the Ordinary Shares at such rate as may seem expedient but such surplus or any part thereof may be carried to reserve."

- (5) By the addition of the following words to Article 101, namely:—

"And two copies thereof shall be sent to the Secretary for the time being of the Birmingham Stock Exchange Association."

- (6) By the addition of the following words to clause 37:—

"Provided that the Company shall not create or issue Bonds, Debentures, or Debenture Stock without the authority of the Preference Shareholders obtained in accordance with the provisions of Article 21."

(7) By the addition of the following Article:—

"The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in the Company or procuring or agreeing to procure subscription whether absolute or conditional for any shares in the Company but so that if the commission shall be paid or payable out of the capital the statutory conditions and requirements shall be observed and complied with and the commission shall not exceed ten per cent. on the shares in each case subscribed or to be subscribed."

Witness

Charles Ekin

Solicitor

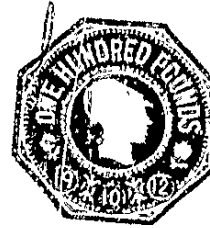
Birmingham

Wes. Garland

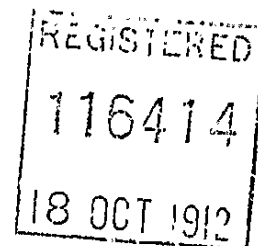
Chairman of meeting

No. of Certificate 57875 34

Form No. 20.



Henry Hope & Sons COMPANY, LIMITED.



STATEMENT of Increase of Nominal Capital pursuant to s. 112 of 54 and 55
Vict., ch. 39 (Stamp Act, 1891), as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance
Act, 1899). (NOTE.—The Stamp Duty on an Increase of Nominal Capital is Five
Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Notice of Increase registered under Section ~~44~~ 44
of the Companies' (Consolidation) Act, 1908.
~~Companies Act, 1862.~~

Presented for
Registration by

PUBLISHED, WITH THE AUTHORITY OF THE REGISTRAR,

BY

CHARLES DOUBBLE,

Public Companies' Registration Agent and Stationer,

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

The NOMINAL CAPITAL of the

Henry Hope & Sons Company Limited,

has been increased by the addition thereto of the sum of £40,000 divided into

40000 shares of £1. 0. 0 each beyond the Registered Capital of

£60,000.

Signature

J. D. Lloyd.

Description

Secretary to the Company

Date

15th October 1912

This statement must be signed by an Officer of the Company.

Number of Certificate

59840/45

THE COMPANIES (CONSOLIDATION) ACT, 1908.



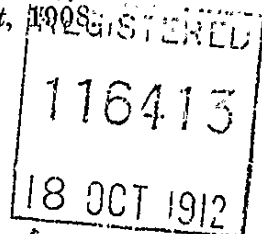
Notice of Increase in the Nominal Capital

of the

Henry Hope and Sons

Company Limited.

Pursuant to Section 44 of the Companies (Consolidation) Act, 1908.



This Notice must be sent to the Registrar within 15 days from the date of the passing or in the case of a Special Resolution the confirmation, of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 7 of the Finance Act, 1899. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

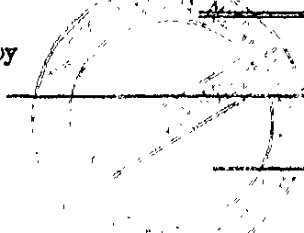
PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by



NOTICE

Of increase in the nominal Capital of the Henry Hope
and Sons
Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Henry Hope and Sons
Limited, hereby give you notice, in accordance
with The Companies (Consolidation) Act, 1908, that by a special
Resolution of the Company passed the twenty sixth day of
September, 1912,* and confirmed the fourteenth
day of October, 1912, the nominal Capital of the Company has been
increased by the addition thereto of the sum of Forty thousand
pounds divided into Forty thousand
Shares of one pound each,
beyond the present Registered Capital of Sixty thousand
pounds.

Dated the

day of

15th
October 1912

J. J. Lloyd;
Secretary.

* When the Resolution is not required to be confirmed, the words "and confirmed the ____ day of ____, 19__" should be struck out.

* * This notice is to be signed by a Director, Secretary, or other authorised Officer of the Company.

Number of } 59870
Certificate }

[Form No. 25.]

THE STAMP ACT, 1891.

(54 & 55 VICT., CH. 39.)

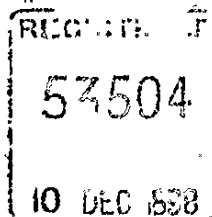


COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF THE

Henry Hope and Sons



Company, Limited.

Pursuant to Section 112 of The Stamp Act, 1891.

NOTE.—The Stamp Duty on the Nominal Capital is Two Shillings for every £100 or fraction of £100.—See last page of this Form.

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE No. 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

120 CHANCERY LANE, AND 8 BELL YARD, LONDON, W.C.

Presented for filing by

Vallance & Vallance

20 Essex Street Strand

agents for Hord & Nutt



THE NOMINAL CAPITAL

OF THE

Henry Hope and Sons

Company, Limited,

is £ *30,000* , divided into *6000*

Shares of £ *5-0-0* each. being *3000* prefer.
shares of £ *5-0-0* each and *3000* ordinary
shares of £ *5-0-0* each

Signature... *Henry Hope*
Director

Officer

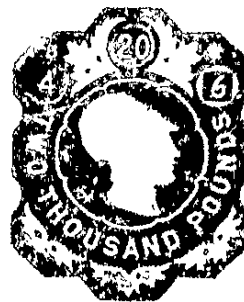
Dated the *ninth* day

of *December* 189 *8*

This Statement should be signed by an Officer of the Company.

No. of Certificate 59870

10-10-18,



Henry Hope & Sons

LIMITED.

STATEMENT of increase of Nominal Capital made pursuant to s. 112 of 54 & 55 Vict., cap. 39. Stamp Act, 1891, and s. 7, 62 & 63 Vict., cap. 9, Finance Act, 1899. (NOTE.—The Stamp Duty on the Increase of Nominal Capital is Five Shillings for every £100 or fraction of £100.)

This Statement is to be filed with the Notice of Increase, registered under Section 44 of the Companies (Consolidation) Act, 1908.

121063
[5 JUN 1920]

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

Johnson & Co

The NOMINAL CAPITAL of

Henry Hope & Sons Limited,

has been increased by the additions thereto of the sum of £ 200.000

4 100.000 Ordinary shares of £1 each
divided into 100.000 preference shares of £1 each beyond the Registered

Capital of £ 100.000

Signature

J. E. Jones

Description

Secretary

Date 12th day of June 19 20

This Statement should be signed by an Officer of the Company.

Number of Certificate

59870

60

THE COMPANIES ACTS 1908 to 1917.



Notice of Increase in the Nominal Capital

of

Henry Hope & Sons

Limited.

Pursuant to Section 44 of the Companies (Consolidation) Act, 1908.

This Notice must be sent to the Registrar within 15 days from the date of the passing, or in the case of a Special Resolution the confirmation, of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 7 of the Finance Act, 1899. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

121064

13 JUN 1920

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by

Johnson & Co

36 Waterloo St.

Birmingham

NOTICE

Of increase in the nominal Capital of

Henry Hope & Sons

Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

Henry Hope & Sons

Limited, hereby give you notice, in accordance

with The Companies (Consolidation) Act, 1908, that by a

Resolution of the Company passed the 27th day of

May

, 1920, *and confirmed the

day of , 1920, the nominal Capital of the Company has been

increased by the addition thereto of the sum of Two hundred thousand

pounds divided into 100,000 preference

shares of £1 each and 100,000 ordinary

Shares of £1 each,

beyond the present Registered Capital of One hundred thousand

pounds.

Dated the

27th

J. G. Jones

day of

June

1920

Secretary

* When the Resolution is not required to be confirmed, the words "and confirmed the ___ day of ___, 1___," should be struck out.

* * This notice is to be signed by a Director, Secretary, or other authorised Officer of the Company.

THE COMPANIES ACTS 1908 TO 1917.

*This is the printed document referred to in the
Special Resolution of Henry Hope & Sons Limited dated
the 29th day of July 1920.*

Edmond Hope
Chairman.

Memorandum

~~AND~~

Articles of Association

OF

HENRY HOPE & SONS
LIMITED

INCORPORATED 10TH DECEMBER, 1898.

JOHNSON & CO., SOLICITORS,

BIRMINGHAM.

64

THE COMPANIES ACTS, 1908-1917.

A COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to Section 70 (1) of the Companies Consolidation Act, 1908)

OF

HENRY HOPE & SONS, LIMITED.

Passed 14th July, 1920.

Confirmed 29th July, 1920.

At an Extraordinary General Meeting of the members of the said Company, duly convened and held at HALFORD WORKS, SMETHWICK, on the 14th day of July, 1920, 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 29th day of July, 1920, the following Special Resolution was duly confirmed.

RESOLUTION.

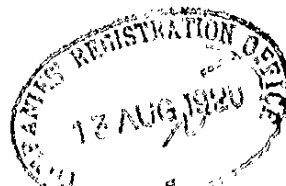
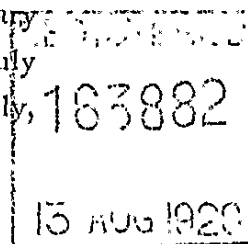
Resolved—"That the regulations contained in the printed document submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved and that such regulations be and they are hereby adopted as the Articles of the Company in substitution for and to the exclusion of all existing Articles thereof."

Dated this 29th day of July, 1920.

[Signature]

Secretary.

HALFORD WORKS,
SMETHWICK.



INDEX TO ARTICLES OF ASSOCIATION.

	NO. OF ARTICLE.
Accounts	136-140
Allotments	4
„ Filing of	6
Annual List and Summary	9
„ Report of Directors.. .. .	139, 140
Attorney, Powers of	118
Audit	141-143
Auditors, Present	141
„ Appointment of	142
Balance Sheet	138
Bankrupt Members	43, 79
Borrowing Powers	56-60
Calls	19-24
„ Issue subject to different Conditions	10
Capital	13
Capital and Shares :—	
Increase of	49
Reduction of	53
(And see “Shares”)	
Paid in Advance of Calls	123
Capitalisation of Profits	131
Certificates	15-18
Chairman	68, 108
Closing Register	41
Commission for placing Shares	7
Committees	110
Conditions of Issue of Share Warrants	45
„ as to New Shares	50
Conversion of Shares into Stock	46
Debts may be deducted from Dividends	129
Deceased or Bankrupt Members' Shares	43, 79
Directors.. .. .	87-102, 106-115
„ Contracts with	94
„ Indemnity	157
„ Individual Responsibility	158
„ Local Management	116-121
„ Managing (see “Managing Directors”)	
„ Meetings of	106
„ Notice of Candidature	102
„ Number	87, 99
„ Office of, when vacated	93
„ Power to Appoint Additional	89
„ Powers of	114, 115
„ Present	88
„ Proceedings of	106-113
„ Qualification	90
„ Quorum	106

							No. of ARTICLE.
Directors—Removal .. .. .	..	..	..	..	..	..	100
„ Remuneration .. .. .	..	..	..	..	..	..	91, 113
„ Report of .. .. .	..	..	..	..	..	..	139
„ Responsibility of .. .. .	..	..	..	..	..	..	158
„ Restrictions on .. .. .	..	..	..	..	..	..	102
„ Rotation of and Retirement of .. .. .	..	..	..	..	..	..	95, 96, 98
„ Tenure of Office .. .. .	..	..	..	..	..	..	101
„ Vacancy in .. .. .	..	..	..	..	..	..	92, 93, 97
Dividends .. .. .	..	..	..	..	..	..	122-135
Fees on New Certificates .. .. .	..	..	..	..	..	..	18
Forfeiture of Shares .. .. .	..	..	..	..	..	..	25-30
Increase of Capital .. .. .	..	..	..	..	..	..	49
Indemnity .. .. .	..	..	..	..	..	..	157
Individual Responsibility of Directors .. .. .	..	..	..	..	..	..	158
Interpretation Clause .. .. .	..	..	..	..	..	..	1
Joint Holders, Liability of .. .. .	..	..	..	..	..	..	11
„ „ Votes of .. .. .	..	..	..	..	..	..	80
„ „ Dividends to .. .. .	..	..	..	..	..	..	132
Lien .. .. .	..	..	..	..	..	..	31-33
Local Boards .. .. .	..	..	..	..	..	..	117
„ Law .. .. .	..	..	..	..	..	..	121
„ Management .. .. .	..	..	..	..	..	..	116
Managing Directors .. .. .	..	..	..	..	..	..	103-105
„ „ Appointment of .. .. .	..	..	..	..	..	..	103
„ „ Powers of .. .. .	..	..	..	..	..	..	104
„ „ Remuneration of .. .. .	..	..	..	..	..	..	103
„ „ Rotation of .. .. .	..	..	..	..	..	..	105
Meetings :—							
Directors .. .. .	..	..	..	..	..	..	106-108
Extraordinary .. .. .	..	..	..	..	..	..	62-63
General .. .. .	..	..	..	..	..	..	61
Ordinary .. .. .	..	..	..	..	..	..	62 and 66-76
Quorum at .. .. .	..	..	..	..	..	..	67
Votes at .. .. .	..	..	..	..	..	..	77-86
Members Abroad .. .. .	..	..	..	..	..	..	145
„ without Address .. .. .	..	..	..	..	..	..	146
Notices .. .. .	..	..	..	..	..	..	144-154
„ of Dividends .. .. .	..	..	..	..	..	..	134
„ of Meetings .. .. .	..	..	..	..	..	..	64, 65
„ Omission to give .. .. .	..	..	..	..	..	..	65
Poll .. .. .	..	..	..	..	..	..	72 et seq.
Powers of Attorney .. .. .	..	..	..	..	..	..	118
Preference Shares, Rights of .. .. .	..	..	..	..	..	..	14
Shares, Votes in respect of .. .. .	..	..	..	..	..	..	77
Profits, Dividends to be paid out of .. .. .	..	..	..	..	..	..	126
Proxy at Meeting .. .. .	..	..	..	..	..	..	77 and 81-85
„ Deposit of .. .. .	..	..	..	..	..	..	82
„ Form of .. .. .	..	..	..	..	..	..	85
„ Who may be .. .. .	..	..	..	..	..	..	78, 81 and 84
Register, Closing of .. .. .	..	..	..	..	..	..	41
„ of Directors and Managers .. .. .	..	..	..	..	..	..	8
„ of Mortgages .. .. .	..	..	..	..	..	..	60
Reserve Fund .. .. .	..	..	..	..	..	..	115 (11) (12), 139
Rights, Power to Modify .. .. .	..	..	..	..	..	..	55
Sales of Shares, Validity of .. .. .	..	..	..	..	..	..	34

	No. of ARTICLE
Seals	120
Securities may be assignable	58
Shares, Allotment of	4
„ Allotment, Filing of Returns	6
„ Calls on (see "Calls")	
„ Certificate of	15-18
„ Commission for placing	7
„ Company not to Purchase or Lend on	3
„ Conversion into Stock	46
„ Dividends on	122
„ Forfeiture	25-30
„ Instalments on	5
„ Issue of	4, 10
„ Liability of Joint Holders	11
„ Lien on	31-33
„ Modification of Rights	55
„ New	50-52
„ Preference	14
„ Sub-Division of	54
„ Transfer of	35-41
„ „ of Deceased or Bankrupt Member's	43
„ „ Common Form	36
Share Capital	13
„ Warrants	44, 45
Stock, Conversion of Shares into	46
„ Rights of Holders of	48
„ Transfer of	47
Table "A" not to apply	2
Time, Computation of	153
Transfer (see "Shares")	35-43
„ of Stock	47
„ When not to Pass Dividends	133
Transmission of Shares	42
Trusts not recognised	12
Validity of Sales	34
Votes of Members	77-86
„ of Shareholders	77
Winding up	155-156

The Companies Acts, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
HENRY HOPE & SONS LIMITED

PRELIMINARY.

1. "The Office" means the registered office for the time being of the Company.

"The Register" means the Register of Members, to be kept pursuant to Section 25 of the Companies (Consolidation) Act, 1908.

"Month" means calendar month.

"In Writing," or "Written," include printing, lithography and other modes of representing or reproducing words in a visible form.

"The Board" or "The Directors" means the Directors for the time being.

"Dividend" includes bonus.

"Special Resolution" and Extraordinary Resolution" have the meanings assigned thereto respectively by the Companies (Consolidation) Act, 1908, Section 69.

Words importing the singular only include the plural number and *vice versa*.

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

2. The Regulations contained in Table A in the first Schedule to the Companies Act, 1862, shall not apply to the Company.

3. None of the funds of the Company shall be applied in the purchase of or in lending on shares of the Company.

4. The shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions, and either at a premium or otherwise.

5. If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.

6. The Directors shall as regards all allotments of shares duly comply with Section 8 of the Companies (Consolidation) Act, 1908.

7. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that if the commission shall be paid or payable out of capital, the statutory conditions and requirements shall be observed and complied with, and the commission shall not exceed 10 per cent. on the shares in each case subscribed or to be subscribed.

8. The Company is to keep at the Office a register containing the names, addresses and occupations of its Directors and Managers, and is to send to the Registrar of Joint Stock Companies a copy of such register, and is from time to time to notify to such Registrar any change that takes place in such Directors and Managers.

9. The Company is to comply with Section 26 of the Companies (Consolidation) Act, 1908, as to making at least once a year a list and summary as to capital, shares, members, mortgages and otherwise, and forwarding a copy thereof to the Registrar of Joint Stock Companies, and otherwise comply with such sections.

10. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.

11. The joint holders of a share shall be severally, as well as jointly, liable for the payment of all instalments and calls due in respect of such share.

12. Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound (except as ordered by a Court of competent jurisdiction or as by Statute required) to recognise any equitable or other claim to or interest in such share on the part of any other person.

SHARE CAPITAL.

13. The present capital of the Company is £300,000, divided into 150,000 Preference Shares of £1 each and 150,000 Ordinary Shares of £1 each.

14. The 150,000 Preference Shares, though issued at different times, shall rank *pari passu* and form one class, and shall confer upon the holders thereof the following rights, namely :—

- (a) The right to receive a cumulative dividend in priority to all other dividends at the rate of $5\frac{1}{2}$ per cent. per annum, free of income tax, on the amount paid up or credited as paid up thereon.
- (b) The right to repayment in a winding-up of the amount paid up or credited as paid up thereon in priority to any repayment of capital on any Ordinary Shares.

CERTIFICATES.

15. The certificates of title to shares shall be issued under the seal of the Company and signed by two Directors, and countersigned by the Secretary or some other person appointed by the Directors.

16. Every member shall be entitled to one certificate for the shares registered in his name, or to several certificates each for a part of such shares. Every certificate of shares shall specify the denoting numbers of the shares in respect of which it is issued, and the amount paid up thereon.

17. If any certificate be worn out or defaced, then upon production thereof to the Directors they may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors, and on such indemnity as the Directors deem adequate being given at the cost of the applicant, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

18. The sum of one shilling, or such smaller sum as the Directors may determine, shall be paid to the Company for every certificate

issued under the last preceding clause, and for each additional certificate issued under Clause 16.

CALLS.

19. The Directors may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments.

20. A call shall be deemed to have been made when the resolution of the Directors authorising such call was passed.

21. No call shall exceed one-fourth of the nominal amount of a share or be made within two months after the last preceding call was payable.

22. Fourteen days' notice of any call shall be given, specifying the time and place of payment, and to whom such call shall be paid. Before the time for payment the Directors may, by notice in writing to the members, revoke the call, or extend the time for payment.

23. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made, or the instalment shall be due, shall pay interest for the same at the rate of £10 per cent. per annum from the day appointed for the payment thereof to the time of the actual payment, or at such other rate as the Directors may determine.

24. The Directors may, if they think fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money due upon the shares held by him beyond the sums actually called for, and upon the amount so paid, or satisfied, in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon.

FORFEITURE AND LIEN.

25. If any member fail to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter, during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses

that may have been incurred by the Company by reason of such non-payment.

26. The notice shall name a day (not being less than 14 days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

27. If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

28. Any shares so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot, or otherwise dispose of the same in such manner as they think fit.

29. The Directors may at any time before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

30. Any member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of forfeiture, until payment at the rate of £10 per cent. per annum, and the Directors shall enforce the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation so to do.

31. The Company shall have a first and paramount lien upon all the shares (not being fully paid-up shares) registered in the name of each member (whether solely or jointly with others) for his debts, liabilities and engagements, solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment, or discharge thereof shall have actually arrived or not, and no equitable interest in any share shall be created except upon the footing and condition that Clause 12 hereof is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) upon such shares.

32. For the purpose of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators, and default shall have been made by him or them in the payment, fulfilment, or discharge of such debts, liabilities or engagements for seven days after such notice.

33. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements, and the residue (if any) paid to such member, his executors, administrators, or assigns.

34. Upon any sale after forfeiture, or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the register in respect of such shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES.

35. The instrument of transfer of any share shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

36. The instrument of transfer of any share shall be in writing in the usual common form, or in such other form as the Directors may approve.

37. The Directors may decline to register any transfer of shares upon which the Company has a lien, and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve.

38. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

39. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which

the Directors may decline to register shall on demand be returned to the person depositing the same.

40. A fee not exceeding 2s. 6d. may be charged for each transfer, or for the registration of any document relating to the transmission of shares, and shall, if required by the Directors, be paid before the registration thereof.

41. The transfer books and register of members may be closed during such time as the Directors think fit, not exceeding in the whole 30 days in each year.

42. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member, and in the case of the death of any one or more of the joint holders of any registered shares the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares.

43. Any person becoming entitled to shares in consequence of the death or bankruptcy of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause, or of his title, as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give) be registered as a member in respect of such shares, or may, subject to the regulations as to transfers hereinafter contained, transfer such shares. This clause is hereinafter referred to as "The Transmission Clause."

SHARE WARRANTS.

44. The Company, with respect to fully paid up shares, may issue warrants (hereinafter called "Share Warrants"), stating that the bearer is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of future dividends on the Shares included in such warrants.

45. The Directors may determine and from time to time vary the conditions upon which Share Warrants shall be issued, and in particular upon which a New Share Warrant or Coupon will be issued in the place of one worn out, defaced, lost or destroyed, upon which the bearer of a Share Warrant shall be entitled to attend and vote at General Meetings, and upon which a Share Warrant may be surrendered and the name of the holder entered in the register in respect of the shares therein specified. Subject to such conditions and to these presents the bearer of a Share Warrant shall be a member to the full extent.

The holder of a Share Warrant shall be subject to the conditions for the time being in force, whether made before or after the issue of such Warrant.

CONVERSION OF SHARES INTO STOCK.

46. The Company in general meeting may convert any paid-up shares into stock, and may reconvert any stock into paid-up shares of any denomination.

47. When any shares have been converted into stock the several holders of such stock may thenceforth transfer their respective interest therein or any part of such interests in the same manner, and subject to the same regulations as and subject to which shares in the Company's capital may be transferred, or as near thereto as circumstances will admit. But the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a pound shall not be dealt with, with power nevertheless at their discretion to waive such rules in any particular case.

48. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company, but so that none of such privileges or advantages, except the participation in profits of the Company, shall be conferred by any such aliquot part of consolidated stock as would not if existing in shares have conferred such privileges or advantages. And save as aforesaid all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. No such conversion shall affect or prejudice any preference or other special privilege.

INCREASE AND REDUCTION OF CAPITAL.

49. The Company in general meeting may from time to time increase the capital by the creation of new shares of such amounts as may be deemed expedient.

50. The new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine; and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a special or without any right of voting.

51. The Company in general meeting may, before the issue of any new shares, determine that the same or any of them shall be offered in the first instance to all the then members in proportion to the amount of the capital held by them, or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital.

52. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original ordinary capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien surrender and otherwise.

53. The Company may from time to time, by special resolution, reduce its capital, by paying off capital, or cancelling capital, which has been lost, or is unrepresented by available assets, or reducing the liability on the shares, or otherwise as may seem expedient, and capital may be paid off upon the footing that it may be called up again or otherwise, and the Company may also by special resolution, sub-divide, or, by ordinary resolution, consolidate its shares or any of them.

54. The special resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as to dividend, capital, voting or otherwise, over or as compared with the others or other.

MODIFYING RIGHTS.

55. Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may be modified by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is (a) ratified in writing by the holders of at least two-thirds of the nominal amount of the issued shares of that class, or is (b) confirmed by an extraordinary resolution, passed at a separate General Meeting of the holders of shares of that class, and all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such meeting, except that the quorum thereof shall be members holding or representing not less than one half of the nominal amount of the issued shares of that class, but if within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum, and may transact the business

for which the meeting was called. Without prejudice to the generality of the foregoing words, the following shall be deemed to be modifications within the meaning of this clause, that is to say, the abandonment of any accrued dividend, or of any preference or priority, the reduction for any time or permanently of the rate of dividend, any scheme for the reduction of the Company's capital or for reconstruction or amalgamation involving an interference with the holder's rights. An agreement so ratified or confirmed is to have effect whether made whilst the Company is a going concern or in anticipation of or in the course of a winding up of the Company. This clause is not by implication to derogate from any power which the Company would have if this clause were omitted.

BORROWING POWERS.

56. The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

57. The Directors may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being. Provided that the Company shall not create or issue Bonds Debentures or Debenture Stock without the authority of the Preference Shareholders obtained in accordance with the provisions of Article 55.

58. Debentures, debenture stock or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

59. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

60. The Directors shall cause a proper register to be kept in accordance with Section 100 of the Companies (Consolidation) Act, 1908, of all mortgages and charges specifically affecting the property of the Company, and duly comply with the requirements of Section 93 of the Companies (Consolidation) Act, 1908, in regard to the registration of mortgages and charges therein specified and otherwise.

GENERAL MEETINGS.

61. General Meetings shall be held once in each year at such time and place as may be prescribed by the Company in General Meeting, and if no time or place is so prescribed, at such time and place as may be determined by the Directors.

62. The above-mentioned General Meetings shall be called "Ordinary Meetings," and all other meetings of the Company shall be called "Extraordinary Meetings."

63. The Directors may whenever they think fit convene an Extraordinary Meeting, and the Directors shall on the request of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extraordinary Meeting, and the following provisions shall have effect :—

(1) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the office, and may consist of several documents in like form, each signed by one or more requisitionists.

(2) If the Directors do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists or a majority of them in value may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

(3) If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary Meeting for the purpose of considering the resolution, and, if thought fit, of confirming it as a special resolution ; and if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists of a majority of them in value may themselves convene the meeting.

(4) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.

64. Seven clear days' notice to the members specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given either by advertisement or by notice sent by post or otherwise served as hereinafter provided. With the consent in writing of all the members for the time being a General Meeting may be convened on a shorter notice than seven days and in any manner they think fit. Whenever it is intended to pass a special resolution the two meetings may be convened by one and the same notice, and it shall be no objection that the notice only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

65. The accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS.

66. The business of an Ordinary Meeting shall be to receive and consider the balance sheet, the reports of the Directors and of the Auditors, to elect Directors and other officers in the place of those retiring by rotation, to declare dividends, and to transact any other business which under these presents ought to be transacted at an Ordinary Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

67. Three members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

68. The chairman of the Directors shall be entitled to take the chair at every General Meeting. or if there be no chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the members personally present shall choose another Director as chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the meeting shall choose one of the members to be chairman.

69. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it

shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, any two members who are personally present shall be a quorum, and may transact the business for which the meeting was called.

70. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, the chairman shall, both on the show of hands and at the poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

71. At any General Meeting, unless a poll is demanded by the chairman or by at least five members or by a member or members holding or representing by proxy or entitled to vote in respect of at least one-tenth part of the capital represented at the meeting, a declaration by the chairman that a resolution has been carried or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of 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.

72. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

73. The chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

74. Scrutineers for the purpose of taking such poll as aforesaid shall be elected as to one by the Chairman and as to the other by the members present at the meeting at which the poll is demanded.

75. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

76. Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting without adjournment.

VOTES OF MEMBERS.

77. On a show of hands every member present in person and entitled to vote, shall have one vote, and at a poll every member present in person or by proxy and entitled to vote shall have one vote for every share held by him.

78. No member present only by proxy shall be entitled to vote on a show of hands unless such member is a corporation present by a proxy who is not a member of the Company, in which case such proxy may vote on a show of hands as if he were a member of the Company.

79. Any person entitled under the transmission clause to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours before the time of holding the meeting at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares, unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

80. Where there are joint registered holders of any shares any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons whose name stands first in the register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any shares stand shall for the purposes of this clause be deemed joint holders.

81. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing, under the hand of the appointor or his attorney, or if such appointor is a corporation under its common seal or the hand of its attorney. No person shall be appointed a proxy who is not a member of the Company, save that a corporation being a member of the Company may appoint as its proxy any officer of such corporation whether a member of the Company or not.

82. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the office not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

83. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, unless an intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

84. Holders of share warrants shall not be entitled to vote by proxy in respect of the shares or stock included in such warrants.

85. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the effect following :—

HENRY HOPE AND SONS, LIMITED.

I, _____, of _____, being a member of
 in the county of _____ HENRY HOPE AND SONS, LIMITED, hereby appoint
 of _____ or failing him
 of _____ or failing him
 of _____
 as my proxy to vote for me and on my behalf at the
 (Ordinary or Extraordinary as the case may be) General
 Meeting of the Company to be held on the _____ day
 of _____ and at any adjournment thereof.
 As witness my hand this _____ day of _____

86. No member shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another member at any General Meeting or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

DIRECTORS.

87. Until otherwise determined by a General Meeting, the number of the Directors shall not be less than three nor more than seven.

88. The present Directors are :—

1. H. Donald Hope, Moorcroft, Moor Green, Birmingham, Chairman.
2. Henry Hope, 39, Portland Road, Edgbaston.
3. Fred T. Garratt, Woodgate, Four Oaks, Sutton Coldfield.
4. Ralph W. Hope, 39, Portland Road, Edgbaston.
5. T. Thurston Bassett, 61, Fountain Road, Edgbaston.
6. J. Archibald Orr, Highbank, Northwood.

89. The Directors shall have power from time to time and at any time to appoint any qualified person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above, and so that no appointment under this clause shall have effect unless two-thirds at least of the Directors in the United Kingdom concur therein, and any Director so appointed shall hold office only until the dissolution of the next Ordinary Meeting, and then shall be eligible for re-election.

90. The qualification of every Director shall be the holding of Preference or Ordinary Shares in the Company of the nominal value of £500.

91. The Directors shall be paid out of the funds of the Company by way of remuneration for their services such a sum as after deduction of income tax at the full rate then current will leave a clear sum at the rate of £1,000 per annum. The said sum shall be payable quarterly unless or until the Company in General Meeting otherwise determines. The said sum shall be divided among the Directors in such proportions and in such manner as the Directors themselves shall decide.

92. The continuing Directors may act notwithstanding any vacancy in their body.

93. The office of Director shall *ipso facto* be vacated—

- (a) If he, without the sanction of any General Meeting, accepts or holds any other office or place of profit under the Company except some or one of the following, namely :—Managing Director or Departmental Manager or Secretary, or Trustee whether for the Company or for the holders of any of its debentures, debenture stock or other securities.
- (b) If he become bankrupt or suspends payment or compounds with his creditors.
- (c) If he be found lunatic or becomes of unsound mind.
- (d) If he cease to hold the required amount of shares or stock to qualify him for office.
- (e) If he absent himself from the meetings of the Directors during a period of six months, unless incapacitated from attending by illness, without special leave of absence from the Directors.
- (f) If, by notice in writing to the Company, he resigns his office.

94. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest, and that no Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do vote his vote shall not be counted, but this prohibition shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of indemnity, and it may at any time or times be suspended or released to any extent by a General Meeting. A general notice that a Director is a member of any specified firm or Company, and is to be regarded as interested in all transactions with that firm or Company, shall be a sufficient disclosure under this clause as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice of any particular transaction with that firm or Company.

ROTATION OF DIRECTORS.

95. At each Ordinary Meeting one of the Directors shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected.

96. The Director to retire at each Ordinary Meeting shall be the Director, or one of the Directors, who is to retire under Clause 89 hereof, or if there shall be no such Director or Directors, then the one who has been longest in office. As between two or more who have been in office an equal length of time, the Director to retire shall in default of agreement between them be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election.

97. The Directors may from time to time appoint any qualified person to be a Director either to fill a casual vacancy or by way of addition to the Board but so that the maximum number fixed as above shall not be thereby exceeded. Any Director appointed in this position shall hold office only until the Ordinary General Meeting following next after his appointment but shall then be eligible for re-election.

98. If at any General Meeting at which an election of Directors ought to take place the place of any retiring Director is not filled up, he shall continue in office until the dissolution of the Ordinary Meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined at such meeting to reduce the number of Directors.

99. The Company in General Meeting may from time to time increase or reduce the number of Directors, and may alter their qualification, and may also determine in what rotation such increased or reduced number is to go out of office.

100. The Company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another qualified person in his stead.

101. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

102. No person not being a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting, unless he or some other member intending to propose him has at least seven clear days before the meeting left at the office a notice in writing under his hand signifying his candidature for the office, or the intention of such member to propose him.

MANAGING DIRECTORS.

103. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places. The remuneration of a Managing Director shall from time to time be fixed by the Directors, and may be by way of salary or commission or participation in profits, or by any or all of those modes.

104. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

105. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director from any cause, he shall *ipso facto* and immediately cease to be a Managing Director.

PROCEEDINGS OF DIRECTORS.

106. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, two Directors shall form a quorum. A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors. A Director whilst he is out of the United Kingdom shall not be entitled to notice of any such meeting.

107. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the chairman shall have a second or casting vote.

108. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman be elected, or if at any meeting the chairman is not present at the time appointed for holding the same, the Directors present shall choose some one of their number to be chairman of such meeting.

109. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally.

110. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors.

111. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding clause. But when a committee consists of two persons the chairman thereof shall not have any casting vote.

112. All acts done at any meeting of the Directors or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

113. If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company shall remunerate such Director either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.

POWERS OF DIRECTORS.

114. Subject as aforesaid, the management of the business of the Company shall be vested in the Directors, and the Directors, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute directed or required to be exercised or done by the Company in General Meeting, but subject, nevertheless, to the provisions of the statutes and of these presents, and to any regulations from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

115. Without prejudice to the general powers conferred by the last preceding clause, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power :—

- (1) To accept from any member on such terms and conditions as shall be agreed a surrender of his shares or stock, or any part thereof.
- (2) To appoint any person or persons (whether incorporated or not incorporated) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustees.

- (3) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being, or in such other manner as they may think fit.
- (4) To appoint and at their discretion remove or suspend such managers, secretaries, officers' clerks, agents, and servants for permanent, temporary, or special services as they may from time to time think fit, and to determine their duties and powers, and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
- (5) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers, or otherwise, concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
- (6) To make and give receipts, releases, and other discharges for money payable to the Company, and for the claims and demands of the Company.
- (7) To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, and documents on behalf of the Company.
- (8) To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investments.
- (9) To give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction, or a share in the general profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company.
- (10) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.

- (11) Before recommending any dividend, to set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies, or for paying or equalising dividends, or for repairing, improving and maintaining any of the property of the Company, and for such other purposes as the Directors shall, in their absolute discretion, think conducive to the interests of the Company, and to invest the several sums so set aside upon such investments as they may think fit, and from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Company, and to divide the reserve fund into such special funds as they think fit, and to employ the reserve fund or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.
- (12) Before recommending any dividend, to set aside out of the profits of the Company such sum as they think proper as an inner reserve fund, with full power either to employ the sum so set aside in the Company's business, or to invest the same in such manner (other than in the purchase of or upon shares of the Company) as they may determine. If the inner reserve fund shall at any time exceed the amount which the Directors think necessary, the Directors may carry the excess to the general reserve. The amount of the inner reserve is not to be disclosed in the Company's balance sheet or accounts submitted to the shareholders, or to anyone except the Directors and Auditors.
- (13) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things, in the name and on behalf of the Company, as they may consider expedient for and in relation to any of the matters aforesaid, or otherwise for the purposes of the Company.

LOCAL MANAGEMENT.

116. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality, whether at home or abroad, in such manner as they think fit, and the provisions contained in the three next following clauses shall be without prejudice to the general powers conferred by this clause.

117. The Directors from time to time and at any time may establish any local board or agency for managing any of the affairs of the Company in any such specified locality, or may appoint any persons to be members of such local board or managers or agents, and may fix their remuneration. And the Directors from time to time and at any time may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors other than their power to make calls, and may authorise the member for the time being of any such local board, or any of them, to fill up any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed and may annul or vary any such delegation.

118. The Directors may at any time and from time to time by power of attorney under the seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period, and subject to such conditions as the Directors may from time to time think fit, and any such appointment may (if the Directors think fit) be made in favour of the members or any of the members of any local board established as aforesaid, or in favour of any company, or of the members, Directors, nominees or managers of any company or firm, or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.

119. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

120. The Company may exercise the powers conferred by Section 79 of the Companies (Consolidation) Act, 1908, and such powers shall accordingly be vested in the Directors ; and the Company may cause to be kept in any colony in which it transacts business a branch register of members resident in such colony, and the word "colony" in this clause shall have the meaning assigned thereto by the Companies (Consolidation) Act, 1908, Section 34 (3), and the Directors may from time to time make such provisions as they may think fit respecting the keeping of any such branch register.

121. The Directors may comply with the requirements of any local law which in their opinion it shall in the interests of the Company be necessary or expedient to comply with.

DIVIDENDS.

122. Subject to the rights of members entitled to Preference Shares or other shares issued upon special conditions, and to the next succeeding clause hereof, the profits of the Company shall be divisible among the members holding Ordinary Shares in proportion to the amount of capital paid up on the Ordinary Shares held by them respectively.

123. Where capital is paid up on any shares in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

124. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interests in the profits.

125. No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

126. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest as against the Company. Premiums on the issue of shares in the Company may be treated as part of the revenue of the Company, and may be brought into the profit and loss account accordingly.

127. The declaration of the Directors as to the amount of the profits of the Company shall be conclusive.

128. The Directors may from time to time pay to the members on account of the next forthcoming dividend such interim dividends as in their judgment the position of the Company justifies.

129. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.

130. The Directors may retain the dividends payable upon shares or stock in respect of which any person is under the transmission clause entitled to become a member, or which any person under that clause is entitled to transfer, until such person shall become a member in respect of such shares or stock or shall duly transfer the same.

131. The Directors may at any time capitalise any part of the undivided profits of the Company for the time being carried forward or

standing to the credit of the Company's reserves, and may distribute such capitalised profits amongst the holders of the Ordinary Shares in proportion to the capital paid up on the Ordinary Shares held by them, such distribution to be made as a capital appropriation and by means of an issue of fully-paid shares, debentures or debenture stock of the Company, taken at par, and where any difficulty arises with regard to the division of shares, the Directors may settle the same as they may think expedient, and in particular may issue fractional certificates. Where requisite a proper contract shall be filed in accordance with Section 88 of the Companies (Consolidation) Act, 1908, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the appropriated capital, and such appointment shall be effective.

132. In case several persons are registered as the joint holders of any share or stock, any one of such persons may give effectual receipts for all dividends and payments on account of dividends in respect of such share or stock.

133. A transfer of shares or stock shall not pass the right to any dividend declared thereon before the registration of the transfer.

134. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares and registered stock in manner hereinafter provided.

135. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled, or in case of joint holders, to that one of them first named in the register in respect of the joint holding. Every such cheque shall be made payable to the order of the person to whom it is sent.

ACCOUNTS.

136. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Company. The books of account shall be kept at the registered office of the Company or at such other place or places as the Directors think fit.

137. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of the members, and no

member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by a resolution of the Company in General Meeting.

138. At the Ordinary Meeting in each year the Directors shall lay before the Company a balance sheet containing a summary of the property and liabilities of the Company from the time when the last preceding balance sheet was made, up to a date not more than three months before the meeting.

139. Every such balance sheet shall be accompanied by a report of the Directors as to the state and condition of the Company and as to the amount (if any) which they recommend to be paid out of the profits by way of dividend to the members, and the amount (if any) which they propose to carry to the reserve fund according to the provisions in that behalf hereinbefore contained, and the report and balance sheet shall be signed by two Directors.

140. A printed copy of every such balance sheet and report shall seven days previously to the meeting be served on each of the registered holders of shares in the manner in which notices are hereinafter directed to be served, and at the same time two copies of such documents shall be forwarded to the Secretary of the Birmingham Stock Exchange Association.

AUDIT.

141. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more auditor or auditors. The present auditors are Messrs. W. S. Aston and Earle, of 45, Newhall Street, Birmingham, Chartered Accountants.

142. The Company, at each Ordinary Meeting, shall appoint an auditor or auditors to hold office until the next Ordinary Meeting, and the following provisions shall have effect, that is to say :—

- (1) If an appointment of auditors is not made at any particular Ordinary Meeting, the Board of Trade may, on the application of any member of the Company, appoint an auditor for the current year and fix the remuneration to be paid to him by the Company for his services.
- (2) A Director or officer of the Company shall not be capable of being appointed auditor.

- (3) The Directors may fill any casual vacancy in the office of auditor, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (4) The remuneration of the auditors shall be fixed by the Company in General Meeting, except that the remuneration of Auditors appointed to fill any casual vacancy may be fixed by the Directors.
- (5) Every auditor shall have a right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors, and the auditors shall sign a certificate at the foot of the balance sheet stating whether or not all their requirements as auditors have been complied with, and shall also make a report to the shareholders on the accounts examined by them, and on every balance sheet laid before the Company in General Meeting during their tenure of office, and in every such report shall state whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs as shown by the books of the Company, and such report shall be read before the Company in General Meeting.

143. Every account of the Directors when audited and approved by a General Meeting shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

NOTICES.

144. A notice may be served by the Company upon any member, either personally or by sending it through the post, in a prepaid letter, envelope or wrapper addressed to such member at his registered place of address.

145. Each holder of Registered Shares or Registered Stock whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company an address in the United Kingdom which shall be deemed his registered place of address within the meaning of the last preceding clause.

146. As regards those members who have no registered place of address, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

147. The holder of a Share Warrant shall not, unless it be otherwise expressed therein, be entitled in respect thereof to notice of any General Meeting of the Company.

148. Any notice required to be given by the Company to the members or any of them, and not expressly provided for by these presents, shall be sufficiently given if given by advertisement. Any notice required to be or which may be given by advertisements shall be advertised once in a Birmingham daily newspaper and once in a London daily newspaper.

149. All notices shall with respect to any registered shares or registered stock to which persons are jointly entitled be given to whichever of such persons is named first in the register, and notice so given shall be sufficient notice to all the holders of such shares or stock.

150. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope, or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly addressed and put into the post office.

151. Every person who by operation of law, transfer, or other means whatsoever shall become entitled to any share or stock shall be bound by every notice in respect of such share or stock which, previously to his name and address being entered on the register, shall be duly given to the person from whom he derives his title to such share or stock.

152. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered shares or registered stock, whether held solely or jointly with other persons, by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors, or administrators, and all persons, if any, jointly interested with him or her in any such shares or stock.

153. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

154. The signature to any notice to be given by the Company may be written or printed, and may be given by the Secretary or other officer of the Company appointed by the Directors.

WINDING UP

155. If the Company shall be wound up (whether voluntarily or otherwise), the liquidators may, with the sanction of an extraordinary resolution, divide among the contributories in specie any part of the assets of the Company, and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidators with the like sanction shall think fit, and if thought expedient any such division may be otherwise than in accordance with the legal rights of the members of the Company, and in particular any class may be given preferential or special rights, or may be excluded altogether or in part, but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to Section 192 of the Companies (Consolidation) Act, 1908.

156. In the event of a winding-up of the Company in England, every member of the Company who is not for the time being in England shall be bound within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some householder in London upon whom all summonses, notices, process, orders, and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidators of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidators, shall be deemed to be good personal service on such member for all purposes, and where the liquidators make any such appointment, they shall with all convenient speed give notice thereof to such member by advertisement in the "Times" newspaper, or by a registered letter sent through the post and addressed to such member at his address as mentioned in the register of members of the Company, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY AND RESPONSIBILITY.

157. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs, losses, and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant, or in any way in the discharge of his duties, including travelling expenses.

158. No Director or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

NOTE.—The above Articles of Association were adopted by Special Resolution of the Company duly passed and confirmed at Extraordinary General Meetings of the Company held respectively on the 14th day of July, and the 29th day of July, 1920.

No. of Certificate

59870

13
[C.A. 39]
21-10-12.



Henry Hope and Sons

LIMITED.

STATEMENT of increase of Nominal Capital made pursuant to s. 112 of 54 & 55 Vict., cap. 39, Stamp Act, 1891, and, s. 7, 62 & 63 Vict., cap. 9, Finance Act, 1899. (NOTE.—The Stamp Duty on the Increase of Nominal Capital is Five Shillings for every £100 or fraction of £100.)

This Statement is to be filed with the Notice of Increase, registered under Section 44 of the Companies (Consolidation) Act, 1908.

REGISTERED
101521
22 JUN 1923

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by



The NOMINAL CAPITAL of Harry Hope & Co

Limited,

has been increased by the additions thereto of the sum of £ 200,000

divided into 200,000 shares of £ 1 each beyond the Registered

Capital of £ 300,000

Signature

A. J. Towell

Description

Secretary

Date 15 day of June 1923

This Statement should be signed by an Officer of the Company.

Number of
Certificate

59670

[Form No. 3.]

"THE COMPANIES ACTS, 1908 to 1917."

COMPANY LIMITED BY SHARES.



Ad valorem
Companies
Fee Stamp
to be
impressed
here.

Notice of Increase in the Nominal Capital

OF



Henry Hope and Sons

LIMITED.

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

C.D. 270-9.19

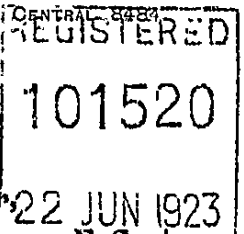
TELEGRAMS: "DOUBBLE, FLEET, LONDON."

TELEPHONE NUMBER: CENTRAL 8483

PUBLISHED, WITH THE AUTHORITY OF THE REGISTRAR,
BY

CHARLES DOUBBLE,

Public Companies' Registration Agent and Stationer,
14, Serjeant's Inn, Temple, London, E.C. 4.



Presented for filing by

WATERLOW & LAYTON, LIMITED
Incorporated with
WATERLOW & LAYTON, LIMITED



Notice of Increase in the Nominal Capital

OF

Henry Hope and Sons

Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the 12th day of June 1923 the Nominal Capital of the Company has been increased by the addition thereto of the sum of Two hundred thousand Pounds, divided into Two hundred thousand Shares of one pound each, beyond the Registered Capital of Three hundred thousand Pounds.

Signature

C. T. Russell

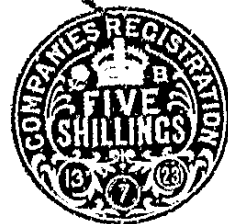
Description

Secretary

Dated the 15th day

of June 1923

59,870/2



HENRY HOPE & SONS LIMITED.

SPECIAL RESOLUTION.

Passed 12th day of June 1923.

Confirmed 28th day of June 1923.

At an Extraordinary General Meeting of the above named Company, duly convened and held at Halford Works, Smethwick, on the 12th day of June 1923, the subjoined Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the Company also duly convened and held at the same place on the 28th day of June 1923, the subjoined Special Resolution was duly confirmed.

RESOLUTION.

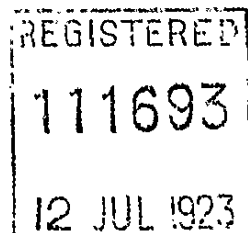
That the undermentioned alterations be made in the Articles of Association of the Company, viz.:

- (1) Article 45 page 21 delete the word "lost."
- (2) Article 140 page 40 after the word "forwarded" insert the words "to the Secretary of the Share and Loan Department, Stock Exchange, London, and"

Dated this 5th day of July 1923.

W. T. Russell

Secretary.



No. of Certificate

59870

81



Henry Hooper & Sons

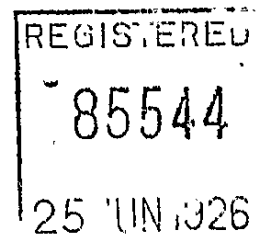
LIMITED.

STATEMENT of increase of Nominal Capital made pursuant to s. 112 of
54 & 55 Vict., cap. 39, Stamp Act, 1891, and s. 39, Finance Act, 1920.

(NOTE.—The Stamp Duty on the Increase of Nominal Capital is Twenty Shillings
for every £100 or fraction of £100.)

This Statement is to be filed with the Notice of Increase, registered under
Section 44 of the Companies (Consolidation) Act, 1908.

Balance
1/1/26



PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL AND BIRCHIN LANE, LONDON.

Presented for filing by

WATERLOW & SONS LIMITED

ANIE

The NOMINAL CAPITAL of *Henry Hope & Sons*

Limited,

has been increased by the additions thereto of the sum of £ 200.000 = 0 = 0

divided into 200.000 shares of £ 1 each beyond the Registered

Capital of £ 500.000 = 0 = 0

Signature

A. E. Stowell

Description *Manager & Secretary*

Date 24th day of June 1926.

This Statement should be signed by an Officer of the Company.

Number of Certificate 59870

THE COMPANIES ACTS, 1908 to 1917.



Notice of Increase in the Nominal Capital

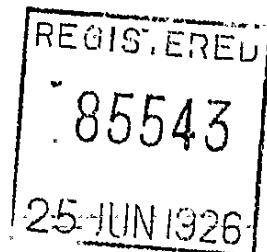
of *Henry Hope & Sons*

Limited

Pursuant to Section 44 of the Companies (Consolidation) Act, 1908.

This Notice must be sent to the Registrar within 15 days from the date of the passing, or in the case of a Special Resolution the confirmation, of the Resolution by which the Increase has been authorised, under a penalty of £5 per day for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.



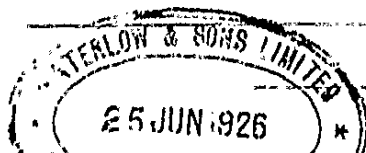
PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL AND BIRCHIN LANE, LONDON.

Presented for filing by



NOTICE

Of increase in the nominal Capital of

Henry Hope & Sons Limited.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

Henry Hope & Sons

Limited, hereby give you notice, in accordance
with The Companies (Consolidation) Act, 1908, that by an Ordinary
Resolution of the Company passed the fourteenth day of
June, 1926, *and confirmed the
day of _____, 192____, the nominal Capital of the Company has been
increased by the addition thereto of the sum of Two hundred thousand
pounds divided into Two hundred
thousand Shares of One pound each,
beyond the present Registered Capital of Five hundred thousand
pounds.

Aitrowell

Dated the twenty fourth
day of June 1926 }

Manager & Secretary

* When the Resolution is not required to be confirmed, the words "and confirmed the ____ day of _____, 192____" should be struck out.

* * This notice is to be signed by a Director, Secretary, or other authorised Officer of the Company.

59840/90

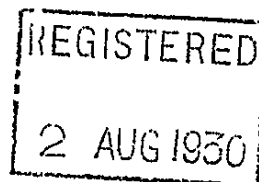
THE COMPANIES ACT 1929.



HENRY HOPE & SONS LIMITED.

Resolution.

(Passed 16th day of July 1930.)



At a General Meeting of the above named Company duly convened and held at Halford Works, Smethwick, on the 16th day of July 1930 the subjoined Resolution was duly passed.

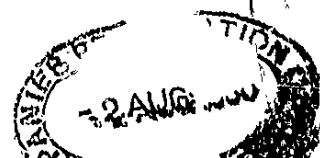
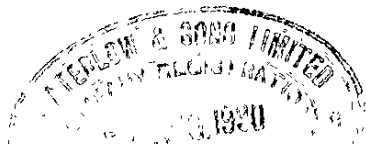
RESOLUTION.

"That the Capital of the Company being now £700,000 consisting of 400,000 Cumulative Preference Shares and 300,000 Ordinary Shares of £1 each, be increased to £800,000 by the creation of 100,000 additional cumulative preference shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing cumulative preference shares of the Company making the cumulative preference share capital £500,000."

Dated this 30th day of July, 1930.

W. H. Hope

Chairman.



No. of Company 59870 / 91

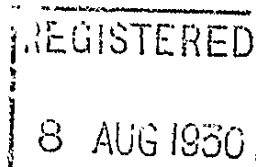
THE COMPANIES ACT, 1929.



Notice of Increase in Nominal Capital.

Pursuant to Section 52.

Name of Company { HENRY HOPE & SONS Limited.



This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act. 1903.

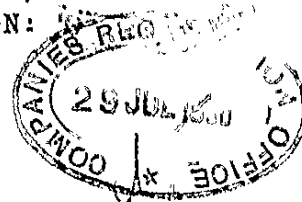
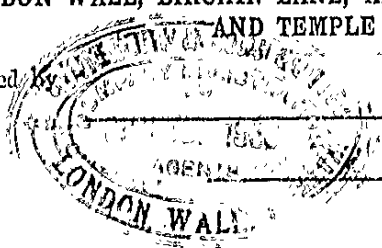
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON:

AND TEMPLE ROW, BIRMINGHAM.

Presented by



TO THE REGISTRAR OF COMPANIES.

HENRY HOPE & SONS

_____ Limited, hereby give you notice, pursuant to
section 52 of The Companies Act, 1929, that by (a) Ordinary

Resolution of the Company dated the sixteenth day of
July, 1930, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 100,000

beyond the Registered Capital of £ 700,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
100,000	Cumulative Preference shares.	£1.

The Conditions (b) subject to which the new Shares have been or are to be issued are
as follows:—

These shares will rank for dividend and in all other
respects pari passu with the existing Cumulative
Preference Shares of the Company.

Signature A. J. Rowell Secretary
(State whether Director or Manager or Secretary.)

Dated the 28th day of July 1930.

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., "Voting Rights," "Dividends," etc.

+ (If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Company

59870

192

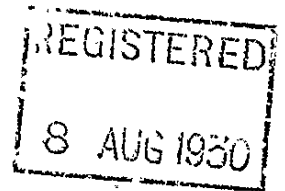
100



Henry Hope Louder

LIMITED.

STATEMENT of increase of Nominal Capital made pursuant to s. 112 of
54 & 55 Vict., cap. 39, Stamp Act, 1891, and s. 39, Finance Act, 1920.
(NOTE.—The Stamp Duty on the Increase of Nominal Capital is Twenty Shillings
for every £100 or fraction of £100.)

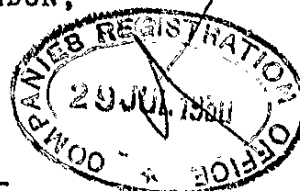


This Statement is to be filed with the Notice of Increase, required by
Section 52 of the Companies Act, 1929.



PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;
AND TEMPLE ROW, BIRMINGHAM.

Presented by



665

The NOMINAL CAPITAL of

has been increased by the additions thereto of the sum of £ 100,000

divided into

Capital of £

WATERLOW & SONS LIMITED
COMPANY REGISTRARS
23 APR 1930
AGENTS
LONDON WALL, E.C. 4

W. H. White

Date _____

This Statement should be signed by an Officer of the Company.

No. of
Company

5070

109

Form No. 28.

THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 55 of the Companies Act, 1929).

Pursuant to Section 51.

Name of
Company

HENRY HOPE & SONS LIMITED

REGIS. 2 JUL 1930

Limited.

Presented by

The Secretary,

Henry Hope & Sons Ltd.,

Smethwick, Birmingham.

The HENRY HOPE & SONS

COMPANY, LIMITED,

hereby gives you notice in accordance with Section 51 of the Companies Act, 1929,

that pursuant to Article 46 of the Articles of Association of this Company, the following resolution was passed at the Thirty-Eighth Ordinary General Meeting of the shareholders, held on June 10th, 1936:-

"That the 500,000 5½ per cent. (tax free) cumulative preference shares of £1 each, and the 250,000 ordinary shares of £1 each, in the capital of the company, which have been issued and have been fully paid up, be converted into stock, and that all shares of either class subsequently issued be converted into stock of the same class, stock of both classes to be transferable in amounts of £1 or multiples thereof.

The 5½ per cent. (tax free) cumulative preference shares referred to above are numbered 1 - 500,000 and the ordinary shares are numbered 1 - 250,000.

HENRY HOPE & SONS LTD.

(Signature)..... A. T. Rowell

(State whether Director or
Manager, or Secretary) Director and Secretary....

Dated the First day of July 1936

NOTE.—This margin is reserved for binding and should not be written across.

Number of 59870.
Company)

Form No. 28.

THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 55 of The Companies Act, 1929).

Pursuant to Section 51.

Insert the
Name of
the
Company

HENRY HOPE & SONS

LIMITED.

Presented by

REGISTERED
18 AUG 1938

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4;
49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 16 Hanover Street, W.1; 19 & 21 North John Street,
Liverpool, 2; 77 Colmore Row, Birmingham, 3; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

TO THE REGISTRAR OF COMPANIES.

The.....

HENRY HOPE & SONS.....LIMITED

hereby gives you notice in accordance with Section 51 of The Companies Act, 1929,

that THE 50,000 Ordinary shares of £1 each in the capital
of the Company Nos. 250,001 to 300,000 have
been converted into £50,000 Ordinary Stock ranking pari
passu in all respects with the existing Ordinary Stock of
the Company.

(Signature).....

W. J. Howell

(State whether Director or Manager or Secretary).....Secretary.....

Dated the 16th day of August 1938.

NOTE.—This margin is reserved for binding and should not be written across.

59870 / 113.

HENRY HOPE & SONS LIMITED.



SPECIAL RESOLUTION.

Passed 5th day of July 1939.

At an Extraordinary General Meeting of the above named Company, duly convened and held at Halford Works, Smethwick, on the 5th day of July 1939, the subjoined Special Resolution was passed.

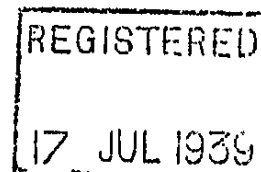
RESOLUTION.

"That the undermentioned Article be substituted for Article No. 91 of the Articles of Association of the Company, namely:

"The directors shall be paid out of the funds of the Company by way of remuneration for their services, a sum of three thousand pounds per annum from the first day of April nineteen hundred and thirty-nine, until the Company in General Meeting shall determine otherwise. The said sum shall be payable quarterly and shall be divided among the directors in such proportions and in such manner as the directors themselves shall decide."

Dated this 7th day of July 1939.

W. H. Rowell
Secretary.



59572/123
[Signature]



HENRY HOPE & SONS LIMITED

SPECIAL RESOLUTION

Passed 11th day of July 1945

At an Extraordinary General Meeting of the above-named Company convened and held at Halford Works, Smethwick, on the eleventh day of July 1945 the subjoined Special Resolution was passed.

RESOLUTION

"That the undermentioned alteration be made in the Articles of Association of the Company, viz.:

Add to Article 114 the words:

"In particular the Directors shall have full power and authority, unrestricted by any other of the provisions of these Articles, to grant retiring pensions or annuities, and to grant allowances on death or disability to any salaried Director or other officer or servant of the Company, and to make payments towards insurances in respect of such persons, and to include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person."

Dated this 16th day of July 1945.

A. A. TROWELL,
Secretary.

HENRY HOPE & SONS LTD.

Howard Hope
Chairman



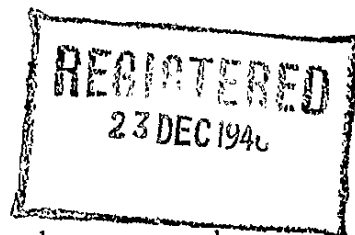
4.1.9

129
113
HENRY HOPE & SONS LIMITED



RESOLUTION

Passed 11th day of December, 1946



At an Extraordinary General Meeting of the above named Company, duly convened and held at Halford Works, Smethwick, on the 11th day of December, 1946, the subjoined ^{by the meeting} Resolution was duly passed.

RESOLUTION

"That the Capital of the Company, being now £800,000, consisting of £500,000 Cumulative Preference Stock and £300,000 Ordinary Stock to be increased to £1,000,000 by the creation of 200,000 Ordinary Shares of £1 each, ranking for dividend and in all other respects *pari passu* with the existing Ordinary Stock of the Company, making the Ordinary Stock and Share Capital £500,000, and that 100,000 of the new Ordinary Shares be offered to the holders of Ordinary Stock in the Company at the price of £2 per share, in the proportion of one such share for every £3 stock held, and otherwise on such terms as the Directors may determine."

Dated this 12th day of December, 1946.

A. A. TROWELL,

Secretary

Certified a true copy.

A. A. Trowell

Secretary

Number of
Company

Form No. 10.

THE COMPANIES ACT, 1929



Notice of Increase in Nominal Capital

Pursuant to Section 52.

Insert the
Name
of the
Company.

HENRY HOPE & SONS

LIMITED.

REGISTERED
23 DEC 1946

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

Presented by

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

HENRY HOPE & SONS

Limited, hereby gives you notice, pursuant to
Section 52 of the Companies Act, 1929, that by a r*.....Ordinary.....
Resolution of the Company dated the 11th day of December 1946.....
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £. 200,000
beyond the Registered Capital of £ 300,000.

** Ord
"Ex
ordinar
"Speci

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
200,000	Ordinary	£1

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new
shares have been, or are to be, issued are as follows:—

The shares rank pari passu in all respects with the
existing Ordinary Stock of the Company

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.. *W. A. Rowell* Director & Secretary.

State whether Director,
Manager or Secretary }

Dated the... Nineteenth day of... December, 1946.

131
THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



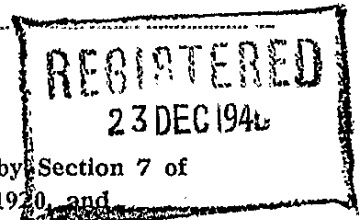
COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

HENRY HOPE & SONS

LIMITED



Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act 1929. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

HENRY HOPE & SONS

, Limited has by a Resolution

of the Company dated 11th December 1946

been increased by the addition thereto of the sum of

£200,000, divided into 200,000 Ordinary

Shares of £1 each, beyond the registered

Capital of £800,000

*Signature *W. H. Rowell*

Officer *Director & Secretary*

Dated the Nineteenth day of December, 1946

* This Statement should be signed by a Director or Manager or Secretary of the Company.

Number of
Company

59870/133

Form No. 28.

THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

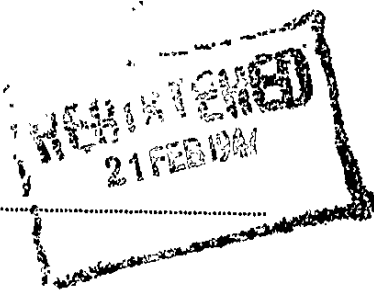
● NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 55 of The Companies Act, 1929).

Pursuant to Section 51.

Insert the
Name of
the
Company

HENRY HOPE & SONS

LIMITED.



Presented by

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

5455

TO THE REGISTRAR OF COMPANIES.

The

HENRY HOPE & SONS

LIMITED

hereby gives you notice in accordance with Section 51 of The Companies Act, 1929

that by resolution dated the 12th day of February 1947 100,000 Ordinary shares in the Capital of the Company numbered 300,001 to 400,000 which have been issued and are fully paid up were converted into Ordinary Stock which will rank for any dividend declared for the year commencing 1st April 1947 and in all other respects pari passu with the existing £300,000 Ordinary Stock of the Company.

(Signature)

Cia Trowell

(State whether Director or Manager or Secretary) Secretary

Dated the 19th day of February 1947

HENRY HOPE & SONS LIMITED



SPECIAL RESOLUTION

Passed 21st day of July 1948

At a General Meeting of the above-named Company duly convened and held at Halford Works, Smethwick, on the 21st day of July 1948, the subjoined Special Resolution was passed.

RESOLUTION

That the following shall be and is hereby adopted as No. 94a of the Company's Articles of Association:

"No person shall be disqualified from being appointed a Director of the Company and no Director of the Company shall be under obligation to retire, by reason of his age and accordingly Section 30 of the Companies Act 1947 or any statutory re-enactment thereof shall not apply to this Company."

Dated this 29th day of July 1948

A. A. TROWELL,

Secretary

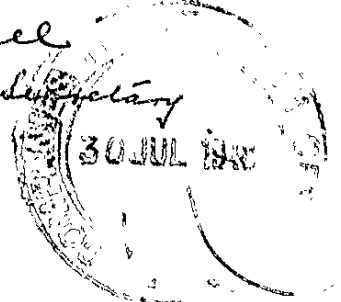
Certified a true copy.

A. A. Trowell

Secretary

~~13055 D~~

3873



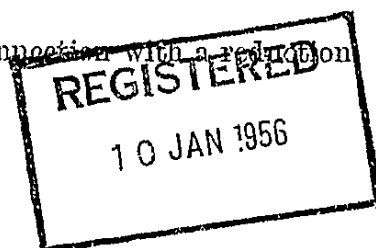
THE COMPANIES ACT 1948



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
or of the Redemption of Redeemable Preference
Shares, or of the Cancellation of Shares (otherwise than in connection with a reduction
of the share capital under Section 66 of the Companies Act, 1948).

Pursuant to Section 62.



the
of
any

HENRY HOPE AND SONS

LIMITED

acted by

BLAUGHTON & BAY (GWS/ALB)

18 Austin Friars,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

Henry Hope and Sons LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that pursuant to a Resolution passed on 5th January 1956 1,050,000 Ordinary Shares of £1 each in the capital of the Company were converted into £1,050,000 Ordinary Stock transferable in units of £1.

(Signature) _____

A. H. Hobson

(State whether Director or Secretary) Secretary

Dated the

5th

day of

January

1956

NOTE.—This margin is reserved for binding, and must not be written across.

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Extraordinary Resolution

OF

Holders of 5½ per cent. (tax free) Cumulative Preference Stock

OF

HENRY HOPE AND SONS LIMITED

Passed 5th January, 1956.

REGISTERED

10 JAN 1956

At a SEPARATE GENERAL MEETING of the holders of the £500,000 5½ per cent. (tax free) Cumulative Preference Stock of the above-named Company duly convened and held at the registered office of the Company, Halford Works, Smethwick, Staffordshire, on 5th January, 1956, the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION, namely :—

RESOLUTION.

That this separate General Meeting of the holders of the £500,000 5½ per cent. (tax free) Cumulative Preference Stock of Henry Hope and Sons Limited, duly convened and held pursuant to Article 55 of the Company's Articles of Association, hereby confirms an Agreement dated 13th December, 1955, and made between the Company of the one part and Michael Hope on behalf of himself and all the other holders of the said Preference Stock of the other part and accordingly hereby consents to the rights and privileges attached to the said Preference Stock being modified in the manner to be effected by the passing by the Company of the Resolutions set out in the First Schedule to the said Agreement, subject to the passing by the Company, not later than fourteen days after this date, of the Resolutions set out in the Second Schedule to the said Agreement.

Michael Hope
Chairman.

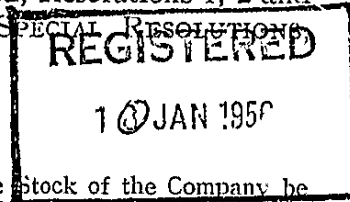
COMPANY LIMITED BY SHARES.



Resolutions
OF
HENRY HOPE AND SONS LIMITED

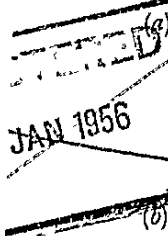
Passed 5th January, 1956.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company convened and held at its registered office, Halford Works, Smethwick, Staffordshire, 5th January, 1956 the following Resolutions were duly passed, Resolutions 1, 2 and 3 ORDINARY RESOLUTIONS and Resolutions 3 and 4 as SPECIAL RESOLUTIONS namely :—



RESOLUTIONS.

1. That the £500,000 5½ per cent. (tax free) Cumulative Preference Stock of the Company be converted into 500,000 5½ per cent. Cumulative Preference Shares of £1 each conferring upon the holders thereof the special rights and privileges and subjecting them to the restrictions and provisions set out in the Articles of Association to be adopted by Resolution 3 below, and that such 500,000 5½ per cent. Cumulative Preference Shares be converted into £500,000 5½ per cent. Cumulative Preference Stock transferable in amounts of £1 and multiples thereof.
2. That the capital of the Company be increased to £2,500,000 by the creation of (a) 1,000,000 Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Stock and Shares of the Company and (b) 500,000 shares of £1 each of no specified designation.
3. That the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved, and that such Regulations be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.
4. That it is desirable to capitalise the total sum of £1,050,000, comprising as to £100,000 the amount standing to the credit of Share Premium Account, as to £823,243 the amount standing to the credit of Capital Reserve resulting from revaluation of fixed assets and as to the balance of £126,757 part of the amount standing to the credit of General Reserve, and accordingly that such total sum be set free for distribution among the Members on the Register at the close of business on 30th December, 1955, as to £250,000 thereof among the Members then holding 5½ per cent. (tax free) Cumulative Preference Stock and as to £800,000 thereof among the Members then holding Ordinary Stock *pro rata* to their respective holdings of such Stocks, and that the Board be and it is hereby authorised and directed to appropriate the said total sum of £1,050,000 to the Members respectively aforesaid and to apply the same on their behalf as follows, namely :—
 - (a) As to £250,000 thereof in paying up in full 250,000 Ordinary Shares of £1 each of the Company, such Shares to be allotted and distributed, credited as fully paid, among the Members holding 5½ per cent. (tax free) Cumulative Preference Stock as aforesaid in the proportion of one Ordinary Share of £1 for every £2 of 5½ per cent. (tax free) Cumulative Preference Stock held as aforesaid, in full satisfaction of their respective interests in the said capitalised sum of £250,000, with full power to the Board to make such provision in regard to fractions as they may consider expedient, and
 - (b) As to £800,000 thereof in paying up in full 800,000 Ordinary Shares of £1 each of the Company, such Shares to be allotted and distributed, credited as fully paid, among the Members holding Ordinary Stock as aforesaid in the proportion of two new Ordinary Shares of £1 each for every £1 of Ordinary Stock held as aforesaid, in full satisfaction of their respective interests in the said capitalised sum of £800,000.
5. That all shares of the Company, as and when the same are issued and fully paid, shall be converted into stock of the relative class or classes transferable in amounts equal to the nominal amount of such shares and multiples thereof.



Michael Hope
Chairman.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

HENRY HOPE AND SONS LIMITED

(Adopted by Special Resolution passed

, 1956.)

TABLE A.

1. The regulations in Table A in the First Schedule to the Companies Act, 1862, shall not apply to the Company.

INTERPRETATION.

2. In these presents if not inconsistent with the subject or context :—

The words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS.	MEANINGS.
The Act ...	The Companies Act, 1948.
These presents ...	These Articles of Association as now framed or as from time to time altered by special resolution.
The Office ...	The Registered Office of the Company.
The Seal ...	The Common Seal of the Company.

WORDS.	MEANINGS.
The United Kingdom	Great Britain and Northern Ireland.
The Board ...	The Board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
The Register ...	The Register of Members of the Company.
In writing ...	Written or produced by any substitute for writing, or partly written and partly so produced.
Paid up ...	Paid up or credited as paid up.

Words importing the singular number only shall include the plural number and *vice versa* ;

Words importing the masculine gender only shall include the feminine gender ;

Words importing persons shall include corporations ;

The expressions " debenture " and " debenture holder " shall include debenture stock and debenture stockholder ;

Where the context so admits the expression " the Secretary " shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary;

The expression " dividend " shall include bonus ;

Reference to any provision of the Act shall be construed as a reference to such provision as modified by any Statute for the time being in force.

3. Subject to the last preceding Article, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

BUSINESS.

4. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Board at such time or times as it shall think fit, and further may be suffered by it to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with the same.

5. The Office shall be at such place in England as the Board shall from time to time appoint.

6. No part of the funds of the Company shall be employed in the subscription or purchase of or in loans upon the security of the Company's shares or those of its holding company (if any) and the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with any purchase or subscription by any person of shares in the Company or in its holding company (if any) nor make, or guarantee or provide any security in connection with, a loan to any Director of the Company or of its holding company (if any); but nothing in this Article shall prohibit transactions authorised by Sections 54 or 190 of the Act.

SHARE CAPITAL.

7. The share capital of the Company at the date of the adoption of these presents is £2,500,000, divided into 500,000 5½ per cent. Cumulative Preference Shares of £1 each, 1,500,000 Ordinary Shares of £1 each and 500,000 shares of £1 each of no specified designation.

8. The 500,000 5½ per cent. Cumulative Preference Shares of £1 each (in this Article called "the Preference Shares") confer upon their holders the special rights and privileges and subject them to the restrictions and provisions following, namely :—

- (1) The Preference Shares confer upon the holders thereof the following rights, in respect of which (subject and without prejudice to paragraph (3) of this Article) they rank in priority to all other classes of shares in the capital of the Company, but do not confer upon the holders thereof any further right to participate in the profits or assets of the Company, namely :—

- (a) As on and from 1st October 1955 the right to be paid out of the profits of the Company available for dividend and resolved to be distributed in respect of every financial year or other period for which the Company's accounts are made up a fixed cumulative preferential dividend at the rate of $5\frac{1}{2}$ per cent. per annum.
 - (b) The right on any return of assets, whether in a winding up or otherwise, to repayment of capital, together with a sum equal to any arrears or deficiency of the said fixed dividend (whether earned or declared or not) calculated down to the date of repayment and together also with a premium consisting of a sum equal to the excess (if any) over par of the average of the respective means of the daily nominal quotations at which the Preference Shares shall have been quoted on The Stock Exchange, London during the six months preceding (as the case may be) a date either fifteen days before the date upon which notice of intention to propose the resolution for the winding up of the Company or for the repayment of capital was given or, in the case of a winding up other than a voluntary winding up, thirty days before the date of commencement of the winding up, after deducting from the mean of the daily nominal quotations aforesaid on each day during the above-mentioned period of six months an amount equal to all arrears and accruals of the said fixed dividend up to that day (less income tax at the standard rate for the time being in force), such average to be calculated and certified by the Company's Auditors ; provided that in the event of a reduction of capital involving only a partial repayment of capital in respect of the Preference Shares a proportionate part only of the said premium shall be payable.
- (2) The holders of the Preference Shares shall not be entitled to receive notice of or to attend or vote at any General Meeting of the Company unless either
- (a) at the date of the notice convening the Meeting the dividend on the Preference Shares or any part thereof is six months in arrear (for which purpose that dividend shall be deemed to be payable half-yearly on 31st March and 30th September) or

(b) the business of the Meeting includes the consideration of a resolution for winding up the Company or any resolution altering or abrogating any of the special rights and privileges attached to the Preference Shares, in which case the holders of the Preference Shares shall be entitled to vote on that resolution, but on that resolution only.

(3) Subject as below provided, the Company shall be entitled to create and issue further $5\frac{1}{2}$ per cent. Cumulative Preference Shares ranking in all respects *pari passu* with the Preference Shares ; provided that no further Preference Shares may be issued pursuant to this paragraph which would cause the total nominal amount of the Preference Shares and of all further Preference Shares issued pursuant to this paragraph to exceed one-half of the total nominal amount of all shares in the capital of the Company for the time being issued or agreed to be issued ranking as to dividend and repayment of capital after the Preference Shares.

(4) No further shares ranking either as to dividend or as to repayment of capital in priority to or (except to the extent mentioned in paragraph (3) of this Article) *pari passu* with the Preference Shares shall be created or issued except with the previous consent or sanction of the holders of the Preference Shares given in the manner provided by Article 11.

9. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company may be issued with or have attached thereto 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 by resolution determine.

10. Subject to the provisions of Section 58 of the Act any preference shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may by special resolution determine.

MODIFICATION OF RIGHTS.

11. Subject to the provisions of Section 72 of the Act, all or any of the special rights and privileges for the time being attached or

belonging to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares. To every such separate general meeting all the provisions of these presents as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him and that if at any adjourned meeting of such holders a quorum as above defined be not present those of such holders who are present shall be a quorum.

12. Subject as hereinbefore provided in regard to the 5½ per cent. Cumulative Preference Shares, the special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

SHARES.

13. Subject to the provisions of these presents, the unissued shares of the Company shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

14. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the rate or amount of the commission paid or agreed to be paid and the number of shares which persons have agreed for a commission to subscribe absolutely shall be disclosed in the manner required by the said Section, and that such commission shall not exceed 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

15. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in Section 65 of the Act, pay interest on so much of such share capital as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of plant.

16. Except as ordered by a Court of competent jurisdiction or as by law required, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents or by law otherwise provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

17. Every person whose name is entered as a Member in the Register shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares of any one class, or several certificates each for one or more of his shares of such class upon payment of such sum, not exceeding two shillings and sixpence, as the Board shall from time to time determine, for every certificate after the first. Provided always that when a Member has sold part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all.

18. If a share certificate be defaced, lost or destroyed it may be replaced on payment of such fee (if any) not exceeding one shilling and on such terms (if any) as to evidence and indemnity and payment of the out-of-pocket expenses of the Company of investigating such evidence as the Board may think fit and, in case of defacement, on delivery of the old certificate to the Company.

LIEN.

19. The Company shall have a lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share, and the

Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such Member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such Member, and whether the time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person whether a Member of the Company or not. The Company's lien on a share shall extend to all dividends payable thereon. But the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

20. The Company may sell, in such manner as the Board may think fit, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default shall have been given to the holder for the time being of the share or to the person entitled by reason of his death or bankruptcy to the share.

21. The net proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES.

22. The Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal amount of the shares or be payable at less than one month from the date fixed for payment of the last previous call, and each Member

shall (subject to the Company giving to him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

23. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.

24. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

25. If a sum called in respect of a share be not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.

26. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

27. The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

28. The Board may, if it thinks fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate, not exceeding (unless the Company in general meeting shall otherwise direct) 6 per cent. per annum as may be agreed upon between the Board and the Member paying such sum in advance.

TRANSFER OF SHARES.

29. Subject to such of the restrictions of these presents as may be applicable, any Member may transfer all or any of his shares by transfer in writing in the usual common form or in any other form which the Board may approve.

30. The instrument of transfer of a share shall be executed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. All instruments of transfer, when registered, shall be retained by the Company.

31. The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of shares (other than fully paid shares) to a person of whom it shall not approve. The Board may also decline to register any transfer of shares on which the Company has a lien.

32. The Board may also decline to recognise any instrument of transfer unless :—

- (a) Such fee, not exceeding two shillings and sixpence, as the Board may from time to time require is paid to the Company in respect thereof ;
- (b) The instrument of transfer is lodged with the Company accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer ; and
- (c) The instrument of transfer is in respect of only one class of share.

33. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged, send to the transferee notice of the refusal.

34. The Company shall be entitled to charge a fee of two shillings and sixpence on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, distringas notice or other instrument relating to or affecting the title to any share.

TRANSMISSION OF SHARES.

35. In case of the death of a Member the survivor or survivors, where the deceased was a joint holder and the executors or administrators of the deceased, where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares ; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him with other persons.

36. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

37. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

38. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of the share to receive notices of or to attend or vote at general meetings of the Company or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of a Member until he shall have become registered as the holder thereof.

FORFEITURE OF SHARES.

39. If a Member fail to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

40. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made or instalment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references herein to forfeiture shall include surrender.

41. If the requirements of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

42. When any share has been forfeited, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by reason of the death or bankruptcy of the holder (as the case may be) ; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.

43. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board may think fit.

44. A Member whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at such rate as the Board may determine, not exceeding 10 per cent. per annum, from the date of forfeiture until payment.

45. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the share on the sale or disposition thereof and may

execute a transfer of the share in favour of the person to whom the same is sold or disposed of, and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

STOCK.

46. The Company may from time to time by ordinary resolution convert any paid up shares into stock and may re-convert any stock into paid up shares of any denomination.

47. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not exceed the nominal amount of the share from which the stock arose.

48. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at general meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and in assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

49. All such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" herein shall include "stock" and "stockholder."

INCREASE OF CAPITAL.

50. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

51. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of Section 57 of the Act) at a discount to all the holders for the time

being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend, the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.

52. The new shares shall be subject to all the provisions of these presents with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise and, unless otherwise provided in accordance with these presents, shall be issued as Ordinary Shares.

ALTERATIONS OF CAPITAL.

53. The Company may from time to time by ordinary resolution :—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (b) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of Section 61 (1) (d) of the Act), and so that the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of the shares may have any such preferred or other special rights over, or may have such qualified or deferred rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares.
- (c) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

And may also by special resolution :—

- (d) Reduce its share capital and any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised and consent required by law.

GENERAL MEETINGS.

54. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

55. All general meetings other than annual general meetings shall be called extraordinary general meetings.

56. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS.

57. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution as the case may be. Notice of every general meeting shall be given in manner hereinafter mentioned to such persons as are, in accordance with the provisions of these presents, entitled to receive such notices from the Company, and also to the Auditors of the Company for the time being.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed :—

- (a) In the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat ; and
- (b) In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member.

58. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

59. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of the declaration and sanctioning of dividends, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, the election of Directors and Auditors and other officers in place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Auditors.

60. No business shall be transacted at any general meeting unless a quorum be present when the meeting proceeds to business. Save as otherwise provided by these presents, three Members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a Member shall be deemed for the purpose of this Article to be personally present if represented by proxy or in accordance with the provisions of Section 139 of the Act.

61. If within half an hour from the time appointed for the meeting a quorum be not present the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time or place

as the Board may determine, and the provisions of Article 64 shall apply. If at such adjourned meeting a quorum as above defined be not present within fifteen minutes from the time appointed for holding the meeting the Members present shall be a quorum.

62. The Chairman (if any) of the Board or, in his absence, the deputy-Chairman (if any) shall preside as Chairman at every general meeting of the Company.

63. If there be no such Chairman or deputy-Chairman, or if at any meeting neither the Chairman nor the deputy-Chairman be present within fifteen minutes after the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present he shall preside as Chairman if willing to act. If no Director be present, or if all the Directors present decline to take the chair, the Members present shall choose one of their number to be Chairman.

64. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

65. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll be demanded by the Chairman or by at least three Members present in person or by proxy and entitled to vote or by any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting or holding shares conferring a right to vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right. 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 not carried by a particular majority or lost, and an entry to that effect in the book of 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 a resolution.

66. If any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution.

67. If a poll be duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

68. In case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the Chairman of such meeting shall be entitled to a second or casting vote.

69. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place and in such manner as the Chairman directs.

70. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the end of the meeting or before the poll is taken whichever is the earlier.

VOTES OF MEMBERS.

71. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 139 of the Act shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 nominal amount of share capital of which he is the holder.

72. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register.

73. In accordance with Section 139 of the Act a corporation being a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or of any class of Members of the Company and the person so authorised shall be entitled to

exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

74. A Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction for the protection of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his committee, *curator bonis* or other person in the nature of a committee or *curator bonis* appointed by such Court, and such committee, *curator bonis* or other person may vote on a poll by proxy.

75. No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

76. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

77. On a poll votes may be given either personally or by proxy.

78. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor be a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

79. A proxy need not be a Member of the Company. Any Member may appoint more than one proxy to attend on the same occasion.

80. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office (or at such other place in the United Kingdom as may be specified in the notice convening the meeting) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

81. The Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting and, where it is desired to afford Members the opportunity of instructing their proxies to vote for or against the resolutions to be submitted to the meeting, such instruments of proxy shall be in the form or to the effect following :—

HENRY HOPE AND SONS LIMITED.

I/We, being (a) Member(s) of the above-named Company,
 hereby appoint _____,
 of _____,
 or failing him _____,
 of _____,
 as my/our proxy to vote for me/us and on my/our behalf
 at the annual [or extraordinary, *as the case may be*]
 general meeting of the Company to be held on the _____ day
 of _____, 19____, and at any adjournment thereof.

Dated this _____ day of _____, 19____.

Signature :

Address :

I/We desire to vote ^{in favour of} _____ the Resolution(s) [*where*
^{against} _____
more than one proxy is appointed add, in respect of
 Preference and/or _____ Ordinary Shares].

*NOTE.—Unless otherwise directed, the proxy holder will vote as he thinks fit and in respect of the Member's total holding.

82. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

DIRECTORS.

83. Unless and until otherwise determined by the Company in general meeting, the Directors shall be not less than three and not more than twelve in number.

84. Each Director shall have the power to appoint either (a) another Director or (b) any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed (except as regards qualification, power to appoint an alternate and remuneration) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties as a Director of his appointor in such appointor's absence. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Article which was in force immediately before his retirement shall remain in force as though he had not retired.

85. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the Office and signed by the appointor.

86. As on and from 3rd April 1955 each of the Directors, other than the Chairman of the Board, shall be entitled to remuneration at the rate of £500 per annum and the Chairman shall be entitled to remuneration at the rate of £750 per annum. The Directors shall also be entitled to such additional remuneration (if any) as from time to time may be determined by the Company in general meeting, and such additional remuneration shall be divided among the Directors as the Board may by resolution determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall rank in such division only in proportion to the period during which he has held office during the year in question. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or general meetings or otherwise incurred while engaged on the business of the Company.

87. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

88. A Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by

the Company or in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Board may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the members of the Board or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. And any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

89. (a) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director upon such terms as the Board may determine, and may receive such remuneration therefor as the Board may think fit in addition to any other remuneration hereunder. Subject to the next paragraph of this Article, no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(b) A Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. A general notice to the Board given by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board

or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

(c) A Director shall not vote (nor be counted in the quorum) in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director has himself guaranteed or secured, nor to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the Company in general meeting.

(d) A Director, notwithstanding his interest, may be counted in the quorum present for the purpose of considering the appointment of himself or of any other Director to hold any such office or place of profit under the Company as aforesaid or of arranging the terms of any such appointment, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(e) Any Director, or his firm, may act in a professional capacity for the Company (otherwise than as Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

90. The qualification of a Director shall be the holding alone, and not jointly with any other person, of shares of the Company of any class or classes of the nominal amount of £500. A Director may act before obtaining his qualification but, if not already qualified, shall obtain such qualification within two months after his appointment, and in default his office shall be vacated. If at any time after the expiration of such two months a Director shall cease to hold his qualification, his office shall be vacated. A person vacating office under this Article shall be incapable of being reappointed a Director until he shall have obtained his qualification.

91. Without prejudice to the last preceding Article and to the provisions for retirement by rotation or otherwise hereinafter contained, the office of a Director shall be vacated in any of the events following, namely :—

- (a) If he resign his office by writing under his hand left at the Office.
- (b) If he be found or become of unsound mind or become bankrupt or compound with his creditors.
- (c) If, without leave, he be absent, otherwise than on the business of the Company, from meetings of the Board for six consecutive months, and the Board resolve that his office be vacated.
- (d) If he be prohibited from being a Director by reason of any order made under Section 188 of the Act.
- (e) If he be removed from office pursuant to Section 184 of the Act.

92. No Director shall be required to retire or vacate his office of Director, nor shall any person be ineligible for appointment, election, re-appointment or re-election, by reason of his attaining the age of 70 years or any other age, and Section 185 of the Act shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS.

93. The business of the Company shall be managed by the Board, which may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these presents and of the Act and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

94. The Board may establish any local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or

delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

95. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

96. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Board.

97. The Company may exercise the powers conferred by Sections 119 to 122 of the Act with regard to the keeping of a Dominion Register, and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any such Register.

98. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party :
 Provided that the aggregate amount for the time being remaining outstanding of moneys so borrowed or secured and of moneys borrowed or secured by any subsidiary of the Company (exclusive of moneys outstanding in respect of borrowings by the Company from any such subsidiary or by any such subsidiary from another such subsidiary or from the Company) shall not at any time without the previous sanction of an ordinary resolution of the Company exceed the aggregate of the nominal amount of the issued and paid up share capital and the amount of any share premium account for the time being of the Company, but no debt incurred or security given in respect of moneys borrowed or secured in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time the debt was incurred or the security given that the limit hereby imposed had been or was thereby exceeded.

99. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

100. The Board shall cause minutes to be made in books provided for the purpose :—

- (a) Of all appointments of officers made by the Board.
- (b) Of the names of the Directors present at each Board or Committee meeting.
- (c) Of all resolutions and proceedings at all meetings of the Company and of the Board and of the Committees.

101. The Board shall cause to be kept the register of the Directors' holdings of shares and debentures required by Section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and produce the same at every annual general meeting as required by that Section.

MANAGING DIRECTOR.

102. The Board may from time to time appoint one or more of its body to the office of Managing Director or Assistant Managing Director for such period and upon such terms as it thinks fit and, subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, while holding such office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but his appointment shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) *ipso facto* determine if he cease from any cause to be a Director.

103. A Managing Director or Assistant Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or otherwise) as the Board may determine, and either in addition to or in lieu of his remuneration as a Director.

104. The Board may entrust to and confer upon a Managing Director or Assistant Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own

powers, and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

SECRETARY.

105. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit ; and any Secretary so appointed may be removed by the Board.

106. A provision of the Act or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

PENSIONS AND ALLOWANCES.

107. The Board may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

THE SEAL.

108. The Board shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except in the presence of at least two Directors or at least one Director and the Secretary and such Directors or Director and Secretary shall sign every instrument to which the Seal is so affixed in their presence. All forms of certificate for shares, stock or debentures or representing any other form of security (other than letters of allotment, scrip certificates and other like documents) shall be issued under the Seal and bear the autographic signatures of one or more Directors and the Secretary.

ROTATION OF BOARD.

109. At every general meeting one-third of the Directors for the time being shall retire from office : provided that if the number of the Directors is not a multiple of three then (a) if such

number exceeds three the Directors to retire shall be the number nearest to but not exceeding one-third and (b) if such number is less than three one Director shall retire. A Director who retires at a meeting shall retain office until the close or adjournment of the meeting.

110. The Directors to retire on each occasion shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

111. A retiring Director shall be eligible for re-election.

112. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto unless at such meeting it be expressly resolved not to fill up such vacated office. The Company may also in general meeting (subject to the provisions of Article 114) elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

113. Except as otherwise authorised by Section 183 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution, and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.

114. No person, other than a Director retiring at the meeting, shall, unless recommended by the Board, be eligible for election to the office of a Director at any general meeting unless, not less than three and not more than twenty-one clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

115. If at any meeting at which an election of Directors ought to take place the place of any retiring Director be not filled up such Director, if offering himself for re-election, shall be deemed to have been re-elected unless at such meeting it be expressly resolved not to fill up such place or unless either a motion that he be not re-elected is carried or a motion that he be re-elected is put to the meeting and defeated.

116. The Company in general meeting may from time to time increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office.

117. Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these presents to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

118. The Company may by extraordinary resolution, or (subject to the provisions of Section 184 of the Act) by ordinary resolution of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office and may (subject to Article 114 or to the said provisions as the case may be) by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF BOARD.

119. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Director for the time being absent from the United Kingdom.

120. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two.

121. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number be reduced

below the minimum number fixed by or in accordance with these presents the continuing Directors may act for the purpose of filling up vacancies in their body or of summoning general meetings of the Company but not for any other purpose, and may act for either of the purposes aforesaid whether or not their number be reduced below the number fixed by or in accordance with these presents as the quorum.

122. The Board may elect a Chairman and deputy-Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or deputy-Chairman be elected, or if at any meeting neither the Chairman nor the deputy-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

123. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.

124. The Board may delegate any of its powers to committees, whether consisting of a member or members of its body or not, as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

125. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

126. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.

127. All acts done by any Board or committee or by any person acting as a Director, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director.

DIVIDENDS.

128. The Company in general meeting may from time to time declare dividends to be paid to the Members according to their rights and interests in the profits, but no dividend shall be declared in excess of the amount recommended by the Board.

129. All dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid ; but if any share be issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

130. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the position of the Company ; the Board may also pay the fixed dividend payable on any preference shares of the Company half-yearly or otherwise on fixed dates, whenever such position, in the opinion of the Board, justifies that course.

131. The Board may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

132. No dividend shall bear interest against the Company.

133. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first on the Register in respect of the shares. Every such cheque or warrant shall, unless the holder otherwise directs, be made payable to the order of the registered holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by such joint holders.

134. Any general meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares or debentures of any other

company, and the Board shall give effect to such direction, and where any difficulty arises in regard to such distribution the Board may settle it as it thinks expedient, and in particular may fix the value for distribution of any such specific assets and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to secure equality of distribution.

RESERVES.

135. The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to divide.

136. The Board shall transfer to share premium account as required by Section 56 of the Act sums equal to the amount or value of any premiums at which shares of the Company may be issued, and, subject to the provisions of the said Section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

CAPITALISATION OF PROFITS.

137. The Company in general meeting may at any time and from time to time pass a resolution to the effect that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any preference shares of the Company and accordingly that such sum be set free for distribution among the Members or any class of Members who would be entitled to such profits if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members or partly in one way and partly in the other, and the Board shall give effect

to such resolution. Provided that a share premium account and a capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid shares in accordance with the provisions of Sections 56 and 58 of the Act.

138. Where any difficulty arises in regard to any distribution under the last preceding Article the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract requisite or convenient for giving effect thereto and such appointment shall be effective and binding upon the Members.

ACCOUNTS.

139. The Board shall cause true accounts complying with Section 147 of the Act to be kept—

- (a) Of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place ; and
- (b) Of all sales and purchases of goods by the Company ; and
- (c) Of the assets and liabilities of the Company.

140. The books of account shall be kept at the Office or, subject to Section 147 (3) of the Act, at such other place or places as the Board may think fit and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.

141. The Board shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

142. A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the

Directors' and Auditors' reports shall not less than twenty-one days before the date of the meeting be sent to every Member and to every holder of debentures of the Company and three copies of each of these documents shall at the same time be forwarded to the Secretary of the Share and Loan Department, The Stock Exchange, London. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

AUDIT.

143. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES.

144. Any notice or other document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register, and notice so given shall be sufficient notice to all the joint holders.

145. Any Member described in the Register by an address not within the United Kingdom who shall, from time to time, give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid no Member other than a Member described in the Register by an address within the United Kingdom shall be entitled to receive any notice from the Company.

146. Any notice or other document, if served by post, shall be deemed to have been served at the time when the same was put into the post office, and in proving such service it shall be sufficient to prove that the notice or document was properly addressed, stamped and put into the post office.

147. Any notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service of the notice or

document, have been removed from the Register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

148. If the Company shall be wound up the Liquidator may, with the sanction of an extraordinary resolution of the contributories divide among the contributories in specie or kind the whole or any part of the assets of the Company and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit.

INDEMNITY.

149. Every Director, Managing Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Managing Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

Michael Hope
Chairman.

THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
company

HENRY HOPE AND SONS

LIMITED

REGISTERED

10 JAN 1956

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

CLAUGHTON AND LAY (GFS/ALB)

16 Austin Friars,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2,

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

HARRY HOPE AND SONS

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by an^{*} Ordinary Resolution of the Company dated the 5th day of January 1956.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 1,500,000 beyond the Registered Capital of £1,000,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
1,000,000	Ordinary	£1
500,000	Unclassified	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The 1,000,000 additional Ordinary Shares rank in all respects pari passu with the existing Ordinary Stock and Shares in the capital of the Company.

The remaining 500,000 Shares of £1 each are of no specified designation.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

A. H. Holton

State whether Director }
or Secretary }

Secretary

Dated the

5th

day of

January

1956

Note.—This margin is reserved for binding and must not be written across

THE STAMP ACT 1891

(54 & 55 Vict., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

REGISTERED

10 JAN 1958

METTY HOBE AND SONS

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

WILFRED ALAN KAL (GFE/ALE)

10 Austin Friars,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

CDEq

THE NOMINAL CAPITAL

OF

HEERY HUME AND SONS

Limited

has by a Resolution of the Company dated
5th January 1956 been increased by
the addition thereto of the sum of £1,500,000,
divided into :—

1,000,000 Ordinary Shares of £1 each

500,000 Unclassified Shares of £1 each

beyond the registered Capital of 1,000,000

Signature

A. E. Hobson

(State whether Director or Secretary) Secretary

Dated the 5th day of January 1956.

Note.—This margin is reserved for binding and must not be written across

THE COMPANIES ACT 1948

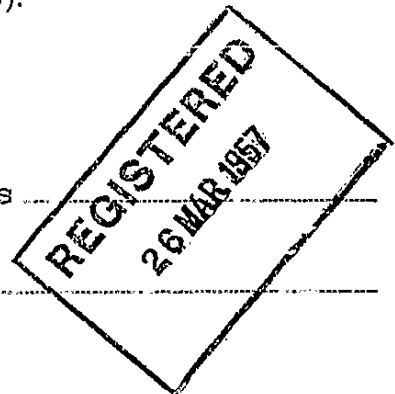


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
or of the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of share capital under Section 66 of the Companies Act, 1948).

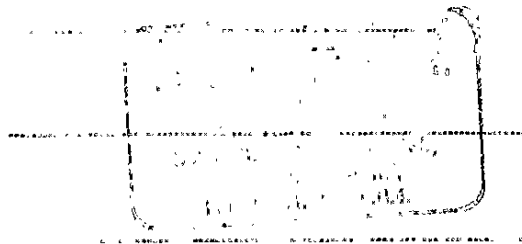
Pursuant to Section 62.

At the
of
the
Company
(Henry Hope and Sons
LIMITED



Witnessed by

19



26 MAR 1957

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

Henry Hope and Sons

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that 300,000 fully paid Ordinary Shares of £1. each
(issued between 1st and 22nd March 1957) have been converted
into £300,000. Ordinary Stock ranking in all respects pari
passu with the existing Ordinary Stock of the Company.

(Signature)

A. E. Hobson

(State whether Director or Secretary) Secretary.

NOTE.—This margin is reserved for binding, and must not be written across.

59870

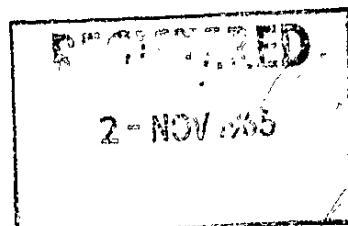
59870

201

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.



SPECIAL RESOLUTION

— OF —

HENRY HOPE AND SONS LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Halford Works, Smethwick 40, Birmingham, on Wednesday the 27th October 1965, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

That the Articles of Association of the Company be and are hereby altered in manner following, namely:—

(a) By deleting the word "qualification" in the fifth line of Article 84.

(b) By deleting in the third line of Article 88 the word "and" and by substituting therefor the following words, namely:—

"or the Company's holding company or any other subsidiary of the Company's holding company and, subject to any contract between himself and the Company,".

(c) By deleting Article 90 and by substituting therefor the following new Article, namely:—

"90. It shall not be necessary for a Director to hold a share qualification."

(d) By deleting in the first line of Article 91 the words "last preceding Article and to the".

(e) By deleting in Article 98 the proviso thereto beginning with the word "Provided" in the sixth line thereof and ending with the word "exceeded" and by substituting a full stop for the colon at the end of the fifth line thereof.

DATED this 27th day of October, 1965.

Secretary.

N. 59870

211

THE COMPANIES ACTS 1948 to 1963

Special Resolution

- of -

HENRY HOPE ~~AND~~ SONS LIMITED

Passed 25th November 1968

At an Extraordinary General Meeting of the Members of the above-named Company held at Halford Works, Smethwick, Warley, Worcestershire on Monday, 25th November 1968, the following Resolution was duly passed as a Special Resolution.

RESOLUTION

That the name of the Company be changed to CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED.

H. W. Rickeloe

Secretary

23.11.68



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 59870 / 212

Whereas

HENRY HOPE AND SONS LIMITED

was incorporated as a limited company under the

COMPANIES ACTS, 1862 TO 1898,

on the **10TH DECEMBER, 1898**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

CRITTALL-HOPE (SMETIMICK DIVISION) LIMITED

Given under my hand at London the **1ST JANUARY, 1969.**


Assistant Registrar of Companies

59870 / 215

Handwritten notes and stamps

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named
Company held on the 16th May , 1969, the following
Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the regulations contained in the printed document
submitted to this Meeting and for the purpose of identification
subscribed by the Chairman thereof be approved and adopted
as the Articles of Association of the Company in substitution
for and to the exclusion of all the existing Articles thereof.

Patricia Green

Chairman.

[Signature]

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF
CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED

(Adopted by Special Resolution passed on 16th May 1969)

1. (A) None of the regulations contained in Table A in the Schedule to the Companies Act, 1862, Table A in the First Schedule to the Companies (Consolidation) Act, 1908 or Table A in the First Schedule to the Companies Act, 1929, shall apply to the Company.

(B) The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 as amended by the Companies Act, 1967 (hereinafter called "Table A") shall apply to the Company (save insofar as they are varied excluded or are inconsistent with these presents) and shall together with the following provisions constitute the Articles of Association of the Company.

(C) The regulations numbered 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A shall not apply to the Company.

2. Any such resolution in writing as is referred to in Regulation 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Regulation referred to.

3. Until otherwise resolved by the Company in General Meeting the Directors shall not be less than two in number.

4. Each Director shall have power from time to time to appoint with the approval of the Board of Directors any person to act as alternate Director in his place at all Meetings, in all proceedings in

3651
21 Dec
1969

which and on all occasions when he shall not himself be available to act, and except as to remuneration any Alternate Director shall be subject to all the provisions relating to Directors in these Articles. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the alternate Director from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same. An alternate shall at Meetings of Directors have one vote for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

5. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in estimating a quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

6. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

7. Neither a Director nor his alternate shall be required to have a share qualification in the Company but shall nevertheless be entitled to receive notice of and attend and speak at any General Meeting of the Company and at any separate Meeting of the Holders of any class of shares in the Company and Clause 134 of Part I of Table A shall be modified accordingly.

8. No person shall be disqualified or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office

at any time by reason of the fact that he has attained the age of seventy or any other age.

9. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.

10. A Member or Members holding a majority in number of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as Director or Directors either as an addition to or to fill any vacancy in the Board and without prejudice to the provisions of Section 184 of the Act a Member or Members holding three-fourths of the issued Ordinary Shares for the time being in the Company shall have power at any time to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or in the case of a Member being a Corporation signed by one of its Directors on its behalf and shall take effect upon lodgment at the registered office of the Company.

11. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

12. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table A shall be modified accordingly.

0 / 224.

THE COMPANIES ACT, 1948 - 1967

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTIONS

OF

CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED

PASSED 30th March 1972

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at Manor Works, Braintree, Essex on the 30th day of March 1972 the following Special Resolutions were duly passed, viz:-

SPECIAL RESOLUTIONS

That the Memorandum of Association of the Company be modified

(a) by adding the following sub-Clause to Clause 3 thereof, namely


"To guarantee support or secure whether by personal covenant or by mortgaging or by charging or creating a lien upon the whole or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any such methods the performance of the obligations of the repayment or payment of the principal amounts of the premiums interest and dividends on any securities of any person, firm or Company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's Holding Company (as defined by Section 154 of the Companies Act, 1948) or other subsidiary (as also defined by the said Section of the Company's Holding Company or is otherwise associated in business with the Company".

(b) by inserting the following sentence at the end of Clause 3 thereof, namely

"It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause".

2. That the Directors of the Company be and they are hereby authorised and directed to procure the Company to guarantee the repayment of the £4,400,000 10% Partly Convertible Unsecured Loan Stock 1996/98 constituted by a Trust Deed dated the 10th March 1972, created and issued by Crittall-Hope Engineering Limited, and the payment of the interest payable thereon by executing a First Supplemental Trust Deed in the form of the Deed produced to the Meeting and for the purpose of identification signed by the Chairman thereof and expressed to be made between Crittall-Hope Engineering Limited of the First part certain subsidiaries of that Company including the Company of the second to eleventh parts respectively and Alliance Assurance Company Limited as Trustees of the twelfth part with such modification thereto as the Trustees may require.

3. That the Directors of the Company be and they are hereby authorised and directed to procure the Company to guarantee the repayment of the £2,529,360 10% Partly Convertible Unsecured Loan Stock 1976 constituted by a Trust Deed dated the 3rd August 1971, created and issued by Crittall-Hope Engineering Limited, and the payment of the interest payable thereon by executing a Second Supplemental Trust Deed in the form of the Deed produced to the Meeting and for the purpose of identification signed by the Chairman thereof and expressed to be made between Crittall-Hope Engineering Limited of the first part certain subsidiaries of that Company including the Company of the second to eleventh parts respectively and Alliance Assurance Company Limited as Trustees of the twelfth part with such modification thereto as the Trustees may require.


V.G. CROPPER
SECRETARY

Presented by Crittall-Hope Limited,
Manor Works,
Braintree, Essex.

Presenter's Reference FBW

No. 59870

225
THE COMPANIES ACTS 1862 TO 1898

—AND—

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

(Adopted by Special Resolution passed on the 16th May, 1969)

OF

**CRITTALL-HOPE
(SMETHWICK DIVISION) LIMITED**

Incorporated 10th December, 1898.

No. 59870

THE COMPANIES ACTS 1948 TO 1967

SPECIAL RESOLUTION

— OF —

HENRY HOPE AND SONS LIMITED

Passed 25th November, 1968

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Halford Works, Smethwick, Warley, Worcestershire, on Monday, 25th November, 1968, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the name of the Company be changed to CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED.

J. H. WHICHELOE,

Secretary.



**CERTIFICATE OF INCORPORATION ON CHANGE
OF NAME
No. 59870**

Whereas

HENRY HOPE AND SONS LIMITED

was incorporated as a limited company under the Companies Acts, 1862 to 1898, on the 10th December, 1898

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED

GIVEN under my hand at London the 1st January, 1969.

F. L. KNIGHT,

Assistant Registrar of Companies.

100-
11 sept 72
THE COMPANIES ACTS 1862 TO 1898

—AND—

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
CRITTALL-HOPE
(SMETHWICK DIVISION) LIMITED

*1. The name of the Company is "CRITTALL-HOPE (SMETHWICK DIVISION) 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 purchase or otherwise acquire and carry on and develop the business of Horticultural Builder, Casement and Frame Maker, Greenhouse Builder, and Engineer formerly carried on by Henry Hope in the City of Birmingham and with a view thereto to enter into and carry into effect (with or without modifications an agreement already made and engrossed and expressed to be made between the said Henry Hope of the one part and the Company of the other part which for the purpose of identification has been endorsed with the signature of two of the subscribers hereto.

(b) To carry on and develop the business so to be acquired as aforesaid and also the general business of Horticultural Builders, Casement and Frame Makers, Greenhouse Builders, and Engineers, Manufacturer of Wrought

*The Company changed its name from HENRY HOPE AND SONS LIMITED to the present name by a Special Resolution passed on 25th November, 1968.

10

Iron, Steel and Gun Metal Casements and Frames, Water Engineers, Heating Engineers, Manufacturers of Greenhouses and Garden Frames and all kinds of Horticultural Appliances, Roofing Engineers, Manufacturers of and Dealers in Brass and Ironwork, Stone, Cement and all kinds of Builders' Material, Architects, Builders, Contractors, Carpenters, Decorators, Plumbers, Painters, Paperhangers, Bellhangers, Glaziers, Designers, and Manufacturers of Leaded Lights and General Merchants and Engineers.

- (c) To carry on the business of General Merchants, Factors, and Dealers and in particular the business of Merchants and Factors of and Dealers in Ironwork, Brasswork, and all kinds of Metal work and in Hardware of every description and in Slate, Marble, Stone, Bricks, Tiles, Glass, Earthenware, Cement, Lime and Sand, and in Timber and Wood and in Oils, Paints, Varnishes, Colouring Matters, Papers, Paperhangings, and in all kinds of building materials and requisites for building, and to buy, sell and deal in, export and import all the matter and things aforesaid, and to carry on any other similar business.
- (d) To carry on the business of Iron and Brassfounders, Copper, Tin and Lead Smelters, Metal Casters, Metal Workers, Contractors for all kinds of Iron, Brass and Metal Work, Wire Drawers, and Wire Workers, Mechanical, Electric, Gas, Sanitary, Water, Heating, Roofing and General Engineers and Machinists, Manufacturers of and Contractors for Electrical, Gas, Sanitary, Hydraulic, and other plant, machinery, fittings, appliances and things, suppliers of Gas, Electric Light, Water, Heat, and Power, Agricultural and Horticultural Implement Makers and Dealers, Tool Makers and Dealers, Manufacturers of and Dealers in Fittings, Furniture, Glass, China, Earthenware and all other kinds of furniture, fittings, equipments, appliances and things.
- (e) To carry on all other business, whether manufacturing, trading, commercial, or otherwise, which may be capable of being conveniently carried on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render more profitable any property or business of the Company, and in particular to carry on any trading business for the purpose of supplying the persons employed by the Company.

- (f) To Print and Publish, Circulate or Advertise Catalogues, Pamphlets, Price Lists, Designs, Patterns, Drawings and other documents, whether in relation to the business of the Company or for others, and to carry on the general business of Printers, Publishers, and Advertising Agents.
- (g) To purchase or otherwise acquire, protect, prolong and renew any Letters Patent, Patent Rights, Brevets d'Invention, Licences, Protections, Concessions, Monopolies, and Rights, and to manufacture, use, vend, and turn to account the same, or any invention, improvement, process, apparatus, combination, or other matter or thing forming the subject thereof, and to grant licences or privileges in respect thereof, and to expend money in making experiments, tests, or investigations in relation thereto, or in making or seeking to make inventions for improvements which may become the subject of any such Patents, Licences, or Rights.
- (h) To purchase, take on lease, or otherwise acquire, for any interest, any real or personal property or any rights, easements, or privileges.
- (i) To build, construct, maintain, alter, enlarge, pull down, remove, replace, lay down, and erect any buildings or erections of any nature whatsoever, and any railways, and any engines, plant, machinery, or works of any nature whatsoever, and to employ others so to do, or join with others in so doing.
- (j) To turn to account any buildings, land or property of the Company, fitting the same up for any purpose for which it may be proposed to use the same, and supplying it with any machinery, appliances or things likely to enhance its value, and to let or sell the same, and to supply to any tenants or others using the same, light, heat, power, water, machinery, or other conveniences, appliances or things, and to furnish and fit the same up, and render services to or provide persons to attend upon the occupiers thereof.
- (k) To acquire the whole or any part of the undertaking and business and undertake the liabilities of any Company firm or person carrying on business which this Company is formed to carry on, or to amalgamate with or enter into arrangements for joint operations with any such Company, firm or person.

- (l) To promote any other Company for the purpose of acquiring all or any part of the property and rights of this Company or of undertaking any of its liabilities or of carrying on any business which may be useful to this Company or may enhance the value of any of its property and to subscribe for place guarantee the placing of underwrite or pay commissions to secure the subscription of the Capital or securities of or loans to any such Company.
- (m) To improve, manage, cultivate, develop, exchange, let, mortgage, turn to account, grant easements, rights or privileges in respect of and otherwise deal with all or any part of the property and assets of the Company.
- (n) To sell or otherwise dispose of all or any part of the undertaking and assets of the Company either together or in portions.
- (o) To invest and deal with the moneys of the Company not immediately required for the business of the Company in any stocks, shares, funds, securities or annuities or in such other manner as may be thought fit and to lend and advance money and give credit.
- (p) To raise or borrow money or to receive money on deposit or otherwise.
- (q) To secure the payment of any money or the performance of any obligation by mortgage or charge upon all or any of the assets of the Company including its uncalled Capital and to issue Debentures and Debenture Stock either with or without the security of a Trust Deed.
- (qq) To guarantee support or secure whether by personal covenant or by mortgaging or by charging or creating a lien upon the whole or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any of such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities of any person, firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's Holding Company (as defined by Section 154 of the Companies Act, 1948) or other subsidiary (as also defined by the said Section) of the Company's Holding Company or is otherwise associated in business with the Company.

- (r) To make, draw, accept, endorse, discount and issue bills of exchange, promissory notes, warrants, debentures and other negotiable instruments.
- (s) To apply for, promote and obtain any Act, Decree, Order, Provisional Order, Licence or other authority necessary or useful for any of the objects of the Company or for effecting any modification of the Company's constitution.
- (t) To give or accept as consideration for any sale or purchase or exchange or as remuneration for any services rendered or otherwise any fully or partly paid Shares or Stock or any Debentures or other security or any chose in action or valuable property.
- (u) To act as agents, brokers or sub-contractors and to act in the business of the Company through agents, brokers, contractors, sub-contractors or others.
- (v) To pay all or any expense incurred in connection with the formation, promotion and incorporation of the Company or the procuring of the subscription of its Capital or any part thereof or the obtaining of any loans and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures or Securities of the Company.
- (w) To effect and maintain insurances against loss to the Company or to the persons employed by it whether such last-mentioned loss shall create any claim against the Company or not and to pay to the person or persons suffering such loss or their representatives or dependents any monies received in respect of such insurances and to pay premiums and to contribute to benefit funds, hospitals and charitable institutions and to give gratuities, pensions and charitable relief.
- (x) To distribute among the members of the Company in kind any property of the Company and in particular any Shares, Stock Debentures or Securities of other companies.
- (y) To transact business in any colony or dependency and in any foreign country or state and to procure the Company to be registered in any colony or dependency or foreign country or state and to establish and maintain branches or agencies in any part of the world.

6

6

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. *The Capital is £30,000 divided into 6,000 Shares of £5 each. The Company has power to increase or reduce its Capital and to issue any Shares in its Capital with or without any preference, priority or special rights or subject to any restriction limitation or postponement that may be determined upon by the Company in General Meeting.

*At the date of reprinting this Memorandum, viz May 1972, the capital of the Company was £2,500,000 divided into 2,500,000 Ordinary Shares of £1 each.

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.	Number of Shares taken by each Subscriber.
HENRY HOPE 55 Lionel Street Birmingham Horticultural Engineer.	One Preference
HENRY DONALD HOPE 55 Lionel Street Birmingham Horticultural Engineer.	One Ordinary
JOHN ARTHUR HOPE 55 Lionel Street Birmingham Horticultural Engineer.	One Ordinary
RALPH WALTER HOPE Goldeslie Sutton Coldfield Engineers' Draughtsman.	One Ordinary
JOHN SUTTON NETTLEFOLD Beechenhurst Selly Hill Birmingham Justice of the Peace.	One Ordinary

8

8

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
MARGARET NETTLEFOLD Beechenhurst Selly Hill Birmingham Wife of John S. Nettlefold.	One Preference
FRANCIS GEORGE STERNBERG 27 Balsall Heath Road Edgbaston Cashier.	One Ordinary

DATED the Eighth day of December, 1898.

WITNESS to the signatures of the above-named John Sutton Nettlefold and Margaret Nettlefold.

John Gladstone

Dale End

Birmingham

Wine Merchant.

WITNESS to the signatures of the above-named Henry Hope, Henry Donald Hope, John Arthur Hope, Ralph Walter Hope and Francis George Sternberg.

Geo. A. Nutt

Solicitor

Birmingham.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

Special Resolution
OF
CRITTALL-HOPE
(SMETHWICK DIVISION) LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held on the 16th May, 1969, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

P. BEESLY,
Chairman.

10

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association
OF
CRITTALL-HOPE
(SMETHWICK DIVISION) LIMITED

(Adopted by Special Resolution passed on 16th May, 1969)

1. (A) None of the regulations contained in Table A in the Schedule to the Companies Act, 1862, Table A in the First Schedule to the Companies (Consolidation) Act, 1908 or Table A in the First Schedule to the Companies Act, 1929, shall apply to the Company.

(B) The regulations contained in Part II of Table A in the First Schedule of the Companies Act, 1948 as amended by the Companies Act, 1967 (hereinafter called "Table A") shall apply to the Company (save insofar as they are varied excluded or are inconsistent with these presents) and shall together with the following provisions constitute the Articles of Association of the Company.

(c) The regulations numbered 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A shall not apply to the Company.

2. Any such resolution in writing as is referred to in Regulation 5 in Part II of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Regulation referred to.

3. Until otherwise resolved by the Company in General Meeting the Directors shall not be less than two in number.

4. Each Director shall have power from time to time to appoint with the approval of the Board of Directors any person to act as alternate Director in his place at all Meetings, in all proceedings in

which and on all occasions when he shall not himself be available to act, and except as to remuneration any Alternate Director shall be subject to all the provisions relating to Directors in these Articles. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall *ipso facto* vacate office if and when the Director so nominating him vacates office as a Director or removes the alternate Director from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same. An alternate shall at Meetings of Directors have one vote for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

5. A Director who declares his interest therein in manner provided by the Act may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in estimating a quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

6. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

7. Neither a Director nor his alternate shall be required to have a share qualification in the Company but shall nevertheless be entitled to receive notice of and attend and speak at any General Meeting of the Company and at any separate Meeting of the Holders of any class of shares in the Company and Clause 134 of Part I of Table A shall be modified accordingly.

8. No person shall be disqualified or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office

at any time by reason of the fact that he has attained the age of seventy or any other age.

9. The proviso to regulation 79 in Part I of Table A shall not apply to the Company.

10. A Member or Members holding a majority in number of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as Director or Directors either as an addition to or to fill any vacancy in the Board and without prejudice to the provisions of Section 184 of the Act a Member or Members holding three-fourths of the issued Ordinary Shares for the time being in the Company shall have power at any time to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or in the case of a Member being a Corporation signed by one of its Directors on its behalf and shall take effect upon lodgment at the registered office of the Company.

11. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

12. Any such resolution in writing as is referred to in Clause 106 in Part I of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 in Part I of Table A shall be modified accordingly.

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

- of -

CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED

Passed 4th May 1972

At an Extraordinary General Meeting of the Members held at Manor Works, Braintree, Essex, on Thursday, the 4th May 1972, the following Resolution was duly passed as a Special Resolution :-

RESOLUTION

That the share capital of the Company be and is hereby reorganised so as to become, with effect on and from 1st April 1972, £2,500,000 divided into 2,500,000 Ordinary Shares of £1 each ranking pari passu in all respects by :-

- (a) reconverting the existing £500,000 5½ per cent Cumulative Preference Stock into 500,000 5½ per cent Cumulative Preference Shares of £1 each, abrogating all special rights and restrictions attached thereto (except the right to a fixed cumulative preferential dividend at the rate of 5½ per cent per annum down to and including 31st March 1972), and redesignating the resulting 500,000 shares as 500,000 Ordinary Shares of £1 each,
- (b) reconverting the existing £1,750,000 Ordinary Stock into 1,750,000 Ordinary Shares of £1 each, and
- (c) reconverting the existing preferred 250,000 Shares of £1 each of the existing £250,000 preference stock into 250,000 Ordinary Shares of £1 each.

F. G. G. G.

THE COMPANIES ACTS 1948 to 1967

CRITTALL-HOPE (SMETHWICK DIVISION) LIMITED

Consent pursuant to regulation 4 of Part I of Table A in the First Schedule to the Companies Act 1948.

As the holder of the £500,000 5½ per cent Cumulative Preference Stock in the capital of Crittall-Hope (Smethwick Division) Limited we hereby consent to every variation of the rights attached to the said Stock effected by or involved in the passing as a Special Resolution of the Resolution set out in the Notice of an Extraordinary General Meeting of the Company called for this date.

Dated 4th May 1972.

For CRITTALL-HOPE LIMITED

(Sgd) A.G. CROPPER

A.G. CROPPER

Secretary.



Greenfield

THE COMPANIES ACTS 1948 to 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION

STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-

Divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,

specifying the Stock so re-converted, or of the Redemption of Redeemable Preference

Shares or of the Cancellation of Shares (otherwise than in connection with a reduction

of share capital under Section 66 of the Companies Act 1948).

Pursuant to Section 62 of the Companies Act 1948.

of the
of
my

CRITTALL-HOPE (SMETHWICK DIVISION)

LIMITED

acted by

Presentor's Reference ACLS/FW/PA

FRESHFIELDS,

Grindall House, 25 Newgate Street,

London, EC1A 7LH.

Form No. 28

(No filing fee payable)

The Solicitors' Law Stationery Society, Limited

at 1, Abchurch Lane, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row WC1R 4LS; 15 Hanover Street W1R 9HG;
11 Abchurch Lane, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
L2 5RF; 28-30 John Dalton Street, Manchester M2 6HR; and 11-12 Kenton Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 4B



1972

TO THE REGISTRAR OF COMPANIES.

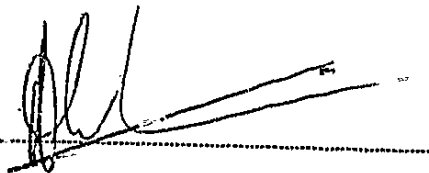
CRITTALL-HOPE (SMETHWICK DIVISION)

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

that by a Special Resolution passed 4th May 1972 the £500,000 5½ per cent
cent Cumulative Preference Stock ^{WERE} ~~was~~ reconverted into (and redesignated as)
500,000 Ordinary Shares of £1 each, and the £1,750,000 Ordinary Stock ^{WERE} ~~was~~
reconverted into 1,750,000 Ordinary Shares of £1 each.

(Signature) _____



(State whether Director or Secretary) _____ Secretary

Dated the twenty-third day of June 19 72

NOTE.—This margin is reserved for binding, and must not be written across.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

CRITTALL HOPE (SMETHWICK DIVISION) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at Newton House, 118/119 Piccadilly, London, W.1. on Wednesday 20th August, 1975 at 10 a.m. the following Resolutions were duly passed as Special Resolutions -

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association with respect to the objects of the Company be altered by inserting the following as paragraph (YY) immediately after paragraph (Y) of Clause 3 thereof:-

"(YY) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums interest dividends and other moneys payable on or in respect of, any debentures debenture stock loan stock shares or other securities liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding

company as defined by Section 154 of the Companies Act 1965 of the Company, or a subsidiary as defined in the said Section of such a holding company, or otherwise associated with the Company in business or

ROCHFORDS, BAKER & CO.
SOLICITORS
123-124, BISHOPSGATE,
LONDON, EC2M 4HY.

22 AUG 1975

RECEIVED

through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself."

2. THAT notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums interest dividends and other moneys payable on or in respect of, any debentures debenture stock loan stock shares or other securities liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by Section 154 of the Companies Act 1948 of the Company, or another subsidiary as defined by the said Section of such a holding company, or otherwise associated with the Company in business or through shareholdings, without any restriction or limitation, and the Directors may appoint any person or persons as attorney or attorneys of the Company for the purpose of executing or to behalf any guarantee charge or other deed or document (which

may itself contain an appointment of attorneys) in connection therewith and any Director of the Company may vote and be counted in a quorum on any Resolution regarding any such guarantee or charge or other deed or document or the appointment of any attorney notwithstanding that he is also a Director of the person firm or company so guaranteed or supported or secured or otherwise concerned or interested in such matter and this Resolution shall operate by way of amendment to the Articles of Association of the Company to any extent necessary for it to have effect.

..........
CHAIRMAN

Dated 20th August, 1975

Number of Company: 59870

266



Form

No. 50

4000

REGISTRATION

THE COMPANIES ACTS 1948 to 1976

[COPY]

special resolution(s)

of Crittall Hope (Smethwick Division) Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Reading Bridge House, Reading, Berkshire, RG1 8PP.

on the 5th day of March 1981.

the following SPECIAL RESOLUTION(S) was/were duly passed:—

That the name of the Company be changed to
Norcros Industry (UK) Limited.

(17 MAR 1981)



Nat West

P(2)

778584

SECRETARY

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited

Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

59870

/267

I hereby certify that

CRITTALL HOPE (SMETHWICK DIVISION) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

NORCROS INDUSTRY (UK) LIMITED

Given under my hand at Cardiff the

1ST APRIL 1981

A handwritten signature in dark ink, appearing to read 'F. A. Wilson'.

F. A. WILSON

Assistant Registrar of Companies

Number of Company: 59870

form No. 50

THE COMPANIES ACTS 1948 to 1976

[COPY]

special resolution(s)

of CRITTALL-HOPE (SMETHWICK DIVISION) Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Reading Bridge House, Reading, Berkshire, RG1 8PP.

on the 5th day of March 19 81

the following SPECIAL RESOLUTION(S) was/were duly passed:—

1. That the Memorandum of Association of the Company be and is hereby altered by deleting Clause 3 and substituting therefor the clause a copy of which is annexed hereto.
2. That the regulations contained in the document submitted to this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.



.....
SECRETARY

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.



Jordan & Sons Limited

Legal and Information Services, Printers and Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030

Telex 261010

59840

Crittall Hope (Smethwick Division) LimitedMemorandum of Association - New Clause 3

CERTIFIED COPY OF NEW
OBJECTS CLAUSE OF
MEMORANDUM APPROVED BY
SPECIAL RESOLUTION
AT E.G.M. ON 5TH MARCH 1981

CHAIRMAN

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

- (1) To acquire and hold shares, stocks, debentures, debenture stock, perpetual or otherwise, bonds obligations and securities issued or guaranteed by any company, government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (2) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting, participation in syndicates, or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same, either conditionally or otherwise.
- (3) To acquire and hold land, buildings, houses and other real or personal property, wheresoever situate and of any tenure, and any estate or interest or right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities.
- (4) To manage, supervise or control the business or trading operations of any other company which is for the time being a subsidiary of the Company or an associated company of the Company or of any subsidiary of the Company and generally to act as managers, secretaries, registrars, consultants and advisers to and carry out any administrative or advisory duties for any such subsidiary or associated company on such terms as may from time to time be agreed.
- (5) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of debentures, debenture stock, bonds, obligations or securities or partly in one mode and partly in another and generally on such terms as may be determined.
- (6) To manage any property so acquired and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (7) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.



galk

- (8) To purchase, apply for or otherwise acquire in any part of the world, the whole or any interest in any letters patent, brevets d'invention, concessions, licences, inventions, patterns, designs, trade marks and other rights and privileges in the nature of industrial property, whether exclusive or non-exclusive or limited, and to expend money in improving or seeking to improve the same.
- (9) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (10) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, bonds, obligations or other securities or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
- (11) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of any person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- (12) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to 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, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction
- gust*

with any such other company as aforesaid.

- (13) To lend and advance money or give credit to such persons, on such terms and either with or without security as may seem expedient.
- (14) To guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends and other moneys payable on or in respect of any debentures, debenture stock, loan stock, shares, or other securities liabilities or obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by Section 154 of the Companies Act 1948 of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself.
- (15) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether directly or indirectly.
- (16) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (17) To vary and transpose from time to time as may be considered expedient any of the Company's investments or other assets for the time being.
- (18) To amalgamate with any other company.
- (19) To distribute any of the Company's property or assets among the members in specie.
- (20) To cause the Company to be registered or recognised in any foreign country.
- (21) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, or otherwise, and either alone or in



conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

- (22) To do all such things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not in-corporated and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

act

CERTIFIED COPY OF ARTICLES
OF ASSOCIATION ADOPTED BY
SPECIAL RESOLUTION AT E.G.M.

ON 5TH MARCH 1981

.....
CHAIRMAN

THE COMPANIES ACTS 1948 to 1967

59870

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

NORCROS INDUSTRY (UK) LIMITED

(Adopted by Special Resolution dated)

1. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter called "Table A"), shall constitute the regulations of the Company
2. Regulations 24, 75, 77, 78, 84, 87 and 89 to 97 (inclusive) of Table A shall not apply to the Company.
3. The Company is a private company and accordingly -
 - (a) The Directors may, without assigning any reason, decline to register any transfer of shares.
 - (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purpose of this Article be treated as a single member.
 - (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
4. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in Regulation 54 of Table A.
5. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.



6. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two nor more than twenty.
7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
8. A member or members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a Company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.
9. A Director may from time to time by writing under his hand appoint any other person to be his alternate with the sanction in writing of a member or members holding a majority in nominal amount of the issued shares for the time being in the Company. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.
10. The proviso to Regulation 79 of Table A shall not apply to the Company.
11. The Directors may establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or of any other company which is a subsidiary of the Company or which is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidize or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid: Provided that the

Spill

Directors shall not be entitled without the previous sanction of an Ordinary Resolution of the Company to exercise the powers conferred by this Article in favour of any person who is or was a Director of the Company or of any such other company as aforesaid but who does not hold or has not held any salaried employment or office in the Company or in any such other company as aforesaid or in favour of the wife, widow, family or dependants of any such person.

12. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to remuneration and otherwise as the Directors shall arrange.
13. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.
14. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract, matter or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, matter or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract, matter or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract, matter or arrangement at the next meeting of the Directors held after he became so interested and in a case where the Director becomes interested in a contract, matter or arrangement after it is made or arises at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract, matter or arrangement which may after the date of the notice be made or arise with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract, matter or arrangement under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, matter or arrangement with such firm or company.
15. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement which he shall make with the Company or in which he shall be in any way interested.

Mark

16. The share capital of the Company at the date of the adoption of these Articles is £2,500,000 divided into 2,500,000 Ordinary Shares of £1 each.

get

Number of Company:59870.....278

Form No. CA 50

THE COMPANIES ACTS 1948 TO 1980

[COPY]

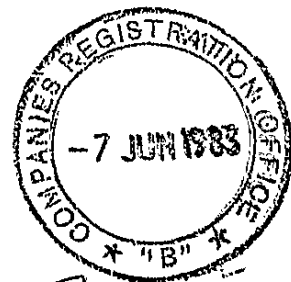
special resolution(s)

ofNORCROS INDUSTRY (UK)..... Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held atHighlands.....Spencers Wood.....Reading.....Berkshire.....RG7 1NT..... on the24th..... day ofMay..... 1983, the following SPECIAL RESOLUTION(S) was/were duly passed:—

THAT the name of the Company be changed to:

NORCROS INDUSTRY (EEC) LIMITED



.....
SECRETARY

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.



Printed & Supplied by:—
Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE, Telephone: 01-253 3030 Telex: 261010

NW
£40-
85334



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 59870 / 272.

I hereby certify that

NORCROS INDUSTRY (UK) LIMITED


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

NORCROS INDUSTRY (EEC) LIMITED

Given under my hand at the Companies Registration

Office, Cardiff the

10TH JUNE 1983


MRS. D. M. WILKIE

an authorised officer

[COPY]

special resolution(s)

J 378(2)

name of company

Company Number

59870

NORCROS INDUSTRY (EEC) LIMITED

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at HIGHLANDS, SPENCERS WOOD, READING, BERKSHIRE

on the 27th day of March 19 87

the following SPECIAL RESOLUTION(S) was/were duly passed:-

THAT: The Company's Memorandum of Association be amended by the insertion immediately after Clause 3(17) of the following additional clause:

- (17)(a) To release or otherwise extinguish without payment of other consideration all or any debts or rights of whatsoever nature or amount and howsoever arising at any time owing or belonging to the Company.

SIGNED

Secretary

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
(2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
SHUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 281010



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NORCROS INDUSTRY (EEC) LIMITED

(Amended by Special Resolutions
passed on 5th March 1981 and 27th March 1987)

1. The name of the Company is NORCROS INDUSTRY (EEC) LIMITED*.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To acquire and hold shares, stocks, debentures, debenture stock perpetual or otherwise, bonds obligations and securities issued or guaranteed by any company, government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
 - (2) To acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting, participation in syndicates, or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same, either conditionally or otherwise.
 - (3) To acquire and hold land, buildings, houses and other real or personal property, wheresoever situate and of any tenure, and any estate or interest or right therein, including freehold or leasehold ground rents, reversions, mortgages, charges and annuities.

* Name changed 1st January 1969, 1st April 1981,
10th June 1983.



- (4) To manage, supervise or control the business or trading operations of any other company which is for the time being a subsidiary of the Company or an associated company of the Company or of any subsidiary of the Company and generally to act as managers, secretaries, registrars, consultants and advisers to and carry out any administrative or advisory duties for any such subsidiary or associated company on such terms as may from time to time be agreed.
- (5) To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of debentures, debenture stock, bonds, obligations or securities or partly in one mode and partly in another and generally on such terms as may be determined.
- (6) To manage any property so acquired and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
- (7) To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
- (8) To purchase, apply for or otherwise acquire in any part of the world, the whole or any interest in any letters patent, brevets d'invention, concessions, licences, inventions, patterns, designs, trade marks and other rights and privileges in the nature of industrial property, whether exclusive of non-exclusive or limited, and to expend money in improving or seeking to improve the same.
- (9) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
- (10) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, bonds, obligations or other securities or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
- (11) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the

performance of any contracts or obligations of the Company or of any person or company having dealings with the Company, or in whose business or undertaking the Company is interested.

- (12) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pension allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to 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, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (13) To lend and advance money or give credit to such persons, on such terms and either with or without security as may seem expedient.
- (14) To guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends and other moneys payable on or in respect of any debentures, debenture stock, loan stock, shares, or other securities liabilities or obligations of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by section 154 of the Companies Act 1948 of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself.

- (15) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit whether directly or indirectly.
- (16) To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- (17) To vary and transpose from time to time as may be considered expedient any of the Company's investments or other assets for the time being.
- (17a) To release or otherwise extinguish without payment or other consideration all or any debts or rights of whatsoever nature or amount and howsoever arising at any time owing or belonging to the Company.
- (18) To amalgamate with any other company.
- (19) To distribute any of the Company's property or assets among the members in specie.
- (20) To cause the Company to be registered or recognised in any foreign country.
- (21) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (22) To do all such things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

- 4. The liability of the Member is limited.

5. *The Capital is £30,000 divided into 6,000 Shares of £5 each. The Company has power to increase or reduce its Capital and to issue any Shares in its Capital with or without any preference, priority or special rights or subject to any restriction limitation or postponement that may be determined upon by the Company in General Meeting.
-

* At the date of reprinting this Memorandum, viz 27th March 1987, the capital of the Company was £2,500,000 divided into 2,500,000 Ordinary Shares of £1 each.

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.

Name, Address and Description of Subscribers	No. of Shares taken by each Subscriber
HENRY HOPE 55 Lionel Street, Birmingham. Horticultural Engineer	One Preference
HENRY DONALD HOPE 55 Lionel Street, Birmingham. Horticultural Engineer	One Ordinary
JOHN ARTHUR HOPE 55 Lionel Street, Birmingham. Horticultural Engineer	One Ordinary
RALPH WALTER HOPE Goldeslie, Sutton Coldfield. Engineers' Draughtsman	One Ordinary
JOHN SUTTON NETTLEFOLD Beechenhurst, Selly Hill, Birmingham. Justice of the Peace	One Ordinary

Name, Address and Description of Subscribers	No. of Shares taken by each Subscriber
MARGARET NETTLEFOLD Beechenhurst, Selly Hill, Birmingham. Wife of John S. Nettlefold	One Preference
FRANCIS GEORGE STERNBERG 27 Balsall Heath Road, Edgbaston. Cashier	One Ordinary

Dated the Eighth day of December 1898.

Witness to the signatures of the above-named John Sutton Nettlefold and Margaret Nettlefold.

John Gladstone

Dale End,
Birmingham.

Wine Merchant

Witness to the signatures of the above-named Henry Hope, Henry Donald Hope, John Arthur Hope, Ralph Walker Hope and Francis George Sternberg.

Geo. A. Nutt

Solicitor

Birmingham

J379A

(COPY)

Company Number

59870

Elective resolution

of **Norcros Industry (EEC)**
 Limited
 Passed the **7th** day of **May** 19 **91**
 At an Extraordinary General Meeting of the members of the above-named company, duly
 convened and held at **Norcros House, Bagshot Road, Bracknell,**
Berkshire, RG12 3SW
 on the **7th** day of **May** 19 **91**
 the following ELECTIVE RESOLUTION was passed unanimously, in person or by proxy, by
 all the Members entitled to attend and vote at the Meeting:-

1. "THAT the Company dispense with the laying of accounts and reports before the Company in General Meeting pursuant to Section 252 of the Companies Act 1985."
2. "THAT the Company dispense with the holding of Annual General Meetings pursuant to Section 366(a) of the Companies Act 1985."

**NOTE:**

This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

59870

Norcros Industry (EEC) Limited

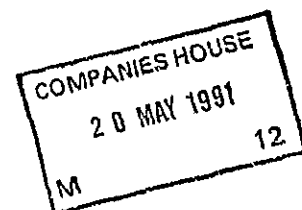
At the Annual General Meeting of the members of the above-named company, duly convened and held at:

Norcros House, Bagshot Road, BRACKNELL, Berkshire, RG12 3SW

on 7 May 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

THAT the Company having satisfied the provisions of Section 250 of the Companies Act 1985, relating to dormant companies, the Company be exempt from the provisions of Part VII of that Act relating to the audit of accounts.



Signed

Position


Secretary

NOTE To be filed within 15 days of the passing of the special resolution