

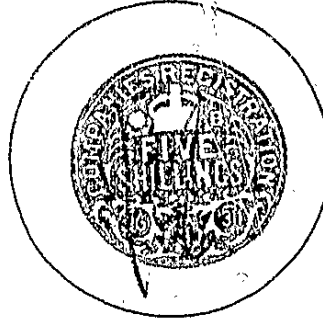
255259/1

Price Two Pence.

No. of Company.....

Form No. 41.

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.

28 MAR 1931

Pursuant to Section 15(2).

Name of
Company

Howard Butler Limited.

Presented by

Caffrey & Co.

111 Moorgate

London E.C.2.

I, Howard Butler
of "Colwall" Four Oaks Road
Four Oaks, Warwickshire
Electrical Instrument Manufacturer

Do solemnly and sincerely declare that I am (a) a person
named in the Articles of
Association as a Director

Howard Butler
of Howard Butler

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 141 Mowgate in
the City of London

the 24th day of March
one thousand nine hundred and thirty one
before me.

Frank Harrison

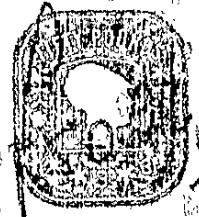
(b) A Commissioner for Oaths.

Howard Butler

No. of Certificate.....

255259

Form No. 25.



Howard Butler

COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the
Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance
Act 1920. (NOTE.—The Stamp Duty on the Nominal Capital is One Pound for every
£100 or fraction of £100.)

REGISTERED.

28 MAR 1931

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

Presented for registration by

Cassie Cayge & Co

111, Moorgate, London E.C. 2

The NOMINAL CAPITAL of ~~the~~

Howard Butler

~~Company~~, Limited,

is £ *5000*, divided into *5000* shares of £ *1*

each.

Signature *Howard Butler*

Description *Director*

Date *24th MARCH 1931.*

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



255239/3

The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Memorandum of Association

REGISTERED

OF

28 MAR 1931

HOWARD BUTLER LIMITED.

1. The name of the Company is "HOWARD BUTLER LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To carry on in the United Kingdom or elsewhere the business of manufacturers, repairers, factors, and designers of electrical and other scientific instruments, appliances, tools, toys, plant, machinery, engines and other electrical or mechanical devices, general engineers and engineers' agents, mechanical, automobile and electrical engineers, heating and ventilating, gas, sanitary and general engineers' machinists, founders, fitters, wire drawers, tube makers, metallurgists, saddlers, galvanisers, japanners, annealers, enamellers, electro-platers, painters, packing-case makers, metal merchants, and all other detailed branches of business usually or conveniently connected with any such business as aforesaid, either as principals or agents.
 - (B) To carry on in the United Kingdom or elsewhere the business of, factors and manufacturers of, dealers in, letters on hire, and repairers of all kinds of locomotives, motor cars, motor cycles, motor carriages, motor boats, aeroplanes, flying machines, airships, wheels, tyres, lamps, musical instruments, mechanical and other devices, all kinds of accessories, apparatus and component parts connected with the aforesaid, all kinds of apparatus and implements used in sports, games, and amusements.



gas, motor, electric, and other engines and machines of every description and the various parts thereof, and all articles and/or machinery and/or apparatus used in the manufacture thereof, to carry on the businesses of merchants' and manufacturers' agents in all kinds of goods, wares, and merchandise, and any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in accordance with such business or is calculated directly or indirectly to increase the value of or render profitable any of the Company's assets, property or rights.

- (C) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (D) To acquire and undertake the whole or any part of the business, property, and liabilities of, or amalgamate or enter into partnership or into arrangements to share profits with, any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (E) To take, subscribe for, or otherwise acquire and hold shares (whether fully or partly paid up), stock, debentures, or any other interests in any other company having objects altogether or in part similar to those of this Company, and to subsidise or otherwise assist any such company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (F) Generally to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal property, or patents, or licences, and in particular any land, buildings, works, plant, machinery, stock-in-trade goods, chattels, easements, rights, or privileges which the Company may think necessary or convenient for the purposes of its business, or which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.

- (G) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in any such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance and to purchase, redeem, or pay off any such securities.
- (H) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures; and other negotiable or transferable instruments.
- (I) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (J) To lend money and borrow money on any terms that may be thought fit, and particularly to and from customers or other persons having dealings with the Company, and to guarantee the performance of contracts by any such persons.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To sell or dispose of the property or undertaking of the Company, or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (M) To promote any company or companies for the purpose of acquiring all or any of the properties and liabilities of this Company, or for

any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (N) To distribute any of the Company's property among the Members in specie.
- (O) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (P) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.
- (Q) To alter this Memorandum of Association in such particulars as may be deemed desirable and in such manner as permitted by law.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or not, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £5000 divided into 5000 shares of £1 each.

Any of the said shares for the time being unissued and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued (other than shares issued with a preference), or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such rights or without any right of voting, and generally on such terms as the Company may from time to time determine, but so, nevertheless, that the rights or privileges attached to any class of shares may be affected, altered, modified or dealt with in accordance with the provisions in that behalf contained in the Articles of Association of the Company as originally framed or as altered by Special Resolution.

WE, the several persons whose names, addresses and descriptions 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>Howard Butler "Olwall" Four Oaks Road Four Oaks, Warwickshire Electrical Instrument Manufacturer Charles Henry White 25 Edgemoor Road Green Barnet, London N 11 Merchant</p> | <p>One Share. One Share</p> |
|---|---|

Dated the 24th day of March 1931.

Witness to the above Signatures:

Samuel L. Caffé
144 Moorgate
London E.C. 2
Chartered Accountant.



255259 / J

6.

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

HOWARD BUTLER LIMITED.

REGISTERED

28 MAR 1931

1. (a) The regulations contained in Table "A" given in the First Schedule of the Companies Act, 1929 (and hereinafter referred to as Table "A") shall apply to the Company save in so far as they are excluded or modified by the provisions herein set forth.

(b) If and whenever the following provisions, or any of them, shall be or be found to be in conflict with or contrary to the regulations contained in the said Table "A", the following provisions and Articles of the Company shall prevail.

2. The following Articles in Table "A" shall not apply to this Company, namely:- 11, 64 and 101.

3. The Company is a "Private Company" and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures or debenture stock of the Company; (B) the number of the 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) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (c) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

4. The shares shall be at the disposal of the Directors, and they may (subject as hereinafter provided) issue allot or otherwise dispose of them to such persons at such terms, and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, and provided that if after the first allotment of shares, they shall resolve

to issue any further shares, such further shares shall in the first instance be offered to such members as at the date of the offer are entitled to receive notices from the Company in proportions as nearly as circumstances admit to the number of existing shares held by them respectively. Such offers shall be made by notice specifying the number of further shares to which the member is entitled, and limiting a time within which the offer, if not accepted will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

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

6. The Directors may, in their uncontrolled discretion, and without assigning any reason therefore, refuse to register the transfer of any share to any person whom they shall not approve as transferee, and shall refuse to register any transfer of shares the effect of registering which would be to cause the contravention of Article 3 (B).

7. Any member desiring to transfer any share or shares belonging to him shall, in the first instance, offer the same in writing to the Directors for the time being who shall have the option (to be exercised in writing within 30 days after such offer) to acquire same on payment of the fair value thereof as hereinafter defined. In the event of the Directors not exercising such option the member shall be entitled to transfer the same to any other member or to any other person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership but save as aforesaid and save as provided by Clause 14 hereof no share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as aforesaid is willing to purchase the same at the fair value.

8. Except where the transfer is made pursuant to Clauses 7 or 14 hereof the person proposing to transfer

any shares (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company (or person selected as aforesaid) at the price so fixed, or at the option of the purchaser, at the fair value to be fixed by the Auditors in accordance with these Articles. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

9. If the Company shall within the space of 28 days after being served with such notice, find a member or person selected as aforesaid willing to purchase the share (hereinafter called "the purchasing member") and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value, to transfer the share to the proposing member.

10. In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share the Auditors shall, on the application of either party, certify in writing the sum which, in their opinion is the fair value, and such sum shall be deemed to be the fair value and in so certifying the Auditors shall be considered to be acting as experts and not as Arbitrators, and accordingly the Arbitration Act 1889 shall not apply.

11. If in any case the proposing transferor, after having become bound as aforesaid makes default in transferring the share the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the share, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

12. If the Company shall not within the space of 28 days after having been served with the transfer notice, find a member willing to purchase the shares and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Clause 6 hereof, to sell and transfer the share (or those not placed) to any person and at any price.

13. The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice given to the Company pursuant to Clause 8 hereof shall be offered to the members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by the Directors.

14. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of member, and any share of a deceased member may be transferred by his executors or administrators to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member (to whom such deceased member may have specifically bequeathed the same) and shares standing in the name of the trustees of the Will of any deceased member may be transferred upon any change of trustees for the time being of such Will and the restrictions in Clause 7 hereof shall not apply to any transfer authorised by this clause.

15. The Directors rights under Article 6 shall extend to any proposed transferee under Clauses 19, 20, 21 and 22 of Table A.

16. The Directors may from time to time at their discretion raise, borrow, or secure the payment of any sum of money for the purposes of the Company, and generally exercise all the powers of borrowing and raising money vested in the Company by the Memorandum of Association.

17. The Directors may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock of the Company charged upon all or any part of the property and rights of the Company (both present and future) including its uncalled Capital, or by giving, accepting or endorsing on behalf of the Company any promissory notes or bills of exchange or in any manner authorised by the Memorandum of Association.

18. The Directors may, out of the annual profits of the Company, set aside such sum as they may think fit for the purpose of providing a redemption fund for the repayment of debentures, debenture stock or redeemable preference shares or stock which may be hereafter authorised and issued in such amounts in such manner and at such periods as they may think expedient.

19. Any debentures, debenture stock, bonds or other securities, may be issued at a discount premium or otherwise and with any special privileges as to assignment redemption, surrender, drawings, allotment of shares or otherwise.

20. Clause 59 of Table A shall be modified so that the word "shall" is substituted for the words "need not" in the last sentence.

21. A resolution in writing signed by all the Directors shall be as valid and effective for all purposes as a resolution passed at a meeting of the Directors duly convened held and constituted.

22. Until otherwise decided by the Company in General Meeting the number of the directors shall not be less than two nor more than five. Two Directors shall form a quorum.

23. The first Directors of the Company shall be Howard Butler of "Colwall", Four Oaks, Warwick and Charles Henry Whittle of 25 Goldsmith Road Friern Barnet London N. 11 and the said Howard Butler shall be Managing Director.

24. The Directors, Auditors, Secretary and other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company, and their heirs executors and administrators respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages, and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and no such officer or trustee shall be answerable for the acts, receipts, neglects, or defaults of any other officer or trustee or for joining in any receipt for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested or for any other loss or damage due to any such cause as aforesaid or to any error of judgment or oversight on his part or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or trustee.

11.

25. If the Company shall be wound up, the Liquidators may, with the sanction of an extraordinary resolution, divide among the contributories in specie any part of the assets of the Company.

NAMEs, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Howard Butler

Colwall

Four Oaks Road

Four Oaks

Warwickshire

Electrical Instrument Manufacturer

Charles Henry White

25 Goldemich Road

Heim Barnett, London, N

Merchant

Dated the 24th day of March 1931.

Witness to the above Signatures:-

Samuel E. Cuffe

144, Moorfields

London E.C. 2

Chartered Accountant

DUPLICATE FOR THE FILE.

No. 255259



Certificate of Incorporation

I Hereby Certify,

That

HOWARD BUTLER LIMITED

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

Given under my hand at London this twenty-eighth day of March One

Thousand Nine Hundred and thirty-one.

C. C. Gallagher

Registrar of Companies.

Certificate
received by

Ad. Gontina. of Basse Baysal Co. CA.
141. below gate. E.P. 2.

Date *30th March 1931.*

231239

THE COMPANIES ACT, 1929.

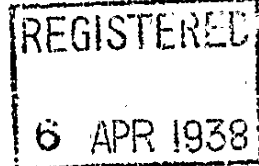
Special Resolution

(Pursuant to The Companies Act 1929, Section 117)

OF

HOWARD BUTLER LIMITED

Passed 23rd March, 1938



At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at "Crown Works" Lincoln Road, Walsall on the 23rd. day of March 1938, the subjoined Resolution was duly passed as a SPECIAL RESOLUTION, viz :—

RESOLUTION.

That Article 23 of the Company's Articles is hereby amended by adding thereto, immediately following the words "Managing Director"

"who shall hold the office until he dies or resigns, and may by Will or Codicil appoint, and in default of any such appointment the Trustees for the time being of his Will or any Codicil thereto may from time to time appoint, any person to be a Director in his place. A Director so appointed shall be deemed to hold the requisite qualification for office and all powers and authorities given to Directors by the Companies Act or these Articles shall be vested in a Director so appointed as if he or she had been appointed by these Articles, or by a minute of the Company duly passed."

Howard Butler

Chairman.

Filed with the Registrar
of Companies the
day of March 1938.

513

No. of Company 255259, / 31

The Companies Act 1948.



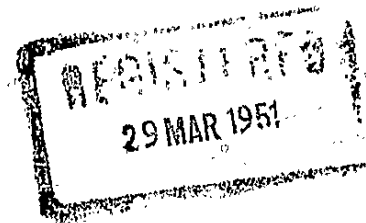
COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

Howard Butler Limited.

Passed 14th March 1951.



AT an EXTRAORDINARY GENERAL MEETING of the members of Howard Butler Limited, duly convened, and held at the Registered Office of the Company, Crown Works, Lincoln Road, Walsall, on the 14th day of March 1951, the following ORDINARY RESOLUTION was proposed by Mr. Howard Butler, seconded by Mr. Gordon Butler and passed unanimously:—

Resolved that the ordinary share capital of the Company be increased by 5,000 (five thousand) shares of £1 (One pound) each to 10,000 (ten thousand) shares of £1 (One pound) each, such new shares to rank *pari passu* in all respects with the existing 5,000 (five thousand) shares of the Company.

Howard Butler Chairman.

S.L.S.S./Bm.1076

THE COMPANIES ACT 1948

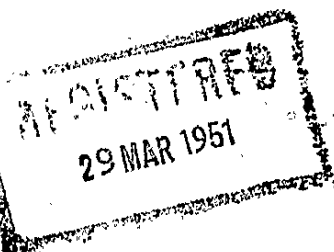
Notice of Increase in Nominal Capital

Pursuant to section 63

cert the
ame
the
pany

HOWARD BUTLER

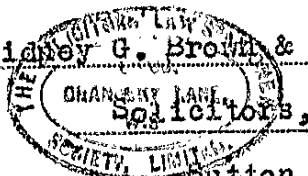
LIMITED



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. 63 (3) of the Act).

ented by

Sidney G. Brown & Deasington,

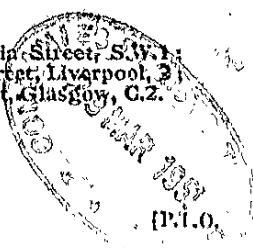


Solicitors,

Button Goldfield.

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



To THE REGISTRAR OF COMPANIES.

HOWARD BUTLER

Limited, hereby gives you notice, pursuant to

"Ordinary," Section 63 of the Companies Act, 1948, that by an Ordinary
"Extra-ordinary," or Resolution of the Company dated the 24th day of March 19 51.
"Special". the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 5,000.
beyond the Registered Capital of £5,000.

The additional Capital is divided as follows:—

| Number of Shares | Class of Share | Nominal amount of each Share |
|------------------|----------------|------------------------------|
| 5,000. | Ordinary | £1. |

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

They are to rank pari passu in all respects with the existing 5,000. shares of the Company.

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

Signature Howard Butler

State whether Director } Director.
or Secretary }

Dated the 24th day of March 1951

Number of
company

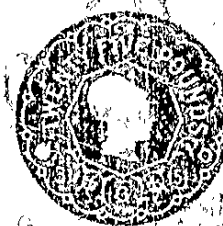
255239

33

Form No. 26a

THE STAMP ACT 1891

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



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

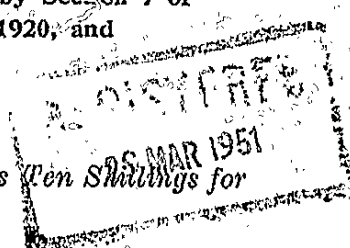
OF

HOWARD BUTLER

LIMITED

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

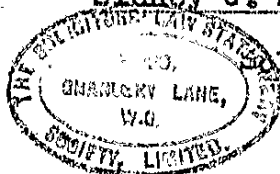
NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.



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

Presented by

Sidney G. Brown & Deasington,



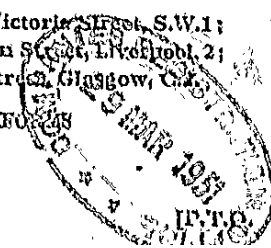
Solicitors,

Sutton Coldfield.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

HOWARD BUTLER

Limited

has by a Resolution of the Company dated

14th March

1951

been increased by

the addition thereto of the sum of £5,000

divided into:—

5000

Shares of £1 each

Shares of ——— each

beyond the registered Capital of £5,000.

Signature

Howard Butler

(State whether Director or Secretary)

Director

Dated the

24th

day of

March

1951.

No. 255259

38

[Handwritten signature]

THE COMPANIES ACT, 1948.

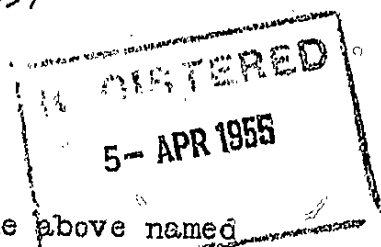


SPECIAL RESOLUTION

of

HOWARD BUTLER LIMITED

(Passed 21st March 1955)



At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at the Registered Office on the 21st day of March 1955 the subjoined Resolution was duly passed a SPECIAL RESOLUTION -

That it shall not be necessary for any person appointed a Director of the Company to hold or acquire any share or shares therein at any time while he remains in office.

Howard Butler
Chairman.

Presented by

301

Samuel E. Cuffe, C.
54, Lonsdale Road
New Barnet, Hertfordshire



143
The Companies Act 1948.



COMPANY LIMITED BY SHARES REGISTERED

17 MAY 1957

Resolutions

OF

HOWARD BUTLER LIMITED.

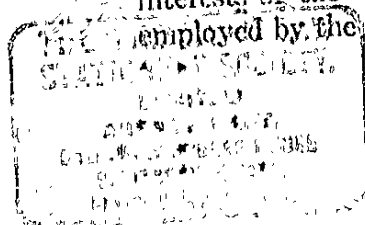
Passed the 10th day of May 1957.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Lincoln Road, Walsall, in the County of Stafford, on the 10th day of May 1957, the subjoined RESOLUTIONS were duly passed, in the case of RESOLUTIONS Numbered 1, 3 and 5 as SPECIAL RESOLUTIONS and in the case of RESOLUTIONS Numbered 2 and 4 as ORDINARY RESOLUTIONS:—

RESOLUTIONS.

1. That pursuant to Section 23 of the Companies Act 1948, the following new paragraph be inserted in the Company's Memorandum of Association after paragraph (i) in Clause 3 thereof:—

- (ii) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, Directors or ex-Directors, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers or of persons employed by the Company.



2

2. That the authorised capital of the Company be increased from £10,000 to £100,000 by the creation of 90,000 new Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing 6,500 Ordinary Shares in the Company.

3. That the Articles of Association of the Company be amended by the insertion of the following Regulations after Regulation Number 25 :—

“CAPITALISATION OF PROFITS.

26. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's Reserve Accounts or to the credit of the Profit and Loss Account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution :

Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

27. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf by the application thereto of their respective proportions of the

3
profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members."

4. That the sum of £78,000 being as to £3,091 18s. 4d. Excess Profits Tax Post-War Refund and as to £74,908 6s. 8d. part of the balance standing to the credit of the Profit and Loss Account of the Company and forming part of the undivided profits of the Company be appropriated as a bonus (free of income tax) to and amongst the Ordinary Shareholders of the Company and be satisfied by distributing amongst such Shareholders credited as fully paid up 78,000 unissued Ordinary Shares of £1 each in the Company in the proportion of twelve of such shares in respect of each existing Ordinary Share held by each such Shareholder and that the shares so distributed shall be treated for all purposes as an increase in the nominal capital of the Company held by each such Shareholder and not as income.

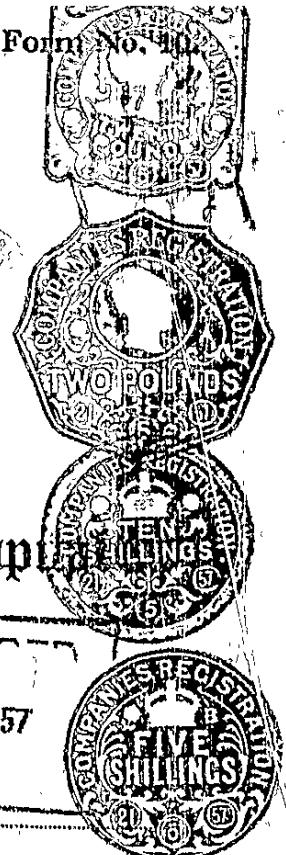
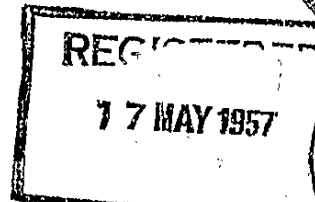
5. That Regulation Number 28 of the Company's Articles of Association (as amended by Special Resolution passed on the 28rd day of March 1938) be deleted.

A. Butler
Chairman.

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63



Under the
name
of the
company

HOWARD BUTLER

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. 63 (3) of the Act).

Printed by

THE SOLICITORS' LAW
STATIONERY SOCIETY.
Wragge & Co. 57/58/70/DL
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30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

HOWARD BUTLER Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 10th day of May 1957
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 90,000 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 |
|------------------|----------------|---------------------------------|
| 90,000 | Ordinary | £1 |

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

The new shares rank equally and pari passu in all
respects with the existing Ordinary Shares in the
capital of the Company.

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

Signature

H. V. Butler

State whether Director
or Secretary

Director

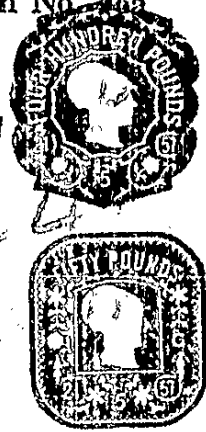
Dated the 10th day of May 1957

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

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

REGISTERED
7 MAY 1957

HOWARD BUTLER

LIMITED

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

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

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

sent by

THE SOLICITORS' LAW
STATIONERY SOCIETY,
LIMITED
Wragge & Co. 57/5370/DL
Bennetts Hill,

Birmingham 2.

The Solicitors' Law Stationery Society, Limited.

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
8-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

2

THE NOMINAL CAPITAL

OF

HOWARD BUTLER

Limited

has by a Resolution of the Company dated

10th day of May 1957 been increased by

the addition thereto of the sum of £90,000,

divided into :—

90,000 Ordinary Shares of £1 each

Shares of _____ each

beyond the registered Capital of £10,000

Signature

H. Butler

(State whether Director or Secretary) Director

Dated the 10th day of May 1957

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

The Companies Act 1929.

The Companies Act 1948.



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Howard Butler Limited.

(As amended by Special Resolution dated 10th May 1957).

1. The name of the Company is "HOWARD BUTLER LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (A) To carry on in the United Kingdom or elsewhere the business of manufacturers, repairers, factors, and designers of electrical and other scientific instruments, appliances, tools, toys plant, machinery, engines and other electrical or mechanical devices, general engineers and engineers' agents, mechanical, automobile and electrical engineers, heating and ventilating gas, sanitary and general engineers' machinists, founders, fitters, wire drawers, tube makers, metallurgists, saddlers, galvanisers, japanners, annealers, enamellers, electro-platers, painters, packing-case makers, metal merchants, and all other detailed branches of business usually or conveniently connected with any such business as aforesaid, either as principals or agents.
 - (B) To carry on in the United Kingdom or elsewhere the business of, factors and manufacturers of, dealers in, letters on hire, and repairers of all kinds of locomotives, motor cars, motor cycles, motor carriages, motor boats, aeroplanes, flying machines, airships, wheels, tyres, lamps, musical instruments, mechanical and other devices, all kinds of accessories, apparatus and component parts connected with the aforesaid, all kinds of apparatus and implements used in sports, games, and amusements, gas, motor, electric, and other engines and machines of every description and the various parts thereof, and all articles and/or machinery and/or apparatus used in the manufacture thereof, to carry on the businesses of merchants' and manufacturers' agents in all kinds of goods, wares, and merchandise, and any other trade or business whatsoever which can, in the



31 MAY 1957
86

opinion of the Company, be advantageously or conveniently carried on by the Company, by way of extension of or in accordance with such business or is calculated directly or indirectly to increase the value of or render profitable any of the Company's assets, property or rights.

- (c) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (d) To acquire and undertake the whole or any part of the business, property, and liabilities of, or amalgamate or enter into partnership or into arrangements to share profits with, any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (e) To take, subscribe for, or otherwise acquire and hold shares (whether fully or partly paid up), stock, debentures, or any other interests in any other company having objects altogether or in part similar to those of this Company, and to subsidise or otherwise assist any such company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (f) Generally to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal property, or patents, or licences, and in particular any land, buildings, works, plant, machinery, stock-in-trade goods, chattels, easements, rights, or privileges which the Company may think necessary or convenient for the purposes of its business, or which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to construct, maintain, and alter any buildings or works necessary or convenient for the purposes of the Company.
- (g) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise, or in any such other manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance and to purchase, redeem, or pay off any such securities.

- (H) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (I) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (II) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, Directors or ex-Directors, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (J) To lend money and borrow money on any terms that may be thought fit, and particularly to and from customers or other persons having dealings with the Company, and to guarantee the performance of contracts by any such persons.
- (K) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (L) To sell or dispose of the property or undertaking of the Company, or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (M) To promote any company or companies for the purpose of acquiring all or any of the properties and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (N) To distribute any of the Company's property among the Members in specie.

- (o) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (p) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them.
- (q) To alter this Memorandum of Association in such particulars as may be deemed desirable and in such manner as permitted by law.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or not, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

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

Any of the said shares for the time being unissued and any new shares from time to time to be created, may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued (other than shares issued with a preference), or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such rights or without any right of voting, and generally on such terms as the Company may from time to time determine, but so, nevertheless, that the rights or privileges attached to any class of shares may be affected, altered, modified or dealt with in accordance with the provisions in that behalf contained in the Articles of Association of the Company as originally framed or as altered by Special Resolution

Certified a true copy of the Memorandum of Association of the Company as amended by Special Resolution dated 1957.

Chairman.

No. of Company 255259. *HM*

The Companies Act 1948.



See 16
COMPANY LIMITED BY SHARES.

Special Resolution

OF

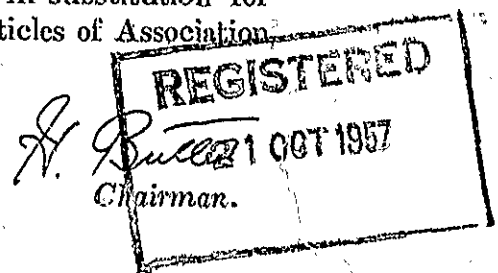
HOWARD BUTLER LIMITED.

Passed the 17th day of October 1957.

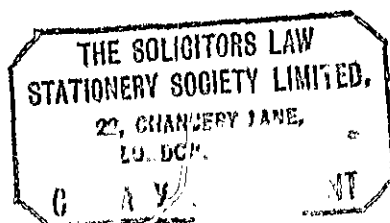
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Crown Works, Lincoln Road, Walsall, on the 17th day of October 1957, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

That the regulations contained in the printed document submitted to the meeting and for the purpose of identification subscribed 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.



S.L.S.S./Bnt.256



63

2

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

HOWARD BUTLER LIMITED.

(Adopted by Special Resolution passed the 17th day of October 1957.)

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 24, 52, 53, 55, 75, 77, 79, 84, 87, 88, 96, 97, 101 and 108 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I"), shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

SHARES.

3. The share capital of the Company at the date of the adoption of these Articles of Association is £100,000, divided into 100,000 ordinary shares of £1 each.

4. All shares whether forming part of the existing or any increased capital shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper. Provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

5. Subject to the provisions of Section 58 of the Act, any preference shares may, with the sanction of a Special Resolution, be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

6. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

ALTERATION OF CAPITAL.

7. In regulation 44 of Table A, Part I, the word "special" shall be substituted for the word "ordinary".

8. Subject to the provisions of regulation 4 of Table A, Part I, any new shares shall be issued upon such terms and conditions and with such rights, priorities or privileges or such restrictions as the resolution effecting the increase of capital shall prescribe.

NOTICE OF GENERAL MEETINGS.

9. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS.

10. All business shall be deemed special that is transacted at an Extraordinary Meeting and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and any other document accompanying or annexed to the balance sheets, the election of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Directors and Auditors.

11. The Chairman, if any, of the Board of Directors or in his absence the Deputy Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the Company or, if there is no such Chairman or Deputy Chairman, or if neither of them shall be present within fifteen minutes after the time appointed for the holding of the meeting or if, being present, neither of them is willing to act, the Directors present shall elect one of their number to be Chairman of the meeting.

12. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

13. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two.

14. A Director shall not be required to hold any share qualification.

15. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS.

17. The office of Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any contract between him and the Company.
- (2) If he becomes bankrupt or enters into any arrangement with his creditors.
- (3) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (4) If he becomes of unsound mind.
- (5) If he is removed from office under Section 184 of the Act.
- (6) If he be convicted of an indictable offence (not being an offence which, in the opinion of the Board of Directors, does not affect his character or position as a Director of the Company such as an offence under the Road Traffic Acts 1930 to 1956).

ROTATION OF DIRECTORS.

18. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

POWERS AND DUTIES OF DIRECTORS.

19. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any such other office or place of profit, or as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Directors at which the question

of entering in the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. Provided nevertheless, that a Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, nor to any arrangement for giving any other person or company any security for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise or for which he shall personally have given security nor to any contract by a Director to subscribe for or underwrite shares or debentures of the Company, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

20. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made.

21. A Managing Director and a Director holding a salaried appointment shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine. Such remuneration may include the payment to such Managing Director or salaried Director, as the case may be, or his widow, children or dependents of a pension or other benefits on or after retiring from his office as Managing or salaried Director apart from or in addition to the benefits provided by any such pension fund or scheme as is mentioned in the next succeeding Article, and such pension or other benefits may be paid notwithstanding that on retirement from such office the Managing or salaried Director remains a Director.

22. For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees, their widows, children and dependents the Managing Directors and Directors holding salaried appointments shall be deemed employees of the Company and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's moneys any premiums or contributions becoming payable by the Company under the provisions of any such scheme in respect of Directors who are members thereof, and any Director may vote at Board meetings upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter.

PROCEEDINGS OF DIRECTORS.

23. The Directors may elect a Chairman and Deputy Chairman of their meetings and determine the period for which they are respectively to hold office, but if no such Chairman or Deputy Chairman be elected, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

24. A Director unable to attend any meetings of the Board may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, radiogram or telegram, which must be produced at the Board Meeting at which the same is to be used, and be left with the Secretary for filing.

25. The words of regulation 86 of Table A, Part I, following sub-paragraph (c) shall not apply to the Company.

ALTERNATE DIRECTORS.

26. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notice may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and (in the absence of his appointor from England) generally to perform all the functions of such appointor as a Director. An alternate Director shall, *ipso facto*, cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement, shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

DISTRIBUTION OF CAPITAL PROFITS.

27. Subject to the special rights conferred on any shares or class of shares, the Company by Ordinary Resolution may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing the capital profits received or recovered in respect of or arising from the realisation of any capital assets of the

Company or any investments representing the same, instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the holders of ordinary shares on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend. For the purpose of this provision surplus moneys or investments means moneys or investments in the hands of the Company over and above a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being and any capital redemption reserve fund.

INTEREST OUT OF CAPITAL.

28. The Directors may, with the sanction of the Board of Trade and for such period as may be determined by the Board of Trade and subject to the other requirements of Section 65 of the Companies Act 1948, pay interest at such rate, not exceeding 5 per cent. per annum, as the Directors shall determine or at such lower rate as may for the time being be prescribed by Order in Council, on the amount of capital for the time being paid up in respect of any shares issued for the purpose of raising money to defray the expenses of construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, and may charge the interest so paid to capital as part of the cost of construction of the works or building or the cost of the plant.

DIVIDENDS.

29. Where any assets, business or property is bought by the Company as from a past date at a price fixed wholly by reference to the value of such assets, business or property at the past date and without any addition or deduction in respect of subsequent transactions upon the terms that the Company shall as from that date take the profits and bear the losses thereof, the actual profit or loss, as the case may be, so accruing to the Company may, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

NOTICES.

30. In regulation 181 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP.

31. In regulation 185 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

INDEMNITY.

32. Subject to the provisions of Section 205 of the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

No. 255259

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
HOWARD BUTLER LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on 22nd April 1983, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

- A. "THAT the authorised share capital of the Company be hereby increased to £200,000 by the creation of 100,000 Cumulative Preference Shares of £1.00 each having attached the rights and being subject to the restrictions set out in the new Articles of Association of the Company as proposed to be adopted by B. below."
- B. "THAT the Articles of Association in the form produced to the Meeting (and initialled by the Chairman for identification) be and they are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."

.....
M. Collins
Director



I hereby certify this to be a true copy
of the new Articles of Association of
Howard Butler Limited adopted by Special
Resolution passed at an Extraordinary
General Meeting of the Company held on
22nd April, 1983.



CHAIRMAN



The Companies Acts 1948 to 1981

C O M P A N Y L I M I T E D B Y S H A R E S

NEW

ARTICLES OF ASSOCIATION

of

HOWARD BUTLER LIMITED

(Adopted by Special Resolution passed on 22nd April 1983)

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (hereinafter referred to as "Table A"), other than Regulations 2, 3, 4, 22, 24, 62, 73A, 75, 79, 87, 89 to 95 inclusive and 136 of Table A shall, subject to the modifications hereinafter expressed, apply to the Company and, together with the Articles hereinafter contained shall constitute the Regulations of the Company.

PRIVATE COMPANY

2. The Company is a private company and accordingly the provisions of Section 15 of the Companies Act 1980 shall apply to the Company.

SHARE CAPITAL

3. The Share Capital of the Company at the date of the adoption of these Articles is £200,000 divided into 100,000 Preference Shares of £1 each (in these Articles referred to as "Preference Shares") and 100,000 Ordinary Shares of £1 each (in these Articles referred to as "Ordinary Shares").

The rights attaching to the said respective classes of shares shall be as follows:-

(A) As regards income:-

The profits of the Company available for distribution in respect of each financial year ending after 31st March 1982 shall be applied as follows:-



- (1) First and in priority to any payment of dividend on any other class of shares in paying to the holders of the Preference Shares as a class a preferential dividend (hereinafter in these Articles referred to as the "Preferred Dividend") of a cash sum net of Advance Corporation Tax certified by the Auditors of the Company ("the Auditors" acting as experts and not as arbitrators) to be equal to 15% of the profits of the Company available for distribution for that financial year (the Preferred Dividend to be distributed amongst the holders of the Preference Shares pro rata according to the amounts paid up or credited as paid up on the Preference Shares held by them respectively) which shall be paid within thirty days after the date of the Annual General Meeting (or any adjournment thereof) at which the audited consolidated accounts for that financial year are presented but in any event not later than 9 calendar months after the end of that financial year;
- (2) Any further profits which the Company may determine to distribute in respect of any financial year shall be distributed amongst the holders of the Ordinary Shares rateably according to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively and the holders of the Preference Shares shall not be entitled to any other or further participation in the profits of the Company;
- (3) For the purposes of this Article the expression "profits of the Company available for distribution" shall mean the consolidated net profit of the Company and all its subsidiaries for the time being calculated on the historical cost accounting basis and as shown by the audited consolidated profit and loss account of the Company and its subsidiaries for the relevant financial year (subject to such adjustment as may be necessary to ensure that the net profit is calculated to the nearest £1):-
 - (a) before any provision is made for the payment of any dividend on any share in the capital of the Company or for any other distribution or for the transfer of any sum to Reserves;
 - (b) before there has been deducted any corporation tax (or any other tax levied upon or measured by reference to profits or gains) on the profits earned and gains realised by the Company and its subsidiaries;

- (c) after writing back the amount by which the total of all sums spent or committed by the Company and any of its subsidiaries for or in respect of the fees, emoluments (including damages or compensation for loss of office or employment), pensions and similar benefits of Relevant Directors exceeds the Minimum Chargeable Sum for that financial year and for purposes of this paragraph the following expressions shall have the following meanings:

"subsidiary" means a subsidiary of the Company as defined in Section 154 of the Companies Act 1948; and

"Relevant Director" means any person who is at the date of the adoption of these Articles or since that time has been or become a Director of the Company and/or any subsidiary and who holds or has at any time held any share or shares in the capital of the Company together with the parent, spouse, brother, sister or child (including child by adoption) of any such person, any Shadow Director of the Company and/or any subsidiary within the meaning of Section 63 of the Companies Act 1980 and any person or persons connected with any such person or Shadow Director within the meaning of Section 64 of that Act; and

"Minimum Chargeable Sum" means in respect of each financial year of the Company the sum of £55,000 increased or reduced as the case may be (in respect of each such financial year other than that ending on 31st March 1982) in proportion to the increase or decrease (if any) in the figure for the Index for the month in which the relevant financial year ends, above or (as the case may be) below the figure for the Index for the month of March 1982 PROVIDED THAT if any financial year shall be more or less than 12 calendar months the Minimum Chargeable Sum shall be increased or reduced (as the case may be) in proportion to the extent by which the financial year in question is more or less than 12 calendar months; and

"Index" means the Index of Retail Prices for all items set out in the Department of Employment Gazette published by H.M. Stationery Office or

any official publication substituted therefor or, if the said Index of Retail Prices shall cease to be published, such other equivalent information as shall replace the same provided that in the event of any change after the date of the adoption of these Articles in the reference base used to compile the said Index of Retail Prices the figure taken to be shown in the said Index of Retail Prices after any such change shall be the figure which would have been shown in the Index if the reference base current at that date had been retained.

- (d) after there has been added or deducted the amount of any exceptional and/or extraordinary items which are shown in the said profit and loss account;
- (e) after deducting any amounts attributable to minority interests in subsidiaries other than any such interests (or any part or parts thereof) in which any Relevant Director has a beneficial interest.

(B) As regards capital:

On a return of capital on liquidation or otherwise the surplus assets of the Company remaining after the payment of its liabilities shall be applied:

- (1) First in paying to the holders of the Preference Shares in priority to any payment in respect of any other class of shares the amounts for the time being paid up or credited as paid up on such shares together with a sum equal to any arrears, deficiency or accruals of the Preferred Dividend to be calculated down to the date of the return of capital and to be payable irrespective of whether or not such dividends have been declared;
- (2) The balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares rateably according to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively.

ALLOTMENT OF SHARES

4. Subject to the provisions of Article 5, and in accordance with Section 14 of the Companies Act 1980, the Directors are hereby unconditionally authorised at any time or times during the period of 5 years from the date of the adoption of these Articles:-

- (1) to allot relevant securities of the Company (as defined in the said Section) up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment; and
- (2) to make at any time before the expiry of the foregoing authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority.

provided that the authority hereby given may, subject to the said Section 14, be renewed, revoked or varied by the Company at any time during such period by Ordinary Resolution and unless so renewed, revoked or varied, such authority shall expire at the end of such period.

5. (A) Subject as hereinafter provided and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the Resolution creating or issuing such shares and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription, all shares whether forming part of the existing or any increased capital shall be at the disposal of the Directors who may issue them, subject to Section 14 of the Companies Act 1980, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, sub-sections (1) (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to the Company.

(B) Any shares in the capital of the Company which are proposed to be issued shall, unless the Company by Special Resolution otherwise directs, be offered first to the Members (if any) holding Shares of the same class as those on offer in proportion as nearly as may be to the number of the existing Shares of that class held by them respectively. In all other cases, new shares shall be first offered to members holding Ordinary Shares pro rata as aforesaid. The offer shall be made by notice in writing specifying the number of shares offered and limiting a period (being not less than 21 days) within which the offer, if not accepted will be deemed to be declined. After the expiration of that period, any shares not accepted shall be again offered (in the same proportions as aforesaid) to the persons who have within the said period, accepted all the shares initially offered to them. Such further offer shall be made in the same manner as the original offer but shall be limited to a period of 7 days. Any shares not taken up pursuant to the foregoing offers shall be offered in the same manner (*mutatis mutandis*) to the

holders of the remaining shares of other classes in the capital pro rata the amounts paid up or credited as paid up on such shares held by them respectively. Any shares not accepted pursuant to any of the foregoing offers, or which are not capable in the opinion of the Directors of being offered except by way of fractions shall be at the disposal of the Directors who may issue, grant options over or otherwise dispose of the same to such persons on such terms as they think fit PROVIDED THAT in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

6. Subject to the provisions of Part III of the Companies Act 1981, the Company may:

- (A) Issue shares upon terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the holder(s) of such shares; and
- (B) Purchase its own shares (including any redeemable shares); and
- (C) Make payment in respect of any such redemption or purchase otherwise than out of distributable profits or the proceeds of a fresh issue of shares.

7. No shares shall be issued to any infant, bankrupt or person of unsound mind.

CLASS RIGHTS

- 8. (A) Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy not less than one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present that Member or those Members who is/are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

(B) Without prejudice to the generality of the foregoing, the special rights attached to the Preference Shares shall be deemed to be varied:-

- (1) by any alteration or increase or reduction of the authorised or issued share capital of the Company or of any of its subsidiaries, or by any variation of the rights attached to any of the shares for the time being in the capital of the Company or of any of its subsidiaries; or
- (2) by the amalgamation, merger, consolidation, sale or other disposition of the business and undertaking of the Company or of any of its subsidiaries (other than the sale or realisation of the current assets of the Company and its subsidiaries in the ordinary course of trading); or
- (3) by any alteration or relaxation of the restrictions on the powers of the Directors of the Company and its subsidiaries to borrow, give guarantees or create charges; or
- (4) by the application by way of capitalisation of any sum in or towards paying up any debenture or debenture stock (whether secured or unsecured) of the Company or any of its subsidiaries; or
- (5) by a meeting of the members of the Company (or of any subsidiary) being called for the purpose of considering a resolution for the winding up of the Company or any of its subsidiaries; or
- (6) by any issue of share capital by a subsidiary of the Company otherwise than to the Company or to a wholly-owned subsidiary of the Company; or
- (7) by the Company selling, transferring, assigning or otherwise disposing, whether directly or indirectly, of any part of its interest in any share capital, loan capital, mortgage, charge, debt or other obligation of any subsidiary of the Company, except to or in favour of the Company, or any wholly-owned subsidiary of the Company;
- (8) by any alteration of the Memorandum of Association of the Company or these Articles; or
- (9) by any alteration in the financial year of the Company or any change of the Auditors for the time being of the Company.

provided that the provisions of this sub-clause (B) of this Article shall cease to apply in the circumstances specified in sub-clause (C) of Article 13.

LIEN

9. The lien conferred by Regulation 11 of Table A shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders and shall be a first and paramount lien for all moneys and liabilities whether presently due and payable or not.

CALLS

10. Regulation 15 of Table A shall be amended by deleting therefrom the words "exceed one fourth of the nominal value of the share or".

TRANSFER OF SHARES

11. The instrument of transfer of any fully paid share shall be signed by or on behalf of the transferor only, but in the case of a partly paid share, the instrument of transfer shall also be signed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

12. (A) The Directors shall refuse to register any transfer of any share on which the Company has a lien or any transfer of any share (not being a fully paid share) to a person whom they shall not approve.

(B) No share shall be transferred to an infant, bankrupt or person of unsound mind.

(C) Subject to sub-clauses (A), (B) and (D) of this Article the Directors may in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share whether or not it is a fully paid share (and no transfer or disposal of the beneficial interest in any share shall be made) unless such transfer or disposal is made in accordance with the following provisions of this Article:-

(1) Any share may at any time be transferred without restriction as to price or otherwise in the following circumstances:

(a) by a Member to any other Member holding shares of the same class as the share(s) being transferred;

(b) to member of the family of a Member or deceased Member;

- (c) to any person or persons acting as trustee or trustees of any trust created by a Member whether by deed or by will, or, upon any change of trustees of any such trust, to the new trustee or trustees PROVIDED THAT the only persons who are beneficially interested in such trust are the Member and members of his family and the voting rights conferred by such share are not exerciseable by or subject to the consent of any person other than such trustee or trustees or the Member or members of his family;
 - (d) by the trustee or trustees of any such trust to any beneficiary thereunder being the Member or a member of his family or;
 - (e) to the legal personal representatives of a deceased Member where, pursuant to his will or the laws of intestacy, the persons beneficially entitled to such share (whether immediately or contingently), are members of the family of the deceased Member and by such personal representatives to such member or members of the family of such deceased Member.
- (2) In any other case, any Member wishing to sell, transfer or otherwise dispose of any share or the beneficial interest therein ("the Transferor") shall give notice in writing ("a Transfer Notice") to the Company that he desires to transfer or dispose of the same. Such notice shall constitute the Company as Agent for the sale of the share to any Member willing to purchase the same ("the Transferee") at the price agreed by the Transferor and the Directors or in default of agreement as fixed by the Auditors of the Company in accordance with paragraph (7) of this sub-clause ("the Fair Value"). A Transfer Notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. If the capital is divided into classes of shares a separate Transfer Notice shall be given for each class of shares. A Transfer Notice may also state that it is conditional upon all and not part of the shares comprised in it being sold or transferred.
- (3) In the event of the Auditors Certificate being issued as to the Fair Value, the Company shall forthwith give notice to the Transferor of the sum so certified and

within a period of seven days after service of such notice the Transferor may by further notice in writing to the Company revoke the Transfer Notice as to the whole (but not part only) of the shares comprised therein. After the expiration of such period of seven days a Transfer Notice shall not be revocable except with the sanction of the Directors.

- (4) Forthwith upon the Fair Value being agreed or certified by the Auditors (subject always to paragraph (3) of this sub-clause) and with a view to finding a Transferee for the shares comprised in the Transfer Notice, the Directors shall give notice in writing thereof ("an Offer Notice") to all the Members and shall first offer such shares to the Members then holding the remaining shares of the same class as those offered in proportion to their then holdings of such class of shares. Such offer ("the First Offer") shall be limited to a time of twenty one days ("the First Period") from the date of the Offer Notice and shall if not accepted within such time be deemed to be declined. The First Offer shall give the Members to whom it is made the right to claim shares offered in addition to their due proportion. If any such Members do not accept their due proportion the unaccepted shares shall be distributed amongst those claiming additional shares in proportion as nearly as may be to their said holdings but no Member shall be bound to take more shares than those he has claimed.
- (5) Where the capital is divided into different classes of shares the Offer Notice shall also contain a further offer ("the Second Offer") offering to the remaining Members in proportion to their then holdings of shares, such of the shares comprised in the Transfer Notice which have not been taken up or agreed to be taken up under the First Offer within the First Period. The Second Offer shall be limited to a time of twenty one days from the expiry of the First Period ("the Second Period") and if not accepted within such time shall be deemed to be declined; the provisions of paragraph (4) of this sub-clause regarding claims for additional unaccepted shares shall (mutatis mutandis) apply to the Second Offer also.
- (6) If the Company shall within the First or Second Period (as the case may be) find a Transferee or Transferees for the share(s) offered for sale and shall give notice thereof to the Transferor he shall be bound

upon payment of the Fair Value as fixed in accordance with paragraphs (2) or (7) of this sub-clause to transfer the share(s) to the Transferee or Transferees.

- (7) The Fair Value of the share(s) comprised in the Transfer Notice shall be either the price thereof agreed between the Transferor and the Directors within 14 days of the service of the Transfer Notice or (in default of agreement within such period) such price as the Auditors shall on the application of either party certify in writing to be the price per share which in its opinion a willing buyer would offer to a willing seller for the share(s) comprised in the Transfer Notice based on the going concern value of the Company. In so certifying the Auditors shall be considered to be acting as experts and not as arbitrators and their decision shall be final and binding on the parties PROVIDED THAT
- (a) in any circumstances where a Transfer Notice has been deemed to have been given pursuant to paragraph (11) of this sub-clause, the calculation of the Fair Value shall be referred to the Auditors forthwith upon the said Notice being deemed to have been given; and
 - (b) the cost of obtaining an Auditors Certificate pursuant to this Article shall be borne by the Company provided that if any Member shall within 12 months of revoking a sale notice serve a further sale notice in respect of any of the shares comprised in such earlier notice the cost of obtaining a certificate relating to such further sale notice shall be borne wholly by such member.
- (8) If the Transferor, after having become bound to transfer his share(s) as aforesaid, makes default in transferring the same, the Company may receive the purchase money tendered by the Transferee(s) and the proposed Transferor shall be deemed to have appointed any one Director or the Secretary of the Company as his agent to execute a transfer of the share(s) to the Transferee(s) and upon the execution of such transfer the Company shall hold the purchase money in trust for the Transferor. The receipt of the Company for the purchase money shall be a good discharge to the Transferee(s) and after his or their name(s) have been entered on the Register of Members in purported exercise of the aforesaid power, the

validity of the proceedings shall not be questioned by any person.

- (9) If the Company shall not by the expiry of the First Period or, where the capital is divided into different classes of shares, by the expiry of the Second Period, find a Transferee from amongst the Members of the Company in accordance with the foregoing provision of this Article, the Transferor shall be at liberty within a period of three months from the end of the First Period or as the case may be the Second Period, on a bona fide sale or transfer subject to the provisions of paragraph (10) of this sub-clause, to sell and/or transfer the share(s) or the beneficial interest therein (or where there are more shares than one, those not placed) to any person at any price being not less than the Fair Value provided that:

(a) if the Transfer Notice shall state that the Transferor is not willing to transfer part only of the shares comprised in the Transfer Notice he shall be entitled under this paragraph (9) to transfer all but not part of such shares; and

(b) the Directors may require to be satisfied in such manner as they may reasonably think fit that such shares are being transferred in pursuance of a bona fide sale or transfer for the consideration stated in the Transfer Notice without any deduction, rebate or allowance whatsoever to the Transferee or the Transferor and the Directors, if not so satisfied, may refuse to register or approve the transfer.

- (10) A person (other than any person specified in paragraph (1) of this sub-clause (A)) entitled to a share in consequence of the death or bankruptcy of a Member shall within three months from the date of death or adjudication (as the case may be) give a Transfer Notice in respect of all the shares then registered in the name of the deceased or bankrupt Member and the proviso to Regulation 32 of Table A shall not apply to the Company PROVIDED THAT the Directors may at any time by notice in writing waive the requirement for a Transfer Notice to be given under this paragraph (10) in respect of all or any of the shares of such deceased or bankrupt Member and once given such notice shall be irrevocable.

(11) Any transfer of any share made otherwise than in accordance with this Article shall be void and of no effect and in any case where, pursuant to this Article, a Transfer Notice shall be required to be given in respect of any share(s) and such Transfer Notice is not duly given or not so given within the requisite period, such Transfer Notice shall be deemed to have been given at the expiration of the said period or at the expiry of 14 days after the Directors first became aware of the default as the case may be and the provisions of these presents shall take effect accordingly.

(D) The holders from time to time of the Preference Shares, shall, at any time after the voting rights attaching to such shares by virtue of the provisions of sub-clause (B) of Article 13 have arisen and/or become exercisable be entitled to transfer all or any part of the Preference Shares held by them (or the beneficial interest therein) to any person at any price and accordingly

(1) the provisions of sub-clause (C) of this Article shall not apply to any such transfer; and

(2) the Directors shall (subject only to sub-clauses (A) and (B) of this Article) be obliged to register any such transfer as aforesaid.

(E) For the purposes of this Article

(1) The expression "transfer" shall include the renunciation of any allotment of shares or of any rights to subscribe for or receive an allotment of shares and any other disposition of any interest in any share whether for consideration or otherwise and whether by written instrument or not.

(2) The expression "member of the family of a Member" shall mean the husband, wife, widow, widower, child and remoter issue (including a child by adoption) brother or sister of a Member.

VOTING AND PROCEEDINGS AT GENERAL MEETINGS

13. (A) Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by representative or proxy (not being himself a Member) shall (except as hereinafter provided) have one vote, and on a poll every Member who is present in person or by proxy or (being a corporation) is present by a

representative shall (except as hereinafter provided) have one vote for every £1 in nominal value of the shares in the capital of the Company of which he is the holder.

- (B) The holders of Preference Shares as a class shall be entitled to receive notice of and to attend at all General Meetings but shall not be entitled to the general voting rights in respect of such shares set out in paragraph (A) of this Article unless and until:-

- (1) the Preferred Dividend or any part thereof is in arrear and for this purpose the Preferred Dividend shall be paid within 30 days after the Annual General Meeting (or any adjournment thereof) at which the relevant audited accounts are presented but in any event not later than 9 calendar months after the end of the financial year in respect of which such dividend is payable; or
- (2) the Directors shall fail to convene and hold an Annual General Meeting (including any adjournment thereof) within 8 months after the end of each financial year of the Company, and to present thereat a duly audited profit and loss account, balance sheet and such other accounts, and statements as they are by law required to produce and to recommend that the Preferred Dividend be paid in accordance with these Articles; or
- (3) the special rights attached to the Preference Shares have been or purported to be varied without the prior consent or approval of the holders of such shares in accordance with Article 8

and in such circumstances each holder of the Preference Shares shall automatically and without notice have at all General Meetings of the Company convened and/or held thereafter on a show of hands one vote, and on a poll five votes for each Preference Share of which he is the holder.
PROVIDED THAT

- (a) for the purposes of paragraph (1) of this sub-clause (B) the Preferred Dividend shall be deemed not to be in arrear if and so long as the Auditors (acting as experts and not as arbitrators) shall certify in writing to the holders for the time being of the Preference Shares that the Directors are prohibited by any statute, instrument, regulation or other restriction having the force of law (other than by or under the

Companies Acts 1948 to 1981 or any modification or re-enactment thereof) analogous to the dividend control orders made under the Counter Inflation Act 1973, from paying the whole or any part of the Preferred Dividend and provided that the Directors have (subject only to sub-paragraph (b) below) duly declared the full Preferred Dividend within the period specified in sub-clause (B) of this Article and have made suitable provision for the accumulation of the Preferred Dividend (or part thereof) which they are prevented from distributing as aforesaid; and

- (b) for the purposes of paragraph (2) of this sub-clause (B) the Directors shall be deemed not to be in default in complying with their obligations thereunder if the Auditors shall certify in writing to the holders for the time being of the Preference Shares that audited consolidated accounts cannot reasonably be laid before the Company in General Meeting due to causes for which the Directors are not directly or indirectly responsible provided that such delay shall not extend for more than 15 calendar months after the end of the financial year to which such accounts relate.
- (C) Upon the death of the survivor of Gordon Butler and Doreen Butler and provided that none of the events specified in paragraph (B) of this Article shall have occurred (or would have occurred with lapse of time), all the rights, privileges and restrictions then attaching to the Preference Shares shall automatically be cancelled and thereafter the following shall be the rights, privileges and restrictions attaching to such shares (which shall thenceforth be called "Deferred Shares")
 - (1) as regards income the holders of the Deferred Shares shall not be entitled to any dividend or otherwise to participate in the profits of the Company;
 - (2) as regards capital on a winding up or other return of capital, the surplus assets of the Company available for distribution amongst the members shall first be applied in repaying to the holders of the Ordinary Shares the amount paid up or credited as paid up on the Ordinary Shares, secondly in paying to the holders of the Deferred Shares the amount paid up or credited as paid up on the Deferred Shares held by them and balance

(if any) of such assets shall be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively;

- (3) as regards voting the holders of the Deferred Shares shall not be entitled to receive notice of, or to attend or vote at any General Meeting of the members of the Company.

14. Regulation 50 of Table A shall be amended by deleting therefrom the words "the Regulations of the Company" and by substituting therefor the words "Regulation 134 of these Regulations" and in addition, the Directors shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.

15. Regulation 54 of Table A shall be read and construed as if there were added at the end thereof the words "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

16. At any General Meeting of the Company, a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the Meeting and sub-clauses (b) (c) and (d) of Regulation 58 of Table A shall be modified accordingly.

17. The words "or not carried by a particular majority" shall be inserted after the words "or lost", in Regulation 58 of Table A.

18. Subject to the provisions of the Companies Acts 1948 to 1981, a Resolution in writing signed by all the Members (or their respective attorneys duly authorised in writing or being Corporations, by their duly authorised representatives) for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such Resolution in writing may consist of one or more documents in like form each signed by one or more such members or their duly authorised attorneys or representatives as aforesaid.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. Unless and until otherwise determined by Ordinary Resolution of the Company, there shall be no maximum number of Directors and the minimum number of Directors shall be two.

20. (A) The Directors shall not be required to retire by rotation.

(B) Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason

of his attaining or having attained the age of 70 years or any other age. Accordingly, Section 185 of the Companies Act 1948 shall not apply to the Company and the words and figures "or 185" in sub-clause (a) of Regulation 88 of Table A shall be deleted.

- (C) Regulation 88 of Table A shall be amended by deleting the whole of sub-clause (d) thereof and by substituting therefor the following:-

"(d) becomes incapable by reason of mental disorder, illness or injury of managing or administering his affairs".

21. The Directors shall have power at any time and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for re-election.

22. (A) In addition and without prejudice to the provisions of Section 184 of the Companies Act 1948 and Regulation 96 of Table A, the Company may, by Extraordinary Resolution remove any Director before the expiration of his period of office and may, if thought fit, by Ordinary Resolution appoint another person in his stead. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

- (B) Regulation 97 of Table A shall be amended by deleting therefrom the second sentence thereof.

BORROWING POWERS

23. The Directors may exercise all the powers of the Company to borrow money and to give guarantees and indemnities without limit as to amount and upon such terms and in such manner as they think fit, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and, subject to Section 14 of the Companies Act 1980, to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND PROCEEDINGS OF DIRECTORS

24. Regulation 78 of Table A shall be amended by inserting the words "in General Meeting" after the words "unless the Company".

25. Subject to the provisions of Section 199 of the Companies Act 1948 and Sections 48 and 60 of the Companies Act 1980, a Director may vote in respect of any contract or arrangement in which he is interested or upon any matter

arising therefrom and shall be counted in the quorum present at any Meeting at which any such contract or arrangement is proposed or considered and if he shall so vote, his vote shall be counted. Regulation 84 of Table A shall be modified accordingly.

26. The Directors shall not be required to sign their name in any book which may be kept for the purpose of recording attendance at Meetings and Regulation 86 of Table A shall be modified accordingly.

27. The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been Directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

28. For the purposes of Regulation 106 of Table A, a resolution in writing of the Directors may consist of one or more documents in like form each signed by one or more of such Directors and the said Regulation 106 shall be read and construed accordingly and shall also apply to any Resolution of a committee of Directors.

ALTERNATE DIRECTORS

29. (A) Each Director shall have the power (1) at any time to appoint as an alternate Director, either another Director or any other person approved for that purpose by a Resolution of the Directors and (2) at any time, to terminate such appointment.

(B) The appointment of an alternate Director shall automatically terminate on the happening of any event which, if he were a Director, would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting.

(C) Every appointment, removal or resignation of an alternate Director, shall be in writing signed by the appointor or (as the case may be) by the alternate Director and shall take effect (subject to any approval required under sub-clause (A) of this Article) upon receipt of such written appointment, removal or resignation at the Registered Office of the Company.

(D) An alternate Director shall, (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all Meetings of the Directors or of any committee of the Directors of which his appointor is a member, and to attend and, in place of his appointor,

vote as a Director and be counted for the purposes of a quorum at any such Meeting at which his appointor is not personally present and generally, in the absence of his appointor, to perform and exercise all the functions, powers and duties as a Director of his appointor and to receive notice of all General Meetings. An alternate Director shall during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.

(E) An alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director but, he shall not (unless the Directors otherwise resolve) in respect of his office of alternate Director be entitled to receive any remuneration from the Company. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

(F) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at Meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

WINDING UP

30. In Regulation 135 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories".

INDEMNITY

31. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto PROVIDED THAT this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

GPlease do not
write in this
binding margin**THE COMPANIES ACTS 1948 TO 1976****Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

Form No. 10

10Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

92

255259

Name of Company

| |
|------------------------|
| HOWARD BUTLER Limited* |
|------------------------|

*delete if
inappropriate+delete as
appropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~extraordinary~~ [special] resolution of the company dated 22nd April 1983

the nominal capital of the company has been increased by the addition thereto of the sum of £ 100,000 beyond the registered capital of £ 100,000

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

| Number of shares | Class of share | Nominal amount of each share |
|------------------|----------------|------------------------------|
| 100,000 | Preference | £1.00 |

NoteThis notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

(If any of the new shares are preference shares state whether they are redeemable or not)
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: The new shares are not redeemable and have the rights and are subject to the restrictions as set out in the new Articles of Association of the Company adopted on 22nd April 1983..

Please tick here if
continued overleaf☐+delete as
appropriate

Signed

[Director] [Secretary]

Date 22/4/83

Presentor's name, address and
reference (if any):NEEDHAM & JAMES
WINDSOR HOUSE
TEMPLE ROW
BIRMINGHAM B2 5LF

MRS/HOWARD.

For official use
General section

Post room

77



No. 255259

194
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

HOWARD BUTLER LIMITED

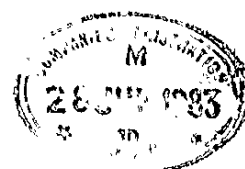
At an Extraordinary General Meeting of the Company duly convened and held on 22nd April 1983, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

- A. "THAT the authorised share capital of the Company be hereby increased to £200,000 by the creation of 100,000 Preference Shares of £1.00 each having attached the rights and being subject to the restrictions set out in the new Articles of Association of the Company as proposed to be adopted by B. below."
- B. "THAT the Articles of Association in the form produced to the Meeting (and initialled by the Chairman for identification) be and they are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."

M. Collins
.....

M. Collins
Director



Coopers
& Lybrand
Deloitte

Chartered Accountants

35 Deansgate
Birmingham B3 3DQ

Telephone 021 230 4000
Telex 021 230 4000

International

Coopers
& Lybrand
(International)

Reference

our reference

jcr/aga

255259.

The Directors
Howard Butler Limited
Crown Works
Lincoln Road
Walsall
SW1 2EB

5 February 1992

Dear Sirs

In accordance with section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office that we consider should be brought to the attention of the company's members or creditors.

Yours faithfully

Coopers & Lybrand Deloitte

jr09

