

The Companies Act, 1929.



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

Declaration of Compliance

*with the requirements of the Companies Act, 1929, on application for
Registration of a Company, pursuant to Section 15 (2).*

of
any

The Norman Tyre Company Limited.

REGISTERED
20 NOV 1930

• SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

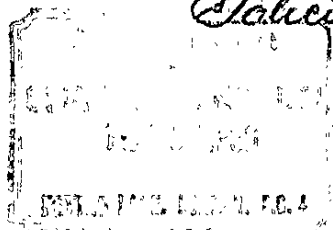
Printed by

Messrs. Burt & Bowcock.

Solicitors Loughton.

Stoke-on-Trent.

T481 SH143 (A)



767

I, Philip Thornley Bowcock
of 88 Stafford Street Loughborough in the City of
Stoke-on-Trent

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent") "engaged in the formation" or "A person named in the Articles of Association as a Director or Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of the
Supreme Court engaged in the formation
of The Morris Tyre Company

LIMITED, And that all the requirements of the Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Loughborough in the
City of Stoke-on-Trent

the 14th day of November

One thousand nine hundred and thirty

before me,

Chas. H. Robinson

A Commissioner for Oaths (b)

(b) or Notary Public or Justice of the Peace.

P. Bowcock

The Normair Type Company

LIMITED.



Statement of the Nominal Capital

made pursuant to Sec. 112 of 54 and 55 Vict. ch. 39 (Stamp Act, 1891),
as amended by Sec. 7 of 62 and 63 Vict. ch. 9 (Finance Act, 1899),
and Sec. 39 (Finance Act, 1920). (NOTE.—The Stamp Duty on the
Nominal Capital is One Pound for every £100 or fraction of £100).

REGISTERED

20 NOV 1930

This statement is to be filed with the Memorandum of Association when the Company is registered.

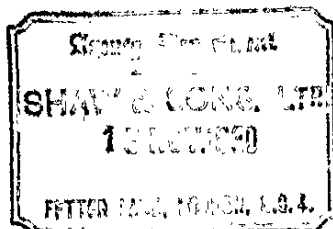
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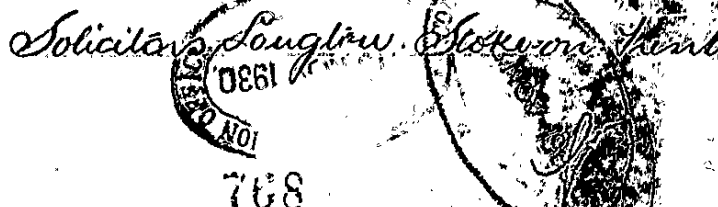
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

sent for registration by

Messrs Britton & Bowcock.



31. 52274 (D)



The Nominal Share Capital

of the *Normair Tyre Company*

LIMITED,

is £ 6,000. , divided into 6000 shares of £ 1.
each.

Signature

C. J. L. For

Description *Managing Director*

Date *11th November 1930.*

NOTE: This must be secured for binding, and must not be written on.

252132 | 3-4

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE HONNEIR TYRE COMPANY LIMITED.

Solicitors:

Breton & Bowcock,
LONDON.



THE COMPANIES ACT, 1929.

20 NOV 1930

COMPANY LIMITED BY SHARES.



MEMORANDUM OF ASSOCIATION

of

THE NORMEIR TYRE COMPANY LIMITED.

1. The name of the Company is "THE NORMEIR TYRE COMPANY LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) As the first operation of the Company to acquire and take over as a going concern the business of Tyre Factors and Motor Service Specialists now carried on by Albert Slater Fox (trading as the Normeir Tyre Company) at High Street, Stoke upon Trent, 2 Lichfield Street, Hanley, Stoke on Trent, and 45a Waterloo Road, Burslem, Stoke on Trent, together with the goodwill, stock in trade, book debts, personal property and effects of the said business and to take over if so agreed the debts and liabilities of the said business and to allot shares in the Company in discharge or part discharge of the consideration monies payable therefor.
 - (b) To carry on the business of manufacturers, dealers, factors and merchants in tyres for all kinds of vehicles, and to carry on the processes of reconditioning, retreading, vulcanizing, or otherwise treating tyres, and generally to carry on businesses of any kind in relation to tyres, and to adopt any new processes for the manufacture or renewing of tyres, and to carry on the business of motor car manufacturers, motor engineers, and agents for manufacturers, motor accessory dealers, and manufacturers, and proprietors of garages, refilling stations, repair shops and service stations.
 - (c) To carry on the business of rubber, leather and waterproof manufacturers, and makers of and dealers in articles of any description made or prepared with rubber, artificial rubber, leather or waterproof materials.
 - (d) To carry on the business of motor, electric and mechanical engineers, and suppliers, manufacturers, repairers and dealers in motors.

(whether petrol, gas, steam, electric, or otherwise) dynamos, chassis, electric storage batteries, electricity, petrol, gas, benzol, paraffin, oil, grease, and all kinds of plant, machinery, apparatus, tools, utensils, fittings, accessories, substances, materials and things used in the manufacture, maintenance and working of such motors, and which the Company may deem necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.

- (a) To carry on the business of lorry, charabanc, wagon, carriage, car, cart, truck, cycle or other vehicle or conveyance manufacturers, builders, dealers, and repairers, whether such vehicles are self-propelled by means of petrol, gas, steam, electricity, or otherwise, and whether for railway, tramway, road, field or other traffic or purposes and also the business of smiths, body builders, woodworkers and painters in all their respective branches and factors and selling agents of any commodities transported by the Company and to carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with any of the above businesses.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.

- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by shares or options to take shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for shares or procuring subscriptions for shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.

- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £6000, divided into 6000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

No. of Shares
taken by each
Subscriber.

Albert Slater Fox 249 Altogether Red
Longton
Altogether on Trent
Lyre Factor one.

to me Elizabeth Fox
249 Ulster Rd
Longton
Stoke-on-Trent one
- Spinston

Dated this 14th day of November 1920

Witness to the above Signatures:-

R. B. Mowbray
Rector
Longtin



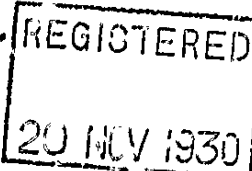
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THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION
of

THE NORMEIR TYRE COMPANY LIMITED.



PRELIMINARY.

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.
2. The first business of the Company shall be to acquire the business and undertaking of Tyre Factors and Motor Service Specialists heretofore carried on by Albert Slater Fox (trading as The Normeir Tyre Company) at High Street, Stoke upon Trent, 2 Lichfield Street, Hanley, Stoke on Trent, and 45a Waterloo Road, Burslem, Stoke on Trent, upon such terms and conditions as the Directors shall determine and no objection shall be taken to the said transaction or to its being entered into by the Directors of the Company on the ground that any one or more of the Directors is or are the Vendor or Vendors or on the ground that the Directors or some of them are interested in the purchase price or are the nominees of the Vendor or by reason of the purchase consideration having been agreed by the Directors without any independent valuation having been made or of the Board of Directors not being in the circumstances an independent Board, but every Member of the Company present and future shall be deemed to have notice of and to have assented to the terms upon which the Directors shall acquire the same for the Company.
3. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:-
 - (a) The Company restricts the right to transfer its Shares, both present and future;
 - (b) The Company limits the number of its Members (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 that employment and have continued after determination of that employment

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

- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

INTERPRETATION OF ARTICLES.

4. In these Articles unless the context otherwise requires:-

"Articles" means Articles of Association of the Company as originally framed or as altered by Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing and lithography.

Words importing the singular number include the plural, and vice versa.

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

ALTERATION OF ARTICLES.

5. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees

in writing to be bound by the alteration either before or after it is made.

SHARES.

6. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

COMMISSION.

7. The Directors may pay 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 subscriptions, whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage on the issue of the Company's Shares.

LIEN ON SHARES.

8. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

CALLS ON SHARES.

9. Articles 11 to 16, inclusive, of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES.

10. (a) No Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with sub-clause (d) hereof. Provided always that any Member (other than an employee of the Company) may transfer or by Will bequeath any Shares held by him to a Member or Members of his family as hereinafter defined and in the case of such bequest the executors of the deceased Member may transfer the Shares so bequeathed to the legatee or legatees. For the purposes hereof "a member of the family" of any Member shall be a husband, wife, son, daughter, son-in-law, daughter-in-law, grandchild or other direct issue of such Member, or a father, mother, brother, sister, father-in-law, mother-in-law, brother-in-law, sister-in-law, nephew or niece of such Member but no other person, and "an employee of the Company" means and includes any manager, secretary, departmental manager, foreman, overseer, clerk, typist or workman, but does not include Directors.

(b) If any Member desires to transfer his Shares or any of them, he shall notify his desire to the Directors in writing and such notification shall

constitute an authority to the Directors to offer the Shares at a "fair value" as herein-after defined to the said Albert Slater Fox or such other person to whom he may have by Deed assigned the right under this present Clause and failing such assignment after his death to such person nominated for the purpose by his Will or failing such nomination to his executors or administrators or such person to whom they have by Deed assigned their right hereunder. If the said Albert Slater Fox or his successors shall not be desirous of purchasing such Shares the Directors shall offer the said Shares at the said "fair value" in accordance with sub-clause (c) of this present Article.

- (c) Subject to the provisions of Sub-clause (b) hereof, when the fair value of the said Shares has been fixed under the provisions of Sub-clause (d) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given notice to purchase the same, and as far as may be pro rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain

the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

- (d) For the purpose of ascertaining such fair value the Auditors shall in their Annual Report on the Company's Balance Sheet state what they estimate to be the current value of the Company's Shares and such estimate shall be considered by the Company at each Annual Meeting and a price fixed by such Meeting which shall be accepted by all parties as a fair value on any sale.
- (e) If the Directors shall be unable within three months after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.
- (f) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

FORM AND EFFECT OF TRANSFER.

11. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully paid Shares" shall be omitted, and Article 21 shall be modified as provided in Clause 10 (a) hereof.

12. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES.

13. Articles 23 to 29, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

14. Articles 34 to 38, inclusive, of Table A shall also apply.

GENERAL MEETINGS.

15. Articles 39, 40 and 41 of Table A, shall apply.

NOTICE OF GENERAL MEETINGS.

16. Articles 42 and 43 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETING.

17. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as in Article 46 of Table A is otherwise provided three Members personally present and holding or representing by proxy not less than one-half of the issued Share Capital of the Company, shall be a quorum.

18. Articles 44, 46, 47, 48, 49, 51, 52 and 53, of Table A shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

19. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book 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, that Resolution.

DEMAND OF A POLL.

20. Any one or more Members present and entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

21. (a) Articles 54 to 52, inclusive, of Table A shall apply, except that in Article 59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.

(b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he has been appointed to act at that Meeting as proxy for a Corporation.

CORPORATIONS ACTING BY REPRESENTATIVES.

22. Article 63 of Table A shall apply.

DIRECTORS.

23. (a) The number of the Directors of the Company shall not be more than five. The first Directors of the Company shall be Albert Slater Fox of 249 Utttoxeter Road, Longton, Stoke-on-Trent, Tyre Factor, Mary Fox of the same

address, Widow, and Leonard George Hamilton of "Sundene" Woodcock Hill Lane, Kenton, Middlesex, Tyre Manufacturer.

(b) Subject to the provisions of Article 29 hereof the said Albert Slater Fox and Mary Fox so long as he or she continues to be the beneficial owner of 100 Shares in the Company, shall remain Directors of the Company - not subject to retirement or removal under the provisions of Articles 73 to 77 and Article 80 of Table A - until they shall die or elect to retire.

(c) So long as the said Albert Slater Fox, Mary Fox and Leonard George Hamilton or any of them or any person hereafter constituted a permanent Director shall continue to hold office as Directors or Director, they or he or she may from time to time and at any time appoint other persons to be Directors of the Company, whether permanent or otherwise, and define, limit and restrict their powers and fix their remuneration and duties.

(d) Subject to the provisions of Article 29 the said Albert Slater Fox shall so long as he continues to be the beneficial owner of 500 Shares in the Company, be permanent Managing Director and shall not be subject to retirement or removal under the provisions of Articles 68, 73 to 77 and 80 of Table A. As permanent Managing Director the said Albert Slater Fox shall be entitled to exercise all the powers given to the Board of Directors by Article 67 of Table A.

24. (a) The qualification of a Director shall be the holding of at least 50 Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment.

(b) The remuneration of the said Albert Slater Fox as Managing Director shall be an annual sum not less than (a) one and one-quarter per cent. of the annual cash turnover of the Company and (b) ten per cent. of the net profit made by the Company and shewn in its Balance Sheet for that year which would otherwise be available for dividend. Provided that if such remuneration as aforesaid shall not amount in any year to the sum of £312, then such latter sum shall be paid to the Managing Director instead and in lieu thereof. Such remuneration as aforesaid may be altered by mutual agreement between the said Albert Slater Fox and the remaining Directors. The remuneration of the Directors otherwise than as aforesaid, shall from time to time be determined by the Company in General Meeting. Such remuneration shall be treated as accruing from day to day. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

25. If and so long as the said first three Directors or any permanent Director hereafter appointed as such remain in office without any further Director being appointed, then the Clauses contained in Table A with reference to the rotation of Directors incorporated herein by Article

32 hereof shall be suspended and inoperative and thereafter such Articles shall come into operation only as to any additional Directors other than permanent Directors appointed.

POWERS AND DUTIES OF DIRECTORS.

26. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

27. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

THE SEAL.

28. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of two Directors and of the Secretary or such other person as the Directors may appoint for the purpose; and those two Directors and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATIONS OF DIRECTORS.

29. The office of Director shall be vacated if the Director:-

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under Sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

30. A Director may hold any other office or place of

profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

31. Subject as hereinafter mentioned a Director may be interested in, concerned in or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. Save as hereinafter provided no Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Provided that the restriction in this Article as to voting shall not apply to the transaction referred to in Article 2 hereof, nor to matters arising thereout, nor to any agreement for indemnifying a Director against past, present or future liabilities assumed by him for the benefit of or on behalf of the Company, nor to the allotment of Shares or Debentures to a Director.

ROTATION OF DIRECTORS.

32. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

33. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

34. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

35. Articles 81, and 83 to 88 inclusive, of Table A

shall also apply.

DIVIDENDS AND RESERVE.

36. Articles 89 to 96, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

37. The Company may by Resolution in General Meeting at any time and from time to time direct the capitalisation of the whole or any part of the profits for the time being of the Company whether standing to the credit of a reserve or other special fund or funds or not by the distribution thereof free of income tax among the holders of the issued Shares of the Company (other than Shares having special rights or priorities) in proportion to the amounts paid or credited as paid thereon respectively (otherwise than in advance of calls) and to provide for the satisfaction thereof by the distribution and allotment of fully or partly paid up Shares, Debentures or other obligations of the Company, and the Directors shall give effect to such Resolution and apply the portion of the profits of the Company so distributed for the purpose of making payment at par in full or in part for such Shares, Debentures or other obligations of the Company. Provided that where any difficulty arises in regard to such distribution or payment the Directors may settle the same as they think expedient and in particular may do so by the sale of any of the Shares, Debentures or other obligations so distributed or by the issue of fractional certificates or otherwise and generally may make such arrangements for the acceptance, allotment or sale of such Shares, Debentures or other obligations and fractional certificates or otherwise in relation thereto as they may think fit. When required, a proper contract shall be filed in accordance with the provisions of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the holders of the Shares among whom such distribution shall be made and such appointment shall be effective, and such contract may provide for the acceptance by such holders of the Shares, Debentures or other obligations of the Company to be allotted to them respectively in satisfaction of the sum so capitalised.

ACCOUNTS.

38. Articles 97 to 100, inclusive, of Table A shall apply.

39. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditors Report shall not less than seven days before the date of the Meeting be kept at the Registered Office of the Company for inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

AUDIT.

40. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

NOTICES.

41. Articles 103, 105, 106 and 107 of Table A shall apply.

42. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

43. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

WINDING UP.

44. On a winding up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up, shall be applied (1) in paying back to the Members of the Company the amount of their paid up Capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

45. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, 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, or any of them, as the Liquidator with the like sanction, shall think fit. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Albert Slater Fox 24, Worcester Rd
Longton
Baker-on-Trent
Lyne Factor.

Annie Elizabeth Fox
24, 9 Ulloxeter Rd
Longton
Stoke-on-Trent,
Staffordshire

Dated this 14th day of November 1920

Witness to the above Signatures:-

Robert Longtin

252132



Certificate of Incorporation

I Hereby Certify,

THE NOMALIR TYRE COMPANY LIMITED

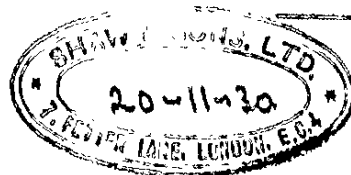
That

this day Incorporated under the Companies Act, 1929, and that the Company is
limited.

I under my hand at London this twentieth day of November One
and Nine Hundred and thirty.

C. C. S. S. S.
Registrar of Companies.

icate |
ed by |



John S. S.

Date

THE COMPANIES ACT, 1929.

Company Limited by Shares.

Ordinary Resolution

OF

The Normeir Tyre Company Limited.


Passed 12th September, 1932.

REGISTERED

14 SEP 1932

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Normeir Service Station, High Street, Stoke-on-Trent, on the 12th day of September, 1932, the following Resolution was passed as an ORDINARY RESOLUTION:—

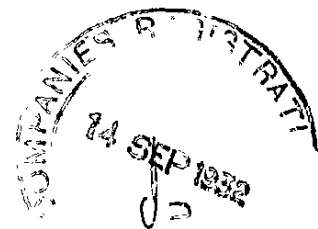
"That the Capital of the Company be increased from £6,000 in ordinary shares of £1 each to £6,600 by the creation of 600 additional ordinary shares of one pound each.



Chairman.

Filed with the Registrar of Joint Stock Companies,
this 14th day of September, 1932.

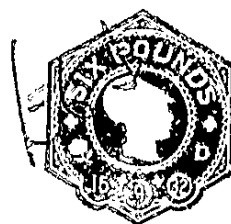
660



THE STAMP ACT, 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



Statement of Increase of the Nominal Capital

OF

The Normciv Type Company

LIMITED.

REGISTERED

14 SEP 1932

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

NOTE.—The Stamp Duty on an increase of Nominal Capital is One Pound 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. (Sec. 5 of the Revenue Act, 1903).

Presented by

L. G. Hamilton
46 Woodcock Hill
Hendon, Harrow, Middx.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 29 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 8 Victoria Street, S.W.1;
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool; and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form Gb. 7350.14-1-31. W125.

650



THE NOMINAL CAPITAL

OF

The Nominal Type Company

, Limited,

has been increased by the addition thereto of the sum of
£600, divided into 600 Ordinary
Shares of one pound each, beyond the registered
Capital of £6,000.

*Signature *L. J. Hamilton*
Officer *Director*

Dated the *thirteenth* day of *September* 193*2*

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

THE COMPANIES ACT, 1929.



Notice of Increase in Nominal Capital

Pursuant to Section 52.

Insert the
Name
of the
Company.

The Normair Type Company

LIMITED.

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).

REGISTERED

16 SEP 1932

Presented by

L. G. Hamilton
46 Woodcock Hill

Kenton, Harrow, Middlesex

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 29 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, and 68 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies Form No. 6A.—33542.29-3-30

W126

16 SEP 1932

See Back.

651

To THE REGISTRAR OF COMPANIES.

The Normair Type Company

*"Ordinary,"
"Extraordin-
ary," or
"Special".

Limited, hereby gives you notice, pursuant to
Section 52 of the Companies Act, 1929, that by an *Ordinary*
Resolution of the Company dated the *12th* day of *September* 1932
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ *600*
beyond the Registered Capital of £ *6000*

The additional Capital is divided as follows:—

Number of Shares.

600

Class of Shares.

Ordinary

Nominal amount
of each Share

One pound

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

*similar in all respects to, and
ranking pari passu with, the existing
6000 Ordinary Shares.*

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

Signature

L. J. Hamilton

State whether Director,
Manager or Secretary

Director

Dated the

13th

day of

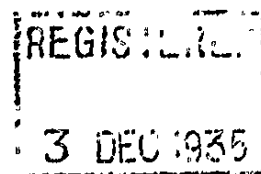
September 1932

ORDINARY RESOLUTION

OF

THE NORMEIR TYRE COMPANY LIMITED.

Passed 27th day of November, 1935.



At the ANNUAL GENERAL MEETING of the Members of the above-named Company, duly convened and held at Normeir Service Station, High Street, Stoke-on-Trent, on the 27th day of November, 1935, the following Resolution was passed as an Ordinary Resolution:—

“That the Capital of the Company be increased from £5,000 in Ordinary Shares of £1 each to £10,000 by the creation of 3,400 additional Ordinary Shares of one pound each.”

A handwritten signature in dark ink, appearing to be 'C. H. Fox', written over a horizontal line.

Chairman.

A faint, handwritten scribble or signature in the bottom right corner of the page.

No. of Company 252132 / 75

Form C.A. 50.
[10].

The Companies Act, 1929.



Notice of Increase in Nominal Capital.

Pursuant to Section 52.

REGISTERED
—3 DEC 1935

Name of
Company

THE NORMEIR TYRE COMPANY
LIMITED

SHAW & SONS
LIMITED,

Companies' Publishers, Printers, and Stationers,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by

THE NORMEIR TYRE CO. LTD

HIGH ST. STOKE-ON-TRENT

Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

THE NORMEIR TYRE

Company, LIMITED

hereby gives you notice pursuant to Section 52 of the Companies Act, 1929, that by (a) ORDINARY Resolution of the Company dated the 27th day of NOVEMBER 1935 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 3,400 beyond the registered Capital of £ 6,600.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
<u>3,400</u>	<u>ORDINARY</u>	<u>ONE POUND</u>

The conditions (e.g., voting rights, dividends, etc.), subject to which the new Shares have been, or are to be issued, are as follows:—

TO BE ISSUED SUBJECT TO THE CONDITIONS
AS DEFINED BY THE COMPANY'S MEMORANDUM
& ARTICLES OF ASSOCIATION.

~~of the new Shares are Preference Shares, and are (b) [not] redeemable.~~

(Signature) 

(State whether Director, or Manager or Secretary) MANAGING DIRECTOR

Dated the SECOND day of DECEMBER 1935

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

(b) Delete the word "not" if the Shares are redeemable.

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

No. of Company 252132

Form C.A. 55, (26a).

COMPANY LIMITED BY SHARES.

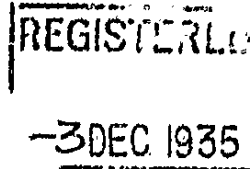


Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Share Capital
OF
THE NORMEIR TYRE
COMPANY



LIMITED,



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

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 52 of The Companies Act, 1920. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable.

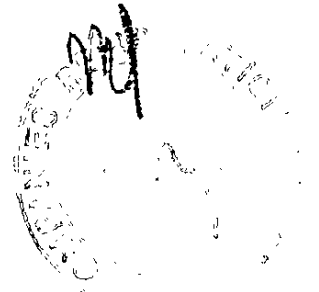
SHAW & SONS
LIMITED,

Companies' Publishers, Printers, and Stationers,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for filing by

THE NORMEIR TYRE CO. LTD
HIGH ST. STOKES-ON-TRENT

S2187(F)



The Nominal Share Capital

OF

THE NORMEIR TYRE

COMPANY

LIMITED,

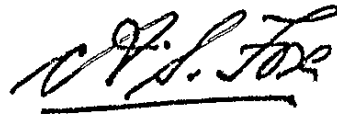
has been increased by the addition thereto of the sum of THREE THOUSAND

FOUR HUNDRED Pounds, divided into 3,400 Shares

of ONE POUND each, beyond the Registered Share Capital of

SIX THOUSAND SIX HUNDRED POUNDS.

*Signature



Description

MANAGING
DIRECTOR.

Dated the SECOND day of DECEMBER 1935

*This Statement must be signed by the Manager or by the Secretary of the Company

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

STATEMENT OF INCREASE
OF THE
NOMINAL SHARE CAPITAL
OF
THE NORMEIR TYRE
COMPANY
LIMITED.

SHAW & SONS LTD.,
COMPANIES' PUBLISHERS, PRINTERS, AND STATIONERS,
7, 8 & 9, Vetter Lane, Fleet Street, E.C.4. 82187(P)

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Share Capital.

The Nominal Share Capital of

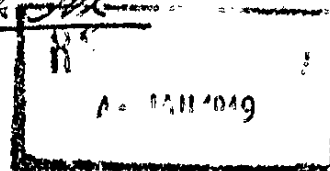
The Norman Tyre Company LIMITED,

has been increased by the addition thereto of the sum of *Two*
Thousand Pounds, divided into *2000 Ordinary* Shares
of *£1* each, and shares of *—* each,
beyond the Registered Share Capital of *Ten Thousand Pounds.*

*Signature

Description

Dated *30 December* 19*18.*



*This Statement must be signed by the Manager or by the Secretary of the Company.

NOTE.

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 63 of The Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable.

CAT. No. C.F. 26A.

51318 (11)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

252132/61

42



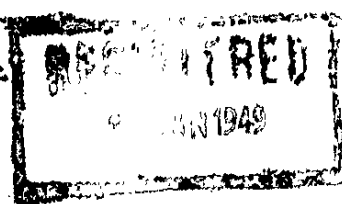
ORDINARY RESOLUTION OF THE NORMEIR TYRE CO., LTD.,
PASSED ON THE 30th DECEMBER, 1948.

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at the Registered Office of the Company on the 30th December, 1948, the following resolution was passed as an Ordinary Resolution:-

"that the Capital of the Company be increased from £10,000. in ordinary shares of £1. 0. 0. each to £12,000. by the creation of £2,000. additional ordinary shares of £1. 0. 0. each.

C. P. L. Fox

CHAIRMAN.



30/12/48.



NO. OF COMPANY 252132. / 62

[C.F. 10]



THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF
COMPANY

The Nornew Tyre Company

LIMITED.

T. No. C.F. 10.

G 1319 (1)

SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

esented by



... 24 2008

To the REGISTRAR OF COMPANIES.

The Norman Yare Co. Ltd. LIMITED,
heroby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) Ordinary Resolution of the Company dated the
30th day of December 1948 the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 2000 beyond the registered Capital of £ 10,000.

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
<u>2000</u>	<u>Ordinary</u>	<u>One Pound</u>

The conditions (e.g., voting rights, dividends, etc.) subject to which the new Shares have been, or are to be issued, are as follows :—

None - except as stated in the Memorandum & Articles of Association.

None of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature) [Signature]

(State whether Director, or Secretary) MANAGING DIRECTOR

Dated the 30th day of December 1948.

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

(b) Delete the word " no." if the Shares are redeemable.

This margin to be reserved for binding.

No. 252132. / 69

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

THE NORMEIR TYRE COMPANY LIMITED

Passed the 5th day of April 1951.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at High Street, Stoke-upon-Trent, on the 5th day of April 1951, the following Ordinary Resolution was duly passed, namely:--

That the Capital of the Company be increased from £12,000 to £50,000 by the creation of 38,000 additional Ordinary Shares of One pound each ranking *pari passu* with the existing Ordinary Shares of the Company.

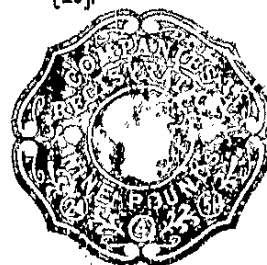
A.P.L. Fox

Chairman.

S.L.S.S.--CO4753-26353

1948

The Companies Act, 1929.

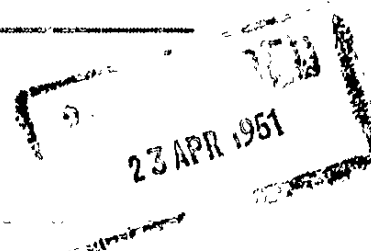


Notice of Increase in Nominal Capital

Pursuant to Section ⁵⁵ 52.

Name of
Company

THE SHAW & SONS COMPANY LIMITED



SHAW & SONS
LIMITED.

Companies' Publishers, Printers, and Stationers,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented by

Breton Bowcock and Peacock,
Solicitors, Longton.

C425

C1977



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

~~THE~~ ~~NO. 12345~~ ~~TYPE~~ ~~COMPANY~~ ~~LIMITED~~

Company,

hereby gives you notice pursuant to Section 52⁵ of the Companies Act, 1929, 1948 that by (a) Ordinary Resolution of the Company dated the 5th day of April 1951 the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 52,000 beyond the registered Capital of £ 12,000

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
52,000	Ordinary	2s

The conditions (e.g., voting rights, dividends, etc.), subject to which the new Shares have been, or are to be issued, are as follows :—

Ranking pari passu with the existing Ordinary Shares of the Company.

~~None~~ of the new Shares are Preference Shares, and ~~are~~ (b) ~~[not]~~ redeemable.

(Signature) *M. S. F. R.*

(State whether Director, or Manager or Secretary) Director

Dated the 5th day of April 1951

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

(b) Delete the word " not " if the Shares are redeemable.

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

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal
Share Capital.

The Nominal Share Capital of

THE NORTHERN LEASE COMPANY

has been increased by the addition thereto of the sum of Thirty eight
thousand

Pounds, divided into 38,000

of £1 each, and

---shares of---each,

beyond the Registered Share Capital of Twelve thousand pounds.

*Signature

Description

DIRECTOR.

Dated 5th April

19 51

*This Statement must be signed by the Manager or by the Secretary of the Company

NOTE.

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 63 of The Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable.

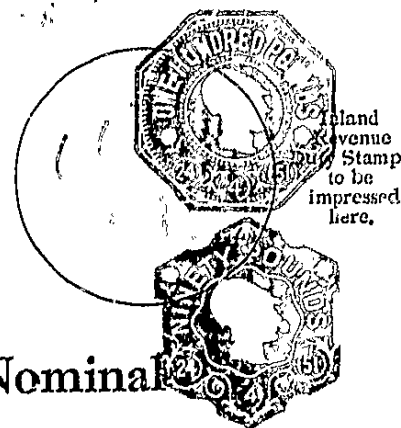
CAT. NO. C.F. 26A.

SHAW & SONS
LIMITED

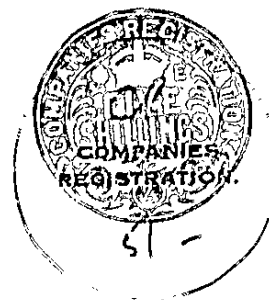
Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by

Richard Dworkin
Extd. Rington



THE COMPANIES ACT, 1948.



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

Notice of Place where Register of Members is
kept or of any Change in that place.

Pursuant to Section 110 (3).

NAME OF
COMPANY

THE NORMEIR TYRE COMPANY

LIMITED.

CAT. NO. C.F. 103.

5256 (1)

SHAW & SONS
LIMITED,

*Law Stationers and Company Registration Agents,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.*

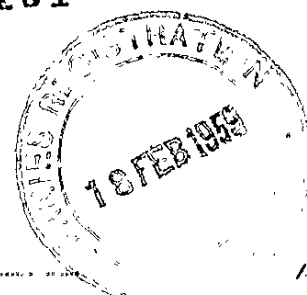
161

presented by

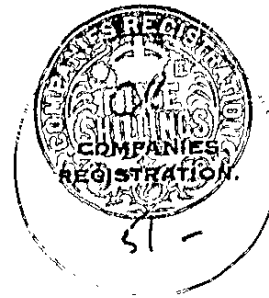
Messrs. Breton Deacon & Co.

88-90 The Strand, Longton,

Stoke-on-Trent.



175
THE COMPANIES ACT, 1948.



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

Notice of Place where Register of Members is
kept or of any Change in that place.

Pursuant to Section 110 (3).

NAME OF
COMPANY

THE NORMAN TYRE COMPANY

LIMITED.

SAT. NO. C.F. 103.

8056 (1)

SHAW & SONS
LIMITED,

Law Stationers and Company Registration Agents,
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

161

Presented by

Messrs. Breton Deacon & Co.

88-90, The Strand, Longton,

Stoke-on-Trent.



161
4/3

Notice of Place where Register of Members is
kept or of any Change in that place.

To the REGISTRAR OF COMPANIES.

THE NORMEIR TYRE COMPANY

LIMITED

hereby gives you notice, in accordance with subsection (3) of Section 110 of the
Companies Act, 1948, that the Register of Members of the Company is kept at

88-90 The Strand, Longton, Stoke-on-Trent

(Signature)



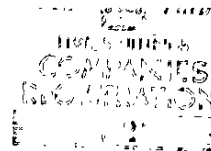
(State whether Director or Secretary)



DATED 11th day of December 1958.

This margin to be reserved for binding.

Number of } 252,132
Company } 104



Form No. 28

THE COMPANIES ACT, 1948



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

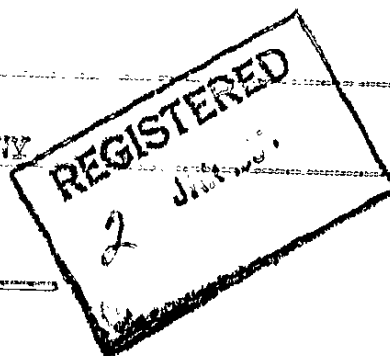
NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
of STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares 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.

Insert the
name of
the
company

THE NONFER TYRE COMPANY

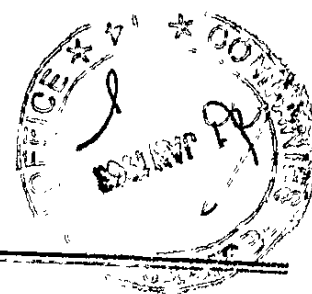
LIMITED



presented by

Breton Deacon & Co.

18-20 The Strand, Longton, Stoke-on-Trent.



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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

THE NORMEIR TYRE COMPANY

LIMITED

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

that by a Special Resolution passed on 27th December 1962
each of the 2,000 unissued Ordinary shares of £1 each in the
capital of the Company is sub-divided into 24 Ordinary shares
of tenpence each.

(Signature)

ACD

(State whether Director or Secretary)

Director

Dated the 29th

day of

December

1962

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

Company limited by shares.

SPECIAL RESOLUTIONS

of

THE NORMEIR TYRE COMPANY LIMITED

Passed 27th December, 1962

REGISTERED
JAN 1963

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the offices of Messrs. Breton Deacon & Co. at 38-90 The Strand, Longton in the City of Stoke-on-Trent on Thursday the 27th day of December 1962, the following resolutions were duly passed as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. That the Articles of Association of the Company be and the same are hereby altered in manner following, namely :-

(A) By deleting Article 10 and substituting therefor the following new Article 10:-

"10. Subject to the provisions of Article 19 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not)."

(B) By deleting in Article 17 the words "three Members" and substituting therefor the words "two members"

(C) By deleting Article 21 and substituting therefor the following new Article 21 :-

"21. (a) Articles 55 to 62, inclusive, of Table A shall apply.

(b) Subject to any special rights or restrictions from time to time attached to any class of shares, on a show of hands every Member present in person shall have one vote and upon a poll every Member who is present in person or by proxy shall have one vote for every £1 in nominal amount of the shares of which he is the holder."

(D) By deleting Articles 23, 24 and 25 and substituting therefor the following new Articles 23, 24 and 25 :-

"23. The number of Directors shall not be less than two. A Director shall not be required to hold any shares in the Company to qualify him for office.

24. The remuneration of the Directors shall be at such rate or of such amount as the Company by Ordinary Resolution may from time to time determine, and such remuneration shall be divided among the Directors in such proportions and in such manner as they shall agree, or in default of agreement, equally; provided that in

default of agreement any Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount proportional to the time served by him. The Directors shall also be paid such travelling, hotel and other expenses as may be properly incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors or of any committee of the Directors and at General Meetings.

25. Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine."

- (E) By deleting Article 26 and substituting therefor the following new Article 26:-

"26. Articles 67 and 70 of Table A shall apply. Article 68 of Table A shall apply as though the words "or any other executive office" were inserted after the words "Managing Director or Manager" in both the places where such latter words appear and as though the words "and a Director so appointed shall not, while holding that office, be subject to retirement by rotation, or taken into account in determining the rotation or retirement of Directors" were omitted therefrom."

- (F) By deleting Article 28 and substituting therefor the following new Article 28 :-

"28. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person approved by the Directors for the purpose."

- (G) By deleting Article 29 and substituting therefor the following new Article 29:-

"29. The office of Director shall be vacated if the Director :

- (a) Has a receiving order made against him or compounds with his creditors generally; or
- (b) Becomes prohibited by law from acting as a Director; or
- (c) Becomes of unsound mind; or
- (d) Be convicted of an indictable offence; or
- (e) By notice in writing under his hand left at the registered office of the Company resigns from his office of a Director.

- (H) By deleting from Article 31 the words at the beginning thereof "Subject as hereinafter mentioned" and by deleting also from such Article the whole of the third sentence (beginning "Save as hereinafter provided") and the whole of the last sentence (beginning "Provided that the") and by inserting in the place of such last sentence the following new sentence :- "No Director shall be disqualified by his position as a Director from entering

into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom".

- (I) By deleting Article 32 and substituting therefor the following new Article 32:-

"32. The Directors shall not be subject to retirement by rotation. 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 additional Director. The Company may at any time by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead."

2. That each of the 2,000 unissued Ordinary Shares of £1 each in the capital of the Company be and is hereby sub-divided into 24 Ordinary Shares of 10d each.

3. That the Directors having so recommended the sum of £2,000 (being part of the sum standing to the credit of the Revenue Reserve of the Company designated "Surplus on Realisation of Properties") shall be capitalised and applied by the Directors in paying up in full at par 48,000 unissued Ordinary Shares of 10d each of the Company which shares shall rank in full for all Ordinary dividends hereafter declared or paid in respect of any period subsequent to the 31st December 1961 and shall be distributed by the Directors credited as fully paid up to and amongst the holders at the time of the passing of this Resolution of the 48,000 issued Ordinary Shares of £1 each of the Company in proportion to their respective holdings thereof and that the said allotment and distribution of such 48,000 Ordinary Shares of 10d each be accepted by such members in full satisfaction of their shares and interests in the said capitalised sum and be treated for all purposes as an increase in the issued capital of the Company and not as a distribution of income.

4. That forthwith and contingently upon the 48,000 Ordinary Shares of 10d each to be allotted pursuant to the immediately preceding Resolution being duly allotted (whether the same be renounceable or not) the rights and privileges attached to the 48,000 Ordinary shares of £1 each in the capital of the Company issued before the date hereof be cancelled and extinguished and that such shares be and they are hereby converted into 48,000 5 per cent Non-Cumulative Preference Shares of £1 each (hereinafter called "the Preference shares") and that there shall be attached to the Preference shares the following special rights privileges and restrictions namely:-

- (a) the right to a fixed non-cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up thereon calculated from the 1st day of January 1963 and payable as regards each year out of the profits for such year available for dividend but with no right in case of deficiency to resort to the profits of subsequent years or to participate further in profits ;
- (b) the right on any winding up to repayment of capital paid up thereon in priority to the repayment of capital on the Ordinary shares but without any right to participate further in assets ;

- (c) the holders of the Preference Shares shall have no right to receive notice of or to be present or vote either in person or by proxy at any General Meeting by virtue or in respect of their holding of Preference shares.

H. A. Fox

Chairman of the Meeting

Presented to the Registrar of Companies for filing on

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Resolutions

OF

THE NORMEIR TYRE COMPANY LIMITED

Passed 18th February, 1963.

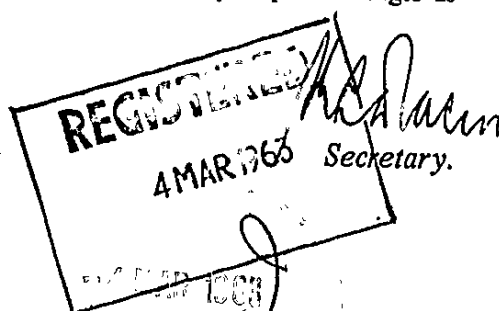
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Stoke-on-Trent, on the 18th day of February, 1963, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS.

1. THAT the provisions of the Memorandum of Association with respect to the objects of the Company be altered by inserting the following new paragraph to be numbered (6A) immediately after paragraph (6) of Clause 3 thereof, namely:—

"(6A) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal 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 both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business."

2. THAT in furtherance of the objects of the Company as set out in Paragraph (6A) of Clause 3 of its Memorandum of Association the Directors be and they are hereby authorised notwithstanding anything contained in the Articles of Association (which shall stand altered accordingly) to affix the Common Seal of the Company to (a) a Trust Deed expressed to be made between The Avon India Rubber Company Limited of the first part, Avon Footwear Sales Limited of the second part, Avon Tyres (N.I.) Limited of the third part, J. W. & T. Connolly, Limited of the fourth part, Henley's Tyre & Rubber Company, Limited of the fifth part, George Spencer, Moulton and Company, Limited of the sixth part, The Pundut Estates, Limited of the seventh part, the Company of the eighth part, The Normeir Tyre Company (Hants & Dorset) Limited of the ninth part, The Normeir Tyre Company (Rubberine) Limited of the tenth part, The Normeir Tyre Company (Banbury) Limited of the eleventh part, City Tyre Co. Limited of the twelfth part, C. M. Boak & Co. Limited of the thirteenth part, C. M. Boak Tyre Service (Derby) Limited of the fourteenth part, H. Waterhouse (Tyres) Limited of the fifteenth part and The Prudential Assurance Company Limited (as Trustees) of the sixteenth part constituting and securing £300,000 6 per cent. Debenture Stock 1970/75, £600,000 6 per cent. Debenture Stock 1977/80 and £1,100,000 Debenture Stock 1983/88 of The Avon India Rubber Company Limited and (b) any documents securing any Further Stock or bank *pari passu* charges as defined in such Trust Deed.



Association of The Normeir Tyre Company Limited as altered by Special Resolution passed on the 18th day of February, 1963.

252132 / III

COMPANIES
REGISTRAR

Director
Secretary.

THE COMPANIES ACTS, 1929 AND 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

THE NORMEIR TYRE COMPANY LIMITED

(As altered by a Special Resolution passed on the 18th day of February, 1963.)

1. The name of the Company is "THE NORMEIR TYRE COMPANY LIMITED".

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

3. The objects for which the Company is established are:—

(1) (a) As the first operation of the Company to acquire and take over as a going concern the business of Tyre Factors and Motor Service Specialists now carried on by Albert Slater Fox (trading as the Normeir Tyre Company) at High Street, Stoke upon Trent, 2 Lichfield Street, Hanley, Stoke on Trent, and 45a Waterloo Road, Burslem, Stoke on Trent, together with the goodwill, stock in trade, book debts, personal property and effects of the said business and to take over if so agreed the debts and liabilities of the said business and to allot shares in the Company in discharge or part discharge of the consideration monies payable therefor.

(b) To carry on the business of manufacturers, dealers, factors and merchants in tyres for all kinds of vehicles, and to carry on the processes of reconditioning, retreading, vulcanizing, or otherwise treating tyres, and generally to carry on businesses of any kind in relation to tyres, and to

01407

REGISTERED
10 MAR 1963

adopt any new processes for the manufacture or renewing of tyres, and to carry on the business of motor car manufacturers, motor engineers, and agents for manufacturers, motor accessory dealers, and manufacturers, and proprietors of garages, refilling stations, repair shops and service stations.

(c) To carry on the business of rubber, leather and waterproof manufacturers and makers of and dealers in articles of any description made or prepared with rubber, artificial rubber, leather or waterproof materials.

(d) To carry on the business of motor, electric and mechanical engineers, and suppliers, manufacturers, repairers and dealers in motors (whether petrol, gas, steam, electric, or otherwise), dynamos, chassis, electric storage batteries, electricity, petrol, gas, benzol, paraffin, oil, grease, and all kinds of plant, machinery, apparatus, tools, utensils, fittings, accessories, substances, materials and things used in the manufacture, maintenance and working of such motors, and which the Company may deem necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.

(e) To carry on the business of lorry, charabanc, wagon, carriage, car, cart, truck, cycle or other vehicle or conveyance manufacturers, builders, dealers, and repairers, whether such vehicles are self-propelled by means of petrol, gas, steam, electricity, or otherwise, and whether for railway, tramway, road, field or other traffic or purposes and also the business of smiths, body builders, woodworkers and painters in all their respective branches and factors and selling agents of any commodities transported by the Company and to carry on any other businesses which may seem to the Company capable of being conveniently carried on in connection with any of the above businesses.

(2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled capital of the Company.
- (6A) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee either by personal 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 both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares, debentures or securities of any corporation, firm or person, and in particular (but without limiting the generality of the foregoing) of any company which is for the time being the Company's holding company, as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said Section, of the Company's holding company, or otherwise associated with the Company in business.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's Capital, or any Debentures, Debenture Stock or

other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (8) Upon the issue of any shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by shares or options to take shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for shares or procuring subscriptions for shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.

- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £6,000, divided into 6,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

Share Capital
increased to
£6,000 on
12th September,
1932.

Increased to
£10,000 on
27th November,
1935.

Increased to
£12,000 on
30th December,
1948.

Increased to
£50,000 on
5th April,
1951.

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.
<p>ALBERT SLATER FOX, 249, Uttoxeter Road, Longton, Stoke-on-Trent. <i>Tyre Factor.</i></p>	One.
<p>ANNIE ELIZABETH FOX, 249, Uttoxeter Road, Longton, Stoke-on-Trent. <i>Spinner.</i></p>	One.

DATED this 14th day of November, 1930.

WITNESS to the above Signatures:—

P. T. BOWCOCK,

Longton.

Solicitor,

Number of } 252132
Company }



Form No. 28

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,
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.

REGISTERED

12 AUG 1964

of the
name of
the
company

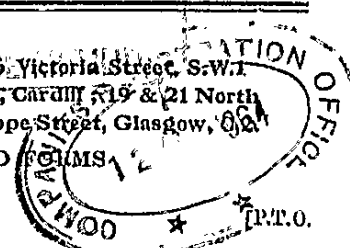
THE NORMEIR TYRE COMPANY

LIMITED

entered 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; 31 Charles Street, Cardiff, 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, 6

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



TO THE REGISTRAR OF COMPANIES.

THE NORMEIR TYRE COMPANY

LIMITED

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

that by a Special Resolution passed on 22nd July 1964 the
48,000 Ordinary Shares of Tenpence each of this
Company were consolidated into 2,000 Ordinary Shares
of £1 each.

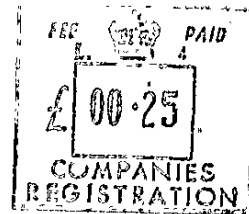
(Signature)



(State whether Director or Secretary) Director.

Dated the sixth day of August 1964

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



No. 252132 / 120

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution

OF

HOLDERS OF ORDINARY SHARES

OF

THE NORMEIR TYRE COMPANY LIMITED

Passed 22nd July, 1964

REGISTERED

12 AUG 1964

AT a SEPARATE GENERAL MEETING of the holders of the issued Ordinary Shares in the capital of the above-named Company, duly convened, and held at the offices of Messrs. Breton, Deacon & Co., at 88-90 The Strand, Longton in the City of Stoke-on-Trent, on Wednesday, the 22nd day of July, 1964, the subjoined RESOLUTION was duly passed as an EXTRAORDINARY RESOLUTION, namely:—

EXTRAORDINARY RESOLUTION

That this Separate General Meeting of the holders of the whole of the issued Ordinary Shares of Tenpence each in the capital of the above-named Company, hereby sanction all modifications or variations in the rights and privileges attached to the issued Ordinary Shares in the Company proposed to be effected by the Special Resolutions numbered 1 and 2 set out in the notice dated 10th July, 1964, convening an Extraordinary General Meeting of the Company to be held on the 22nd day of July, 1964.

Presented to the Registrar of Companies for filing on
1964.

Chairman
THE SOLICITORS' LAW STATIONERY SOCIETY LIMITED
Breton

No. 252132

121



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution

OF

**HOLDERS OF 5 PER CENT. NON-CUMULATIVE
PREFERENCE SHARES**

OF

THE NORMEIR TYRE COMPANY LIMITED

Passed 22nd July, 1964

REGISTERED
12 AUG 1964

AT a SEPARATE GENERAL MEETING of the holders of the issued 5 per cent. Non-Cumulative Preference Shares in the capital of the above-named Company, duly convened, and held at the offices of Messrs. Breton, Deacon & Co., at 88-90 The Strand, Longton, in the City of Stoke-on-Trent, on Wednesday, the 22nd day of July, 1964, the subjoined RESOLUTION was duly passed as an EXTRAORDINARY RESOLUTION, namely:—

EXTRAORDINARY RESOLUTION

That this Separate General Meeting of the holders of the whole of the issued 5 per cent. Non-Cumulative Preference Shares of £1 each in the capital of the above-named Company hereby sanction all modifications or variations in the rights and privileges attached to the issued 5 per cent. Non-Cumulative Preference Shares in the Company proposed to be effected by the Special Resolutions numbered 1 and 2 set out in the Notice dated 10th July, 1964, convening an Extraordinary General Meeting of the Company to be held on the 22nd day of July, 1964.

Chairman.

Presented to the Registrar of Companies
for filing on

The Solicitors' Law Stationery Society, Limited, Oyez House, Dreams Buildings, E.C.4

COMPANY DEPARTMENT

CO 430 12 AUG 1964



No. 252132

122



The Companies Act, 1948

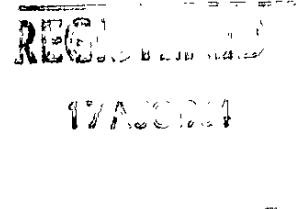
COMPANY LIMITED BY SHARES

Special Resolutions

OF

THE NORMEIR TYRE COMPANY LIMITED

Passed 22nd July, 1964



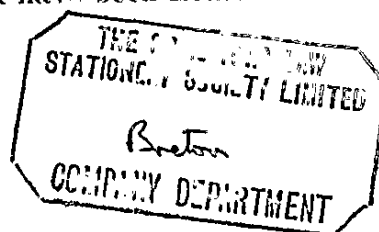
AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at the offices of Messrs. Breton, Deacon & Co., at 88-90 The Strand, Longton, in the City of Stoke-on-Trent, on Wednesday, the 22nd day of July, 1964, the subjoined RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS, namely :—

SPECIAL RESOLUTIONS

1. That the capital of the Company be reorganised so as to be £50,000, divided into 50,000 Ordinary Shares of £1 each in manner following :—

(A) Every twenty-four Ordinary Shares of Tenpence each in the capital of the Company shall be and are hereby consolidated into one Ordinary Share of £1.

(B) All rights, privileges and restrictions attached to the 48,000 5 per cent. Non-Cumulative Preference Shares of £1 each (all of which have been issued and are fully paid) shall be and



No. 252132

122



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolutions

OF

THE NORMEIR TYRE COMPANY LIMITED

Passed 22nd July, 1964

REGISTERED
17 AUG 1964

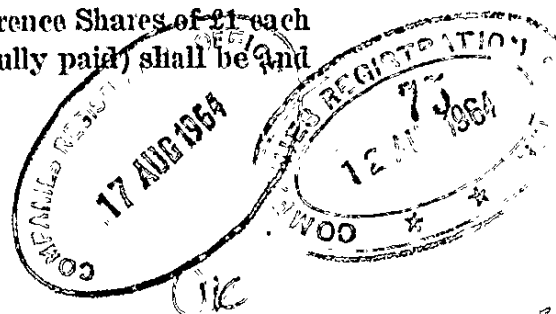
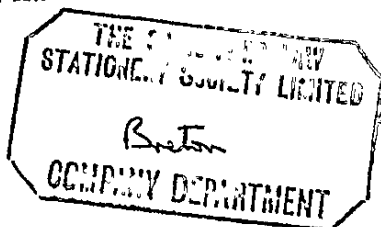
AT AN EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at the offices of Messrs. Breton, Deacon & Co., at 88-90 The Strand, Longton, in the City of Stoke-on-Trent, on Wednesday, the 22nd day of July, 1964, the subjoined RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS, namely:—

SPECIAL RESOLUTIONS

1. That the capital of the Company be reorganised so as to be £50,000, divided into 50,000 Ordinary Shares of £1 each in manner following:—

(A) Every twenty four Ordinary Shares of Tenpence each in the capital of the Company shall be and are hereby consolidated into one Ordinary Share of £1.

(B) All rights, privileges and restrictions attached to the 48,000 5 per cent. Non-Cumulative Preference Shares of £1 each (all of which have been issued and are fully paid) shall be and



are hereby cancelled and the said shares shall be Ordinary Shares of £1 each ranking as such in full for all dividends hereafter declared or paid in respect of any period subsequent to the 31st day of December, 1963.

(c) Every holder of any of the previously existing Ordinary Shares of Tenpence and the Preference Shares shall, if and when required so to do by the Directors, deliver up the share certificates therefor in exchange for certificates of his holding of shares as the same will exist as a result of this reorganisation of capital.

2. That the regulations contained in the printed document submitted to this meeting and for the purpose of identification signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

H. L. Allen
Chairman.

Presented to the Registrar of Companies for
filing on , 1964.

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

THE NORMEIR TYRE COMPANY LIMITED

(Adopted by Special Resolution passed on the 22nd July, 1964)

1. The regulations in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the Company, but 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 (hereinafter called "Table A"), shall constitute the regulations of the Company.

2. Regulations 24, 75, 77, 78, 88 to 97 (inclusive) and 107 to 109 (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 persons being members or proxies for members" shall be substituted for the words "save as herein otherwise provided 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. Subject to the provisions of the Companies Act, 1948, 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 not be less than two, nor ~~more than eight~~.

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 value of the issued shares for the time being in the capital of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (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 lodgment at the registered office of the Company.

9. A person shall be capable of being appointed or re-appointed a Director of the Company notwithstanding that he shall have attained the age of seventy at or prior to the date of such appointment or re-appointment, and no Director shall vacate his office by reason of his having attained the age of seventy or any other age.

10. The proviso to regulation 70 of Table A shall not apply to the Company.

11. 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 (subject to any contract between himself and the Company) 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. A Director 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.

12. The office of a Director shall be vacated in any of the following events, namely :—

- (A) If (not being a Managing Director or other executive Director who by the terms of his appointment is not entitled to resign) he resign his office by writing under his hand left at the registered office of the Company.
- (B) If he have a receiving order made against him or compound with his creditors.
- (C) If he be found lunatic or become of unsound mind.
- (D) If he be absent from meetings of the Directors for six months without leave and the Directors resolve that his office be vacated.

13. (A) The Directors may from time to time appoint any one or more persons (whether already a Director or Directors or not and whether employed by the Company or not) to be a Managing Director or Managing Directors or Assistant Managing Director for such period and on such terms as they think fit. The Directors may from time to time also appoint any one or more of their number as Chairman and/or Vice-Chairman of the Company and/or to perform executive or special services or duties for such period (whether involving a full-time occupation or not) and generally on such terms as they think fit. The appointment of a Managing Director or an Assistant Managing Director or a specially remunerated Chairman or Vice-Chairman of the Company or a Director to perform executive or special services or duties shall be subject to determination *ipso facto* if he cease from any cause to be a Director or (subject to the terms of

any contract between him and the Company) if the Directors resolve that his term of office as Managing Director or Assistant Managing Director or as Chairman or Vice-Chairman or as Director to perform executive or special services or duties (as the case may be) be determined, but nothing herein contained shall be deemed to deprive a person removed as a Director of compensation or damages (if any) payable to him in respect of the determination of his appointment as Managing Director or Assistant Managing Director or Chairman or Vice-Chairman or Director to perform executive or special services or duties (as the case may be).

(b) A Managing Director or Assistant Managing Director or Chairman or Vice-Chairman or a Director appointed to perform executive or special services or duties shall receive such remuneration (if any) as the Directors may determine, and such remuneration may take such form or forms as the Directors shall from time to time decide in each case.

(c) The Directors may entrust to and confer upon a Managing Director or Assistant Managing Director or Chairman or Vice-Chairman or a Director appointed to perform executive or special services or duties any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

(d) The Directors shall have power to designate any employee of the Company as a departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title for such period at such remuneration, with such powers and discretions, and in all respects on such terms as they may think fit, and no such employee shall, by reason of such designation, be constituted a Director of the Company or a person occupying the position of a Director of the Company for the purposes of the Statutes.

14. 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 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 holding or who held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been

at any time interested, and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

15. The share capital of the Company upon the adoption of these Articles is £2,000, divided into 2,000 Ordinary Shares of £1 each.

This is a print of the new Articles of Association of the Company which were by Special Resolution of the Company duly passed on the 22nd day of July, 1984, adopted as the Articles of Association of the Company in lieu of and to the exclusion of the Articles of Association then existing.

H. S. R. A. C. M.
Chairman of the Meeting.

No. 252132



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The Companies Act, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE NORMEIR TYRE COMPANY LIMITED



Passed 29th December, 1965

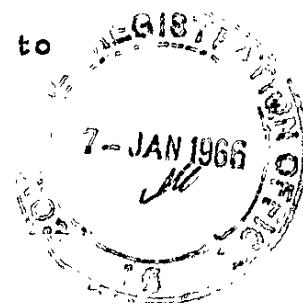
At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held on Wednesday, the 29th day of December, 1965, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely:-

SPECIAL RESOLUTION

That the name of the Company be changed to
THE NORMEIR TYRE & BATTERY CO. LIMITED.

H. Allen

Chairman.



Presented to the Registrar of Companies for
filing on



BRETON, DEACON & CO.

SOLICITORS
COMMISSIONERS FOR OATHS

R. S. DEACON
C. WHALLEY, B.A. (OXON)
C. M. PENRICE

TELEPHONES
STOKE-ON-TRENT 39011
TELEGRAMS
BRETONS, STOKE-ON-TRENT

YOUR REF. CR 98/8296/65
OUR REF N/B/14309

88-90, The Strand,
London,
STOKE-ON-TRENT

6th January 1966

Dear Sir,

Thank you for your letter dated 4th January returning
Special Resolution.

The Company is not an exempt Private Company.

The Copy Special Resolution is prepared by Heat-fused
electro-static photography which we understand is acceptable. We
therefore return the document herewith and shall be
glad to know on what date the Resolution is filed.

Please let us have the Certificate of Incorporation
on Change of Name as quickly as possible.

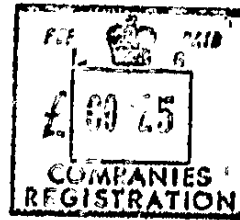
Yours faithfully,

The Registrar of Companies,
Companies Registration Office,
Companies House,
55-71 City Road,
LONDON E.C.1.



ENC.

No. 252132



42

Reference: C.R. 98/8296/65

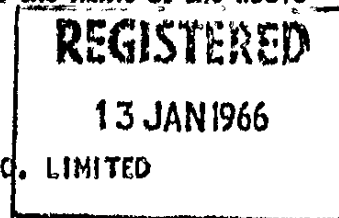
BOARD OF TRADE

COMPANIES ACT, 1948

THE NORMEIR TYRE COMPANY LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

THE NORMEIR TYRE & BATTERY CO. LIMITED



Signed on behalf of the Board of Trade

this THIRTEENTH DAY OF JANUARY

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

2113 W.40X6 D.4131 12M 2/65 T.P. Op. 674.

No. 252132

130

DUPLICATE FOR THE FILE



Certificate of Incorporation on Change of Name

Whereas

THE NORHEIR TYRE COMPANY LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1929,

on the TWENTIETH DAY OF NOVEMBER, 1930

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

THE NORHEIR TYRE & BATTERY CO. LIMITED

Given under my hand at London, this THIRTEENTH DAY OF JANUARY
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Certificate received by

P. C. C.

L. S. Whitfield

Assistant Registrar of Companies.

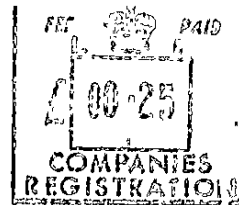
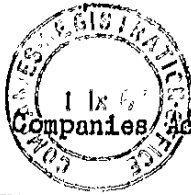
Date

13/1

No. 252132

1134

The Companies Act, 1948



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THE NORMEIR TYRE & BATTERY CO. LIMITED

Passed 24th August 1967

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held on Thursday, the 24th day of August, 1967, the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely :-

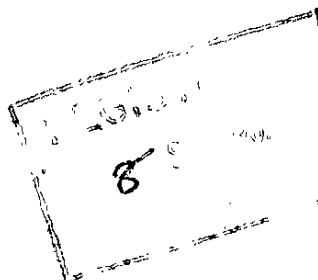
SPECIAL RESOLUTION

That the name of the Company be changed to
NORMEIR-TYREBATT LIMITED

K. K. Rao

Chairman

Presented to the Registrar of Companies
for filing on



THE WITHIN. WRITTEN COPY RESOLUTION IS AN
ACCURATE PHOTOGRAPHIC COPY OF THE RESOLUTION
FILED IN THE COMPANY'S MINUTE BOOK, THE COPY
BEING MADE ON PAPER SUPPLIED FOR USE WITH
A RANK - 800X 914 OFFICE COPIER AND THE
LATTER MARKING BEING USED.

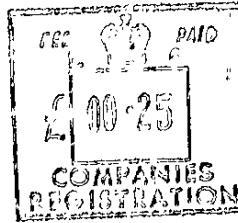
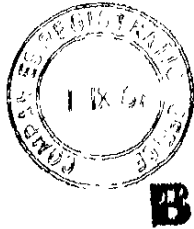
DATED THIS 5TH DAY OF SEPTEMBER 1967

Bretton, J. Green & Co.

88-90, The Strand, London,
WTC. 2. 1. 1. 1.

Witness for the Company.

No. 252132



Reference: C.R.

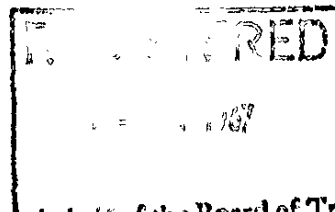
BOARD OF TRADE

COMPANIES ACT, 1948

NORMEIR TYRE & BATTERY CO. LIMITED (THE)

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

NORMEIR-TYREDATT LIMITED



Signed on behalf of the Board of Trade

this 2ND OCTOBER, 1967.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C.60

313/101 D.16/1001 1051 T.P. 13/66 G.P. 63

125
DUPLICATE FOR THE FILE.

No. 252132



Certificate of Incorporation on Change of Name

Whereas

THE NORWEIR TYRE & BATTERY CO. LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the 20TH NOVEMBER, 1930

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

NORWEIR-TYREDATT LIMITED

Given under my hand at London, this 2ND OCTOBER, 1967.

Certificate received by

L.S. Whitfield.

Assistant Registrar of Companies.

Date

✓
No. 252132

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The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution
OF
NORMEIR-TYREBATT LIMITED

Passed 11th December, 1968

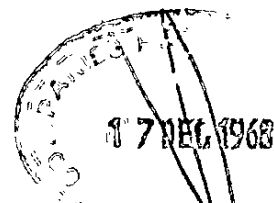
AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held on Wednesday, the 11th day of December, 1968, the subjoined RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely :—

SPECIAL RESOLUTION

That the name of the Company be changed to "MOTORWAY TYRES AND ACCESSORIES LIMITED".

K. W. Deacon
Chairman.

Presented to the Registrar of Companies
for filing on





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 252132

139

Whereas

KORMEIR-TYREBATT LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1929,

on the **20TH NOVEMBER, 1930**

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

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

MOTORWAY TYRES AND ACCESSORIES LIMITED

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

[Signature]
Assistant Registrar of Companies

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THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Skill Rte

SPECIAL RESOLUTION

of

MOTORWAY TYRES AND ACCESSORIES LIMITED ✓

Passed 26th September, 1975

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at short notice on Friday, the Twenty-Sixth day of September, 1975, at Bath Road, Melksham, Wiltshire, the following resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

THAT:

(A) Notwithstanding anything contained in the Articles of Association of the Company the Directors shall have power to cause the Company to guarantee or undertake joint or joint and several liability for or provide security for, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of any contracts or obligations of,



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and repayment or payment of the principal amounts of and premiums (if any) interest and dividends on any shares debentures or other securities of any person, firm or company including in particular (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (within the meaning of Section 154 of the Companies Act 1948) or another subsidiary (within the meaning of the said Section) of the Company's holding company or is (in the opinion of the Directors) materially associated with the Company directly or indirectly by way of common shareholding or is otherwise associated with the Company in business 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 on its behalf any guarantee joint or joint and several covenant 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 and such guarantee covenant 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 matters;

(b) In furtherance of the objects of the Company as set out in the Memorandum of Association the Directors be and they are hereby authorised notwithstanding anything contained in the Articles of Association of the Company to affix the Common Seal of the Company to:-

- (a) composite joint and several guarantees of
Avon Rubber Company Limited ("Avon"), the

Company and certain other Subsidiaries of Avon
in favour of each of the Banks below mentioned.

- (b) a deed in favour of Midland Bank Limited supplemental to existing securities of the Company in favour of such Bank;
- (c) a deed in favour of Brown Shipley & Co. Limited and Arbutnot Latham & Co. Limited supplemental to existing securities of the Company in favour of such Banks;
- (d) a deed in favour of National Westminster Bank Limited creating (inter alia) a floating charge in favour of such Bank by the Company;
- (e) a deed in favour of Lloyds Bank Limited creating (inter alia) a floating charge in favour of such Bank by the Company;
- (f) a deed recording priorities and intended to be made between Avon (1) the Company and certain other Subsidiaries of Avon (2) and the Bank aforesaid (3 to 6).

all in the form of the draft documents produced to the Meeting and signed for the purposes of identification by John Roger Bradbeer, with such amendments as the Directors may think fit, all for the purpose of securing the payment and discharge of the liability and indebtedness to the Banks of all of the following companies, namely :-

Registered NumberName

32965	Avon Rubber Company Limited
426712	Avon Rubber Company (Bridgend) Limited
N.I. 706	Avon Tyres (N.I.) Limited
259668	Avon Inflatables Limited
150903	Avon Tyres Limited
34678	Avon Industrial Polymers Limited
149360	The Pundut Estate, Limited
280551	City Tyre Co. Limited
253132	Motorway Tyres and Accessories Limited
77717	Avon Medicals Limited
1184132	Avon Processed Polymers Limited
1184202	Avon Medicals Overseas Limited
1184201	Avon Industrial Polymers (Overseas) Limited
1184205	Avon Tyres Overseas Limited
1184203	Avon Rubber Company East Africa Limited
1184204	Avon Safety Wheel Limited

and such other subsidiaries of Avon as might be agreed between Avon and the relative Bank,

and this Special Resolution shall have overriding effect as against the Articles of Association of the Company and accordingly shall operate by way of amendment to the Articles of Association to any extent necessary for it to have effect.

CHAIRMAN OF THE MEETING.



EDWARD
LAWSON

The Companies Act 1929

and

169 The Companies Acts 1948 to 1976

SPECIAL RESOLUTIONS
of
MOTORWAY TYRES AND ACCESSORIES LIMITED

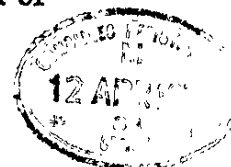
Passed 30th March, 1979

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at the offices of Avon Rubber Co. Limited on the Thirtieth day of March, 1979, the following resolutions were duly passed as SPECIAL RESOLUTIONS:-

- 1) That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.
- 2) That the objects of the Company be altered by deleting the whole of Clause 3 of its Memorandum of Association and by submitting in lieu thereof Clause 3 as set out in the print of the Memorandum submitted to the meeting and for the purposes of identification signed by the Chairman.
- 3) That the second sentence of Clause 5 of the Memorandum of Association of the Company be deleted.

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CHAIRMAN



No. 252132

THE COMPANIES ACT 1929

and

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MOTORWAY TYRES AND ACCESSORIES LIMITED

Incorporated the 20th day of November 1930

Articles as altered by Special Resolution
passed on 30th March 1979

Memorandum as altered by Special Resolution
passed on 30th March 1979



A handwritten signature in dark ink, appearing to be 'J. H. H. H.' or similar, with a long horizontal line extending to the right.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

MOTORWAY TYRES AND ACCESSORIES LIMITED

(As altered by Special Resolution passed on the 30th day of March 1979.)

* 1. The name of the Company is "MOTORWAY TYRES AND ACCESSORIES LIMITED". ✓

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :- ✓

1. (a) To carry on the business of manufacturers, dealers, factors and merchants in tyres for all kinds of vehicles and to carry on the processes of reconditioning, retreading, vulcanising, or otherwise treating tyres, and generally to carry on businesses of any kind in relation to tyres, and to adopt any new processes for the manufacture or renewing of tyres, and to carry on the business of motor car manufacturers, motor engineers, and agents for manufacturers, motor accessory dealers, and manufacturers, and proprietors of garages, refilling stations, repair shops and service stations. ✓
- (b) To carry on the business of motor, electric and mechanical engineers, and suppliers, manufacturers, repairers and dealers in motors (whether petrol, gas, steam, electric, or otherwise), dynamos, chassis, electric storage batteries, electricity, petrol, gas, benzol, paraffin, oil, grease, and all kinds of plant, machinery, apparatus, tools, utensils, fittings, accessories, substances, materials and things used in the manufacture, maintenance and working of such motors, and which the Company may deem necessary or convenient for carrying on any of the above specified businesses or proceedings or usually dealt in by persons engaged in the like.

**The name of the Company was altered from THE NORMEIR TYRE COMPANY LIMITED to THE NORMEIR TYRE AND BATTERY COMPANY LIMITED by Special Resolution passed 29th December 1965, to NORMEIR-TYREBATT LIMITED by Special Resolution passed 24th August 1967 and to MOTORWAY TYRES AND ACCESSORIES LIMITED by Special Resolution passed 11th December 1968.*

- (2) To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the shares, stocks, debentures and other securities and interests of and in any corporations, companies, associations or firms for the time being engaged, concerned or interested in any industry, trade or business of a type similar to any or all of those which the Company is empowered by this memorandum to carry on or which can conveniently be carried on in connection with any such industry trade or business as aforesaid and to promote the beneficial co-operation of any such companies, associations or firms as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon.
- (3) To employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith.
- (4) To make or do or assist in making or doing such arrangements and things as may be considered desirable with a view to causing the business of any such company, association or firm as aforesaid to be carried on economically and profitably or of promoting the success thereof by mutual assistance and by co-operation with one another or with the Company or by any other means and to perform any services or undertake any duties to or on behalf of and in any other manner assist any such company, association or firm as aforesaid and either without remuneration or on such terms as to remuneration as may be agreed.
- (5) To guarantee the payment of dividends on any shares of the capital of any of the corporations, companies or associations in which this Company has or may at any time have an interest, and to become surety in respect of, endorse or otherwise guarantee the payment of the principal of or interest on any shares, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, acceptances, drafts, bills of exchange or evidence of indebtedness issued or created by any such corporations, companies or associations.
- (6) To become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any corporation, company or association, any of whose shares, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, acceptances, bills of exchange or evidences of indebtedness, are at any time held by or for this Company, or in which this Company is interested or with which it is associated, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such share, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, bills of exchange or evidence of indebtedness.

- (7) To organise, incorporate, reorganise, finance and to aid and assist financially, or otherwise, companies, corporations, syndicates, partnerships, and associations of all kinds, and to underwrite or guarantee the subscription of shares, stocks, debentures, debenture stock, bonds, loans, obligations, securities and notes of any kind and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof.
- (8) To carry on all kinds of promotion business, and, in particular, to form, constitute, float, lend money to, assist, manage and control any companies, associations or undertakings whatsoever.
- (9) To vary the investments and holdings of the Company as may from time to time be deemed desirable.
- (10) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (11) To apply for, purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (12) To purchase, take on lease, or in exchange, or otherwise acquire any lands and buildings in the United Kingdom or elsewhere and any estate or interest in any rights connected with any such lands or buildings, to develop and turn to account in any manner any land acquired by or in which the Company is interested.
- (13) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.
- (14) To guarantee or provide security for, whether by personal 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 both such methods, the performance of any contracts or

obligations of, and the repayment or payment of the principal amounts of and premiums interest and dividends on all 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 within the meaning of Section 154 of the Companies Act 1948 or another subsidiary within the meaning of the said Section of the Company's holding company or otherwise associated with the Company in business.

- (15) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (16) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (17) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (18) To give all kinds of indemnities.
- (19) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (20) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (21) To pay for and to accept payment for any property or rights acquired by or disposed of by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock (of the Company or any other company or corporation as the case may be), with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise or in debentures or mortgages or other securities (in the case of the Company, being debentures or mortgages or other securities which the Company has power to issue) or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares stock or securities so acquired.

- (22) To purchase or otherwise acquire, take-over or undertake all or any part of the business, property, liabilities and transactions of any person firm or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (23) To procure the registration or incorporation of any Company in or under the laws of any place outside England.
- (24) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (25) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such person, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (26) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (27) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (28) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £50,000 divided into 50,000 shares of £1 each. ✓

The Companies Act 1929

and

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

*MOTORWAY TYRES AND ACCESSORIES LIMITED

(As altered by Special Resolution passed on the 30th day of March 1979.)

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to regulations in Part I of the said Table A unless otherwise stated. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply.

PRIVATE COMPANY

2. The Company is a private company and accordingly the restrictions contained in regulation 2 of Part II of Table A shall apply.

3. The share capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each.

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

TRANSFER OF SHARES

5. An instrument of transfer of fully paid shares need not be signed by or behalf of the transferee. Regulation 22 shall be modified accordingly.

**The name of the Company was altered from THE NORMEIR TYRE COMPANY LIMITED to THE NORMEIR TYRE AND BATTERY COMPANY LIMITED by Special Resolution passed 29th December 1965, to NORMEIR-TYREBATT LIMITED by Special Resolution passed 24th August 1967 and to MOTORWAY TYRES AND ACCESSORIES LIMITED by Special Resolution passed 11th December 1968.*

6. Subject to the provisions of regulation 24 any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

7. The Company shall not charge transfer or registration fees. References to fees in regulations 25 and 28 shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

8. Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 shall be modified accordingly.

9. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

10. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Regulations 70 and 71 shall not apply.

11. A resolution in writing signed by the holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorized representative.

DIRECTORS

12. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors. The first Directors shall be appointed by notice in writing signed by the Subscribers to the Memorandum of Association. Regulation 75 shall not apply.

13. A Director shall not be required to hold any shares of the Company by way of qualification. Regulation 77 shall not apply. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

14. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any

Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 76 shall not apply.

15. Regulation 79 shall be modified to include the word "guarantees" before the word "debentures" and the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

16. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 84 shall be extended accordingly.

17. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

18. The office of a Director shall be vacated in any of the events specified in regulation 88 save that a Director shall vacate office under paragraph (f) of such regulation only if in the circumstance therein mentioned the Directors by resolution so determine. The office of a Director shall also be vacated if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

19. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of regulations 95 and 97 shall not apply.

20. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. Regulation 106 shall not apply.

21. Regulations 107 to 109 (both numbers inclusive) shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

ALTERNATE DIRECTORS

22. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

23. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1976, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 shall be extended accordingly.

OVER-RIDING PROVISIONS

24. Whenever Avon Rubber Company Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles :-

- (A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- (C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be made by resolution of the Directors of the Parent Company and shall be notified to the Company in writing signed on behalf of the Parent Company by any one of its Directors or its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

252132

Name of company

MOTORWAY TYRES AND ACCESSORIES LIMITED
--

* insert full name of company

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

Day Month

5	0	0	4
---	---	---	---

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month Year

5	0	0	4	1	9	8	9
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as ~~(shortened)~~ ~~(terminated)~~ ~~(terminated)~~ and ~~(terminated)~~ ~~(terminated)~~ ~~(terminated)~~ will come to an end on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed

The company is a (subsidiary) (holding company)† of

, company number

the accounting reference date of which is

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on and it is still in force.

Signed *J R Bradbeer* Designation **DIRECTOR**Date **14 April 1989**

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

PRINTED AND SUPERIMPOSED

Jordan & Sons Limited
JORDAN & SONS LIMITED
15, THE ARCADE
STREET, BATH, AVON
BA1 1JN
TELEPHONE 01225 312345



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

J R Bradbeer, Esq
Avon Rubber p.l.c.
Bath Road
Melksham
Wiltshire **SN12 9AA**

Ref: **JRB**For official Use
General Section

Post room

COMPANIES HOUSE
15 APR 1989

M

60

Notice by an holding or subsidiary company of new accounting reference date given after the end of an accounting reference period

225(2)

Please do not
write in
this margin

Pursuant to section 225(2) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

Name of company

* Insert full name
of company

• **MOTOWAY TYRES AND ACCESSORIES LIMITED**

Note
Please read notes
1 to 4 overleaf
before completing
this form

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

Day Month

3 1 1 1 2

The previous accounting reference period of the company is to be treated as ~~(shortened)~~(extended) and ~~(is to be treated as having come to an end)~~(will come to an end) it on

Day Month Year

3 1 1 2 1 0 8 3

† delete as appropriate

The company is a (subsidiary/~~holding company~~) of S P TYPES UK. LIMITED

CONFIDENTIAL AIRMAIL 024 7 BT

company number 1792065

the accounting reference date of which is 31st DECEMBER

Signed

(Director)(Secretary) Date 31st May 1989

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

For official Use
General Section

Post room

STREET AND OFFICE
Jordan's
JORDAN & BONS LIMITED
3701 AVENUE 155
MONTREAL, QUEBEC
TELEPHONE 611-2530
TELEX 5010



COMM - 2000
- 2 JUN 1989
M 8

**Notice of increase
in nominal capital****123**

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

252 132

Name of company

* MOTORWAY TYRES AND ACCESSORIES LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 31st May the nominal capital of the company has been
increased by £ 1768.500 beyond the registered capital of £ 50,000.

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

A copy of the resolution authorising the increase is attached §

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

Please tick here if
continued overleaf



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

Signed

D ROWLEY

Designation:

SECRETARY

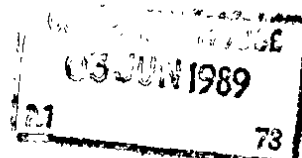
Date 1st June 1989

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

D ROWLEY
CHESTNUTS
WOOD LANE
KIDMORE END
RG4 9BB

For official Use
General Section

Post room



*The Companies Act 1929
and The Companies Acts 1948 to 1985*

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

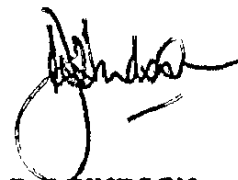
MOTORWAY TYRES & ACCESSORIES LTD.

Passed 31st May 1989

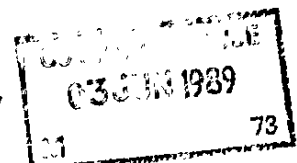
At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Bath Road, Melksham, Wiltshire on Wednesday 31st May 1989 the subjoined Ordinary Resolution was duly passed:-

ORDINARY RESOLUTION

"That the authorised share capital of the Company be increased to £1,818,500 by the creation of 1,768,500 additional ordinary shares of £1 each and that with effect from the time of the passing of this resolution the directors be unconditionally authorised pursuant to Section 80 Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum amount of £1,768,500 at any time or times during the period of five years from the date hereof to Avon Rubber p.l.c."



D. J. HUDSON
Chairman of the Meeting



Deloitte Haskins & Sells

252132

Chartered Accountants

Bull Wharf
Radclyffe Street
Bristol BS9 4 71R
Telephone 0272 260514
Telex 449263
Facsimile 0272-290810

your ref:

our ref YRIH/JAW

The Directors
Motorway Tyres and Accessories Limited
Crown House
Crown Street
Reading
Berkshire
RG1 2SL

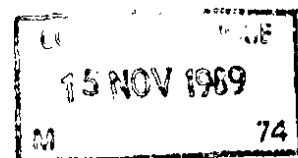
26 October 1989

Dear Sirs

In accordance with Section 390 of the Companies Act 1985, this will give you formal notice of our resignation as auditors to the company with immediate effect. There are no circumstances connected with our resignation that we consider ought to be brought to the notice of the company's members or creditors.

Yours faithfully

Deloitte Haskins & Sells



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

252132

Name of company

* MOTORWAY TYRES AND ACCESSORIES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 12th DECEMBER 1990 the nominal capital of the company has been
increased by £ 4,000,000 beyond the registered capital of £ 1,818,500.

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

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

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

Please tick here if
continued overleaf

☐

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

Signed *S J Ledward* S J LEDWARD

Designation: SECRETARY

Date 21/12/90.

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

S J LEDWARD
25 CROFT CLOSE
ELFORD
TAMWORTH
STAFFS B79 9BU

For official Use
General Section

Post room

COMPANIES HOUSE
27 DEC 1990

17

The Companies Act 1929
and The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

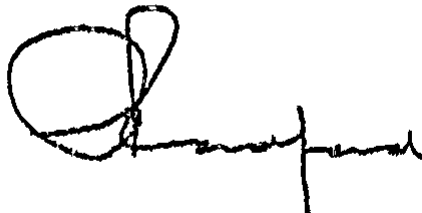
At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Crown House, Crown Street, Reading, Berkshire on Wednesday 12th December 1990 the subjoined Ordinary Resolution was duly passed:-

ORDINARY RESOLUTION
OF

MOTORWAY TYRES & ACCESSORIES LTD

Passed 12th December 1990

"That the authorised share capital of the Company be increased from £1,818,500 to £5,818,500 by the creation of 4 million Ordinary Shares of £1 each carrying subject to their terms of issue the same rights as the existing Ordinary Shares of £1 each and that the directors of the Company be and hereby are generally and unconditionally authorized to exercise all or any of the powers of the Company to allot relevant securities within the meaning of Section 80 (2) of the Companies Act 1985 up to a maximum amount (measured by reference to the nominal value of the securities concerned) of 4 million and such authority (unless previously revoked or renewed) shall expire 5 years after the date of the passing of this resolution but shall allow the Company before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after such expiry".



G D RADFORD
CHAIRMAN OF THE MEETING



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

252132

Name of company

* MOTORWAY TYRES AND ACCESSORIES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 12th DECEMBER 1991 the nominal capital of the company has been
increased by £ 4,670,000 beyond the registered capital of £ 5,818,500.

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

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

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

Please tick here if
continued overleaf

☐

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

Signed



Designation:

SECRETARY

Date 18th December 1991Presenter's name address and
reference (if any):

S. J. LEONARD
25 CROFT CLOSE
ELFORD,
TAMWORTH,
STAFFS.
B79 9BU

For official Use

General Section

Post room

The Companies Act 1929
and The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

At an Extraordinary General meeting of the members of the above named Company duly convened and held at Crown House, Crown Street, Reading, Berkshire on Thursday 12 December 1991 the subjoined Ordinary Resolution was duly passed:


ORDINARY RESOLUTION

OF

MOTORWAY TYRES & ACCESSORIES LTD

Passed 12 December 1991

"That the authorised share capital of the Company be increased from £9,818,500 to £9,818,500 by the creation of 4 million Ordinary Shares of £1 each carrying subject to their terms of issue the same rights as the existing Ordinary Shares of £1 each and that the directors of the Company be and hereby are generally and unconditionally authorized to exercise all or any of the powers of the Company to allot relevant securities within the meaning of Section 80 (2) of the Companies Act 1985 up to a maximum amount (measured by reference to the nominal value of the securities concerned) of 4 million and such authority (unless previously revoked or renewed) shall expire 5 years after the date of the passing of this resolution but shall allow the Company before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after such expiry".


G D RADFORD
CHAIRMAN OF THE MEETING

12 DEC 1991
12 DEC 1991
12 DEC 1991

G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

252132

Name of company

* <u>MOTORWAY TYRES & ACCESSORIES LTD</u>

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 2nd December 1992 the nominal capital of the company has been
increased by £ 4,000,000 beyond the registered capital of £ 9,818,500.

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

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

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

Please tick here if
continued overleaf

--

Signed

S. J. Ledward

Designation: SECRETARY

Date 7th December 1992Presenter's name address and
reference (if any):

MR S J LEDWARD
WESTFIELD
RECTORY ROAD
STREATLEY
BERKS RG8 9LE

For official Use
General Section

Post room

COMPANIES HOUSE
11 DEC 1992
18 13

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

No: 252132

The Companies Act 1929
and The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

At an Extraordinary General meeting of the members of the above named Company duly convened and held at Crown House, Crown Street, Reading, Berkshire on Wednesday 2 December 1992 the subjoined Ordinary Resolution was duly passed:


ORDINARY RESOLUTION

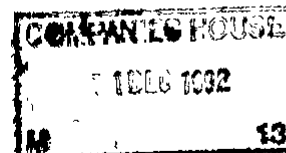
OF

MOTORWAY TYRES & ACCESSORIES LTD

Passed 2 December 1992

"That the authorised share capital of the Company be increased from £9,818,500 to £13,818,500 by the creation of 4 million Ordinary Shares of £1 each carrying subject to their terms of issue the same rights as the existing Ordinary Shares of £1 each and that the directors of the Company be and hereby are generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities within the meaning of Section 80 (2) of the Companies Act 1985 up to a maximum amount (measured by reference to the nominal value of the securities concerned) of 4 million and such authority (unless previously revoked or renewed) shall expire 5 years after the date of the passing of this resolution but shall allow the Company before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after such expiry".


G D RADFORD
CHAIRMAN OF THE MEETING



G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

252132

Name of company

* MOTORWAY TYRES & ACCESSORIES LTD

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 10 December 1993 the nominal capital of the company has been

increased by £ 3,000,000 beyond the registered capital of £ 13,818,500.

A copy of the resolution authorising the increase is attached.⁵

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

⁵ the copy must be
printed or in some
other form approved
by the registrar

Please tick here if
continued overleaf

☐

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

Signed

S J Ledward

Designation†

SECRETARY

Date 13/12/93

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

SIMON J LEDWARD
CROWN HOUSE
CROWN STREET
READING
BERKS RG1 2SL
(0734) 576231

For official Use
General Section

Post room



No: 252132

The Companies Act 1929
and The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

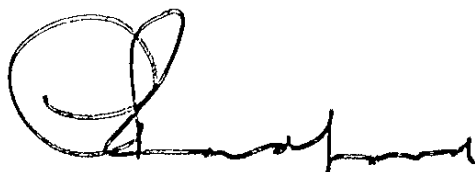
At an Extraordinary General meeting of the members of the above named Company duly convened and held at Crown House, Crown Street, Reading, Berkshire on Friday 10 December 1993 the subjoined Ordinary Resolution was duly passed:

ORDINARY RESOLUTION
OF

MOTORWAY TYRES & ACCESSORIES LTD

Passed 10 December 1993

"That the authorised share capital of the Company be increased from £13,818,500 to £16,818,500 by the creation of 3 million Ordinary Shares of £1 each carrying subject to their terms of issue the same rights as the existing Ordinary Shares of £1 each and that the directors of the Company be and hereby are generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities within the meaning of Section 80 (2) of the Companies Act 1985 up to a maximum amount (measured by reference to the nominal value of the securities concerned) of 3 million and such authority (unless previously revoked or renewed) shall expire 5 years after the date of the passing of this resolution but shall allow the Company before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after such expiry".


G D RADFORD
CHAIRMAN OF THE MEETING



No: 252132

The Companies Act 1929
and The Companies Acts 1948 to 1985


COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION
OF
MOTORWAY TYRES & ACCESSORIES LTD

Passed 28 September 1994

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at Crown House, Crown Street, Reading, Berkshire on Wednesday 28 September 1994 the subjoined Elective Resolution was duly passed:

That the Company being a private single member company within the meaning of the Companies Act 1985 hereby dispense with the laying of accounts and reports before general meeting, the holding of annual general meetings and the annual appointment of auditors in accordance with the provisions of Section 116 of the Companies Act 1989 (Section 379A of the Companies Act 1985).


G D RADFORD
Chairman of the Meeting



G

COMPANIES FORM No. 123

Notice of Increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

252132

Name of company

* MOTORWAY TYRES & ACCESSORIES LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 22 DECEMBER 1994 the nominal capital of the company has been
increased by £2,000,000 beyond the registered capital of £16,818,500.

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

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

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

Please tick here if
continued overleaf

☐

‡ Insert
Director,
Secret. Py.
Administrator,
Administratr. n
Receiver or
Receiver
(Scotland) as
appropriate

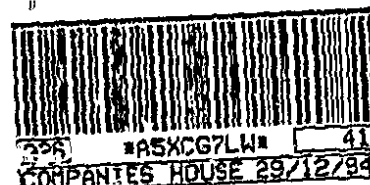
Signed

Designation SECRETARYDate 28th December 1994

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

For official Use
General Section

Postroom



MOTORWAY TYRES & ACCESSORIES LTD

No 252132

The Companies Act 1929
and The Companies Acts 1948 to 1985

COMPANY LIMITED BY SHARES

At an Extraordinary General meeting of the members of the above named Company duly convened and held at Crown House, Crown Street, Reading, Berkshire on Thursday 22 December 1994, the subjoined Ordinary Resolution was duly passed:

ORDINARY RESOLUTION

OF

MOTORWAY TYRES & ACCESSORIES LTD

Passed 22 December 1994

"That the authorised share capital of the Company be increased from £16,818,500 to £18,818,500 by the creation of 2 million Ordinary Shares of £1 each carrying subject to their terms of issue the same rights as the existing Ordinary Shares of £1 each and that the directors of the Company be and hereby are generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities within the meaning of Section 80 (2) of the Companies Act 1985 up to a maximum amount (measured by reference to the nominal value of the securities concerned) of 2 million and such authority (unless previously revoked or renewed) shall expire 5 years after the date of the passing of this resolution but shall allow the Company before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after such expiry".



D K OPENSHAW
CHAIRMAN OF THE MEETING

