

Number of
Company

390328

Form No. 41.

THE COMPANIES ACT, 1929.



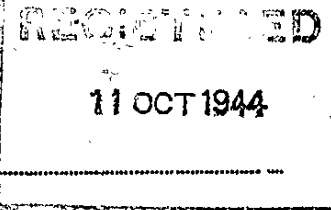
A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

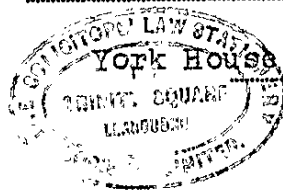
ARTHUR HOWELL



LIMITED.

Witnessed by

Augustus W. Dickson & Berry, Solicitors,



York House, 38 Great Charles Street, Birmingham, 3.

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, ALAN BRUCE BERRY

of York House 38 Great Charles Street in the City of
Birmingham

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

Do solemnly and sincerely declare that I am ("a Solicitor of
the Supreme Court engaged in the formation

of

ARTHUR HOWELL

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 Birmingham in the County
of Warwick

the 5th day of October 1944,

Before me,

C. A. Collier

Number of
Company }

390328 / 2

Form No. 25.

THE STAMP ACT 1891.

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



COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

ARTHUR HOWELL

REGISTERED

11 OCT 1944

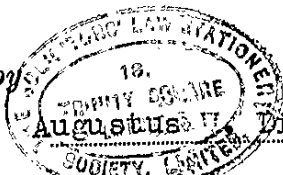
LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

entered by



Augustus F. Dickson & Berry, Solicitors,

York House, 38 Great Charles Street, Birmingham, 3.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

[See Back.]

THE NOMINAL CAPITAL

OF

ARTHUR HOWELL

....., Limited,
is £ 5,000., divided into 5,000.

Shares of £1. 0. 0. each.

*Signature *J. H. Beckman, Jr.*

Description, Director

Dated the 5th day of October 1944.

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

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



11 OCT 1944

The Companies Act 1929.



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CR K5

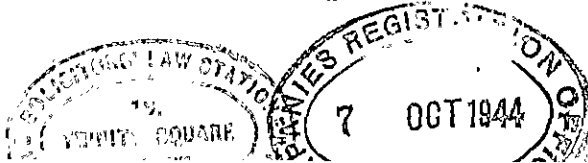
COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

ARTHUR HOWELL LIMITED.

1. The name of the Company is "ARTHUR HOWELL 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 enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between Arthur Howell of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by the said Arthur Howell and by James Arthur Bebbington on behalf of this Company for the purchase of the business of a plumber, gas-fitter and zinc-worker, carried on by the said Arthur Howell, at 7 Oldfield Road, Sparkbrook, Birmingham, and the assets comprised in the said agreement, and to carry on, develop and turn to account the said business and assets.
 - (B) To carry on the business or businesses of plumbers, gas-fitters, sanitary engineers, heating and ventilating engineers, painters, paperhangers, glaziers, plasterers, ironmongers, tool dealers, carters, haulage and removal contractors, agents for and dealers in drain and other pipes, pottery, chimney pots, stone, terra cotta and earthenware, cement, sand, lime, gravel and stone, hardware, chimney pieces and fireplaces of any material, paint, timber and every kind of tool and materials used in the building and allied trades and any other trade or business relating thereto; to carry on business as builders, builders' merchants and decorators, contractors and public works contractors in all branches of the building trade, property repairers, brick, tile and cement manufacturers and merchants, joiners, welders, braziers, lead burners, zinc workers, sheet metal workers, manufacturers of all kinds of plumbing, fittings and equipment, metal work engineers, electricians, carpenters and timber merchants, hauliers and



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gravel and stone quarriers and merchants, manufacturers and processors of all kinds of plastics and plastic materials, and to carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (f) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (g) To make advances to customers and others with or without security, and upon such terms as the Company approve, and to guarantee the liabilities, obligations and contracts of customers and others.
- (ii) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (i) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents 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 institution 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 profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to

benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (s) To do all such other things as are incidental or conducive to the above objects or any of them.

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. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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.
<i>James Arthur Balderson</i> 2206 Bournway Rd. Birmingham B6. Engineer	<i>Five</i>
<i>Joseph Ford Williams</i> 242 All Saints R. Wolverhampton Plumbing Surveyor	<i>Five</i>

Dated this *5th* day of *October* 1944.

Witness to the above Signatures—

A. Bruce Bury
Solicitor
Birmingham.



The Companies Act 1929.



Gen. 107/
CR 57/
COMPANY LIMITED BY SHARES.

Articles of Association

OF

ARTHUR HOWELL LIMITED.

REGISTERED

11 OCT 1944

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 19, 35, 47, 48, 50, 64, 66, 69 and 72 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that 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 (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

4. In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution" where those words first occur.

5. The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to Article 8, and provided that no shares shall be issued at a discount, except as provided by Section 47 of the Companies Act 1929.

6. In Clause 7 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

7. No transfer of any share in the capital of the Company to any person not already a member of the Company shall, save as provided by Article 10, be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 8. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register any transfer of any shares on which the Company has a lien. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

8. No member shall be entitled to sell or transfer any shares held by such member unless he shall have first offered in writing to sell such shares to the Directors at a price to be mutually agreed, or, failing agreement, to be fixed by the Auditor of the Company as a fair value of the shares. Such offer shall be irrevocable and shall constitute the Directors the agents of the offerer for the sale of the shares personally, in accordance with the following procedure. Upon the price being agreed or fixed as aforesaid the Directors shall forthwith intimate in writing the offer and price fixed to all the members excepting the offerer, and such members or any of them, shall be entitled to apply for the shares offered within one week thereafter at the price therein stated; and such shares, if ever applied for, shall be divided in proportion to the number of shares held by each applicant, and if not over applied for shall be divided according to the applications. The result shall be intimated to the offerer within three weeks after the price of the shares has been fixed. If the whole or any of the shares are not applied for, the offerer shall, subject to the other provisions of these Articles, be entitled to sell the shares not so accepted at not less than the price agreed or fixed by the Auditor, provided always that such sale is effected within one month from the date of intimation to the offerer of the refusal or non-acceptance of the shares by the Directors. No voluntary sale of shares shall be effectual at a lower price than that agreed or fixed by the Auditor. In the sole discretion of the Directors this Article may be held not to apply to shares disposed of by a *donatio mortis causa*.

9. Any shareholder in the employment of the Company on ceasing to be employed by the Company, or, on bankruptcy or lunacy, his trustees or curator, shall be bound to offer to sell his shares to the Directors. If the Directors accept such offer the price shall be fixed in accordance with Article 8 hereof.

10. Any share of any deceased member may be transferred by his executors or administrators to any son, daughter, grandchild, widow or widower, brother or sister of such deceased member, and Article 8 shall not apply to any transfer authorised by this Article.

PROCEEDINGS AT GENERAL MEETINGS.

11. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members personally present and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the paid up capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried unanimously, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

DIRECTORS.

13. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The first Directors of the Company shall be James Arthur Bebbington and Joseph Ford Williams.

14. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £5, and it shall be his duty to comply with the provisions of Section 141 of the Companies Act 1929. A Director may act before acquiring his qualification.

15. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141
- (3) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (4) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.

(5) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929, Section 217 or Section 275.

(6) If he is found lunatic or becomes of unsound mind.

16. A Director may hold any other office or place of profit under the Company, except that of Auditor, in conjunction with his office of Director, upon such terms as to remuneration and otherwise as may be determined by the Board.

17. The Directors may without the sanction of the shareholders at any time raise money and borrow on mortgage of any of the property of the Company or otherwise including the uncalled capital any sum or sums of whatever amount as they may think fit.

18. A Director shall be capable of contracting or participating in the profits of any contract or proposed contract with the Company in the same manner as if he were not a Director, subject nevertheless to the following provisions, namely: (1) He shall declare or disclose the nature of his interest therein at a meeting of the Directors of the Company or otherwise as required or provided by Section 149 of the Act, and (2) after he has become interested therein he shall not vote as a Director in respect of the contract or proposed contract or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any proposed allotment of shares or debentures to a Director, and it may at any time be suspended, relaxed or removed to any extent on any terms or conditions by the Company in General Meeting.

19. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

James Arthur Babington
 2206 Broadway
 Birmingham. 26
 Engineer

Joseph Ford Williams
 242, all saints R
 Wolverhampton
 Plumbing Surveyor

Dated this 5th day of October 1944.

Witness to the above Signatures—

A. Bruce Berry
 Solicitor
 Birmingham.

CERTIFICATE OF INCORPORATION

[Duplicate for File]

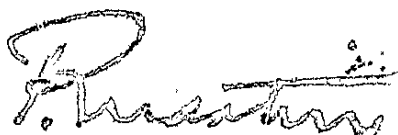
390328

I HEREBY CERTIFY, that

ARTHUR HOWELL LIMITED

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

Given under my hand at Llandudno this eleventh day of October
One XXXXXX
Thousand nine hundred and
forty-four.



Registrar of Companies.

Certificate)
received by) G. Wilson ... S.A.S.S.

Date 11/10/44.

[173]

INDISTINCT ORIGINAL

Number of Company: 390328

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ARTHUR HOWELL LIMITED

Passed the 21st day of July, 1970

At an Extraordinary General Meeting of the above-named Company, duly convened and held at
70. Salisbury Rd, London NW6 on the 21st day of
July 1970, the following Special Resolution was duly
passed:

SPECIAL RESOLUTION

That the regulations set out in the document
submitted to this meeting be approved and
adopted as the Articles of Association of
the Company in substitution for and to the
exclusion of all the existing Articles
thereof

6.8.70

Arthur Howell Ltd.
London NW6
21.7.70

Chairman

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

ARTHUR HOWELL

LIMITED

Adopted by Special Resolution passed
on the 24th day of July 1970

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 22, 24, 53, 58, 75, 79, 84(2), 84(4), 101 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Companies Act 1948.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

8. The Secretary of the Company at the time of the adoption of these Articles is Michael Lovelace Browning,

DIRECTORS.

9. The number of Directors shall not exceed five and the Directors at the time of the adoption of these Articles are Alfred Caleb Victor Telling, STANLEY KENNETH PARSONS, WAYMAN COATES, SYDNEY COWAN, and HARRY THOMAS SMITH.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Companies Act 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

12. The Chairman of Directors of the Company shall be Alfred Caleb Victor Telling and so long as he holds the office of Director in the Company he will automatically preside as Chairman at every Board Meeting of the Directors and at every General Meeting of the Company unless he shall by writing appoint any other Director to preside in his stead such appointment to be revocable in writing at the pleasure of the Chairman of Directors and the Chairman of Directors shall not whilst holding that office be subject to retirement by rotation or taken into account for determining the rotation of retirement of Directors and Clause 89 in Part I of Table "A" shall be modified accordingly.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

EMPLOYEE DIRECTORS.

15. In addition to the Directors referred to in Article 9 (hereinafter referred to in this Article as "Ordinary Directors") any employee of the Company shall be eligible to be appointed an Employee Director who shall be subject to the provisions hereinafter contained :-

- (a) The Ordinary Directors may from time to time appoint any employee or employees of the Company to be Employee Directors of the Company provided that there shall not at any one time be more than three Employee Directors but such Employee Directors shall be in addition to the number of Ordinary Directors restricted by Article 9 hereof.
- (b) Each Employee Director shall be required to enter into a Service Agreement with the Company upon the terms and conditions approved by the Ordinary Directors and the Employee Director shall be subject to such terms and conditions and be entitled to such remuneration as is therein contained.
- (c) Each Employee Director shall retire from office at the expiration of one year from the date of his appointment but shall be eligible for re-appointment by the Ordinary Directors then or at any subsequent time.
- (d) An Employee Director shall not be disqualified from office by holding a place of profit under the Company but shall vacate his office on the happening of any of the events which are either set forth in the said Service Agreement or which would involve his vacating office if he were an Ordinary Director.
- (e) The Ordinary Directors may at any time remove any Employee Director from office by resolution of the Board comprising the Ordinary Directors only or by a notice in writing signed by three-fourths of the Ordinary Directors and in any event an Employee Director shall relinquish his office forthwith if he shall leave the Company's employment.
- (f) Notwithstanding anything hereinbefore contained in these Articles Clauses 76, 89, 90 and 92 of Part I of Table "A" in the First Schedule to the Companies Act, 1948 shall

not apply but Clause 77 of Table "A" shall apply to Employee Directors. and 14

(g) Articles 8, 9, 10, 11, 12 and 13/herein shall not apply to Employee Directors.

AUDITORS.

16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

INDEMNITY.

17. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

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THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES 20 6315 CH. 010.00

Special Resolution

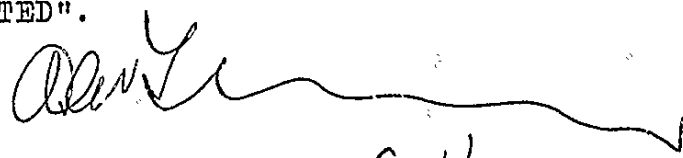
- of -

ARTHUR HOWELL LIMITED

Passed the 14th day of February 1972.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 3 & 5, St. Pauls Road, Bristol, on the 14th day of February, 1972, the following SPECIAL RESOLUTION was duly passed, viz :-

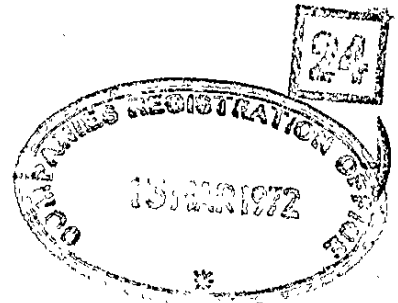
That with the approval of the Department of Trade and Industry, the name of the Company be changed to "HARLECH GLASS LIMITED".


Chairman. A.C.U.
TELLING

WE CERTIFY that this Resolution has been printed by the Lithographic process.

For JUST AND COMPANY LTD.







**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

390328 / 47

I hereby certify that

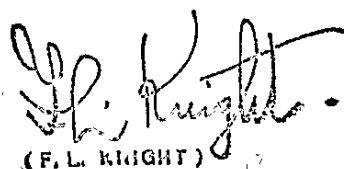
ARTHUR HOWELL LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

HARLECH GLASS LIMITED

Given under my hand at London the

21st March 1972


(F. L. KNIGHT)

Assistant Registrar of Companies

THE COMPANIES ACT, 1929
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum
—AND—
Articles of Association
—OF—

~~Arthur Howell Limited~~

HARLECH GLASS LIMITED

Incorporated the 11th day of October 1944

No 390328



7

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

~~Arthur Howell Limited~~

HARLECH GLASS LIMITED

1. The name of the Company is :- ~~XXXXXXXXXXXXXXXXXXXX~~
~~HOWELL LIMITED~~ HARLECH GLASS 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 enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between Arthur Howell of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by the said Arthur Howell and by James Arthur Bebbington on behalf of this Company for the purchase of the business of a plumber, gas-fitter and zinc-worker, carried on by the said Arthur Howell, at 7 Oldfield Road, Sparkbrook, Birmingham, and the assets comprised in the said agreement, and to carry on, develop and turn to account the said business and assets.

(B) To carry on the business or businesses of plumbers, gasfitters, sanitary engineers, heating and ventilating engineers, painters, paperhangers, glaziers, plasterers, ironmongers, tool dealers, carters, haulage and removal contractors, agents for and dealers in drain and other pipes, pottery, chimney pots, stone, terra cotta and earthenware, cement, sand, lime, gravel and stone, hardware, chimney pieces and fireplaces of any material, paint, timber and every kind of tool and materials used in the building and allied trades and any other trade or business relating thereto; to carry on business as builders, builders' merchants and decorators, contractors and public works contractors in all branches of the building trade,

property repairers, brick, tile and cement manufacturers and merchants, joiners, welders, braziers, lead burners, zinc workers, sheet metal workers, manufacturers of all kinds of plumbing, fittings and equipment, metal work engineers, electricians, carpenters and timber merchants, hauliers and gravel and stone quarriers and merchants, manufacturers and processors of all kinds of plastics and plastic materials, and to carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable,

and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents 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 institution 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 profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly

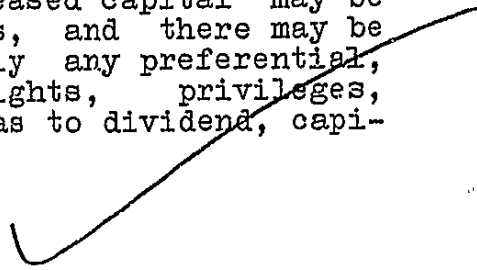
paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

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. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

Arthur Howell Limited

HARLECH GLASS LIMITED

(Adopted by Special Resolution passed the 21st day of July 1970)

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 22, 24, 53, 58, 75, 79, 84(2), 84(4), 101 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Companies Act 1948.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

8. The Secretary of the Company at the time of the adoption of these Articles is Michael Lovelace Browning.

DIRECTORS.

9. The number of Directors shall not exceed five and the Directors at the time of the adoption of these Articles are Alfred Caleb Victor Telling, Stanley Kenneth Parsons, Waynman Coates, Sydney Cowan and Harry Thomas Smith.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Companies Act 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

12. The Chairman of Directors of the Company shall be Alfred Caleb Victor Telling and so long as he holds the office of Director in the Company he will automatically preside as Chairman at every Board Meeting of the Directors and at every General Meeting of the Company unless he shall by writing appoint any other Director to preside in his stead such appointment to be revocable in writing at the pleasure of the Chairman of Directors and the Chairman of Directors shall not whilst holding that office be subject to retirement by rotation or taken into account for determining the rotation of retirement of Directors and Clause 89 in Part I of Table "A" shall be modified accordingly.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

EMPLOYEE DIRECTORS.

15. In addition to the Directors referred to in Article 9 (hereinafter referred to in this Article as "Ordinary Directors") any employee of the Company shall be eligible to be appointed an Employee Director who shall be subject to the provisions hereinafter contained :-

- (a) The Ordinary Directors may from time to time appoint any employee or employees of the Company to be Employee Directors of the Company provided that there shall not at any one time be more than three Employee Directors but such Employee Directors shall be in addition to the number of Ordinary Directors restricted by Article 9 hereof.
- (b) Each Employee Director shall be required to enter into a Service Agreement with the Company upon the terms and conditions approved by the Ordinary Directors and the Employee Director shall be subject to such terms and conditions and be entitled to such remuneration as is therein contained.
- (c) Each Employee Director shall retire from office at the expiration of one year from the date of his appointment but shall be eligible for re-appointment by the Ordinary Directors then or at any subsequent time.
- (d) An Employee Director shall not be disqualified from office by holding a place of profit under the Company but shall vacate his office on the happening of any of the events which are either set forth in the said Service Agreement or which would involve his vacating office if he were an Ordinary Director.
- (e) The Ordinary Directors may at any time remove any Employee Director from office by resolution of the Board comprising the Ordinary Directors only or by a notice in writing signed by three-fourths of the Ordinary Directors and in any event an Employee Director shall relinquish his office forthwith if he shall leave the Company's employment.
- (f) Notwithstanding anything hereinbefore contained in these Articles Clauses 76, 89, 90 and 92 of Part I of Table "A" in the First Schedule to the Companies Act, 1948 shall

not apply but Clause 77 of Table "A" shall apply to Employee Directors.

(g) Articles 9, 10, 11, 12, 13 and 14 herein shall not apply to Employee Directors.

AUDITORS.

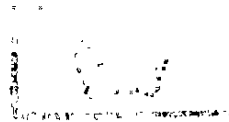
16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

INDEMNITY.

17. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NC 196344/6
390328/61

Number of Company:



THE COMPANIES ACTS 1948 to 1967
MAR 15 1977

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SPECIAL RESOLUTION

(Pursuant to Section 141 (2) of the Companies Act 1948)

OF

HARLECH GLASS
LIMITED

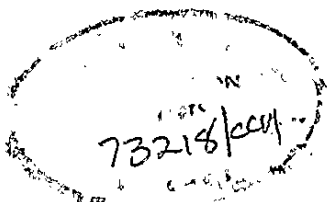
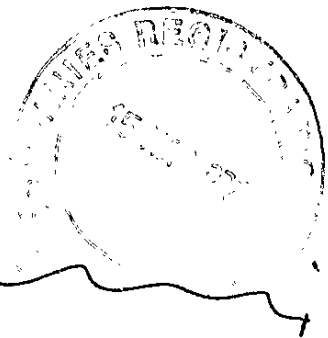
Passed the 25th day of February 1977.

At an Extraordinary General Meeting of the Members of the
above-named Company, duly convened and held on the 25th
day of February 1977, the following SPECIAL RESOLUTION
was duly passed:-

That the name of the Company be changed to

CHASEMAN SECURITY LIMITED

CHAIRMAN.





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 390328

62

I hereby certify that

HARLECH GLASS LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

CHASEMAN SECURITY LIMITED

Given under my hand at Cardiff the **12TH JULY 1977**

D. A. Pendlebury
D. A. PENDLEBURY,

Assistant Registrar of Companies

24
NO. 390328

63
THE COMPANIES ACT, 1929

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

COMPANY LIMITED BY SHARES

DATED 19-7-77

Memorandum of Association

OF

JORDAN & SONS LIMITED

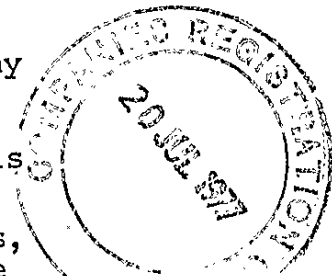
CHASEMAN SECURITY LIMITED

1. The name of the Company is:- "Chaseman Security 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 business as vacuum cleaners, steam cleaners, carpet cleaners, marble cleaners, window cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney sweepers, fumigators, vermin and insect destroyers, and generally to undertake cleaning, and fumigation of any kind, laundry proprietors, dyers, cleaners, bleachers, and repairers generally, towel hirers and janitorial suppliers. The security of property, chattels and persons. All trades ancillary to any of the above businesses.
- (B) To carry on the business or businesses of plumbers, gasfitters, sanitary engineers, heating and ventilating engineers, painters, paperhangers, glaziers, plasterers, ironmongers, tool dealers, carters, haulage and removal contractors, agents for and dealers in drain and other pipes, pottery, chimney pots, stone, terra cotta and earthenware, cement, sand, lime, gravel and stone, hardware, chimney pieces and fireplaces of any material, paint, timber and every kind of tool and materials used in the building and allied trades and any other trade or business relating thereto; to carry on business as builders, builders' merchants and decorators, contractors and public works contractors in all branches of the building trade,



property repairers, brick, tile and cement manufacturers and merchants, joiners, welders, braziers, lead burners, zinc workers, sheet metal workers, manufacturers of all kinds of plumbing, fittings and equipment, metal work engineers, electricians, carpenters and timber merchants, hauliers and gravel and stone quarriers and merchants, manufacturers and processors of all kinds of plastics and plastic materials, and to carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable,

and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the dependents 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 institution 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 profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly

paid-up shares or stock of any company or corporation; with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

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

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. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association
OF

CHASEMAN SECURITY LIMITED

(Adopted by Special Resolution passed the 21st day of July 1970)

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :- 22, 24, 53, 58, 75, 79, 84(2), 84(4), 101 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Companies Act 1948.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

7. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

SECRETARY.

8. The Secretary of the Company at the time of the adoption of these Articles is Michael Lovelace Browning.

DIRECTORS.

9. The number of Directors shall not exceed five and the Directors at the time of the adoption of these Articles are Alfred Caleb Telling, Stanley Kenneth Parsons, Waynman Coates, Sydney Cowan and Harry Thomas Smith.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

11. Subject to the provisions of Section 199 of the Companies Act 1948, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

12. The Chairman of Directors of the Company shall be Alfred Caleb Victor Telling and so long as he holds the office of Director in the Company he will automatically preside as Chairman at every Board Meeting of the Directors and at every General Meeting of the Company unless he shall by writing appoint any other Director to preside in his stead such appointment to be revocable in writing at the pleasure of the Chairman of Directors and the Chairman of Directors shall not whilst holding that office be subject to retirement by rotation or taken into account for determining the rotation of retirement of Directors and Clause 89 in Part I of Table "A" shall be modified accordingly.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

EMPLOYEE DIRECTORS.

15. In addition to the Directors referred to in Article 9 (hereinafter referred to in this Article as "Ordinary Directors") any employee of the Company shall be eligible to be appointed an Employee Director who shall be subject to the provisions hereinafter contained :-

- (a) The Ordinary Directors may from time to time appoint any employee or employees of the Company to be Employee Directors of the Company provided that there shall not at any one time be more than three Employee Directors but such Employee Directors shall be in addition to the number of Ordinary Directors restricted by Article 9 hereof.
- (b) Each Employee Director shall be required to enter into a Service Agreement with the Company upon the terms and conditions approved by the Ordinary Directors and the Employee Director shall be subject to such terms and conditions and be entitled to such remuneration as is therein contained.
- (c) Each Employee Director shall retire from office at the expiration of one year from the date of his appointment but shall be eligible for re-appointment by the Ordinary Directors then or at any subsequent time.
- (d) An Employee Director shall not be disqualified from office by holding a place of profit under the Company but shall vacate his office on the happening of any of the events which are either set forth in the said Service Agreement or which would involve his vacating office if he were an Ordinary Director.
- (e) The Ordinary Directors may at any time remove any Employee Director from office by resolution of the Board comprising the Ordinary Directors only or by a notice in writing signed by three-fourths of the Ordinary Directors and in any event an Employee Director shall relinquish his office forthwith if he shall leave the Company's employment.
- (f) Notwithstanding anything hereinbefore contained in these Articles Clauses 76, 89, 90 and 92 of Part I of Table "A" in the First Schedule to the Companies Act, 1948 shall

not apply but Clause 77 of Table "A" shall apply to Employee Directors.

(g) Articles 9, 10, 11, 12, 13 and 14 herein shall not apply to Employee Directors.

AUDITORS.

16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

INDEMNITY.

17. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Ernst & Whinney Chartered Accountants

Prince House
43-51 Prince Street
Bristol BS1 4QL

Phone: 0272 25417
Cables: Ernstaudit Bristol

1/6212/C

22 April 1983

The Secretary
Chaseman Security Ltd - 390 328
Barley Wood
Wrin^gton
Avon
BS18 7SA

86

Dear Sir

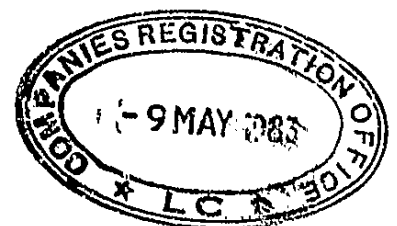
Would you please take this letter as our resignation as auditors, to take effect after we have completed the audit of the company's accounts to 28 February 1983.

We confirm that, as any charges will be met out of the Group audit fee, there are no outstanding liabilities by the company.

In accordance with Section 16(2)(a) of the Companies Act 1976, we confirm that there are no matters that we consider should be drawn to the notice of the members or the creditors of the company.

Yours faithfully

Ernst & Whinney



3

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

20.6v

For official use

89

Please do not write in this binding margin

To the Registrar of Companies

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

*Delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

Name of company

CHASEMAN SECURITY	Limited *
-------------------	-----------

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or has having come, to an end is as shown below:

Company number	Day	Month
390328	3	10

†Delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day	Month	Year
3	10	1984

See note 4 (c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the following statement should be completed:

‡Delete as appropriate

The company is a [subsidiary] ~~[holding company]~~ ‡ of PPR SECURITY GROUP LIMITED

_____, company number 1117740

the accounting reference date of which is 31st March

§Delete as appropriate

Signed [Signature] [Director] [Secretary] § Date 11.5.83

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

Nabarro Nathanson
76 Jermyn Street
London SW1Y 6LR

1D/LK

For official use
Data punch

General section

Post room



81

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

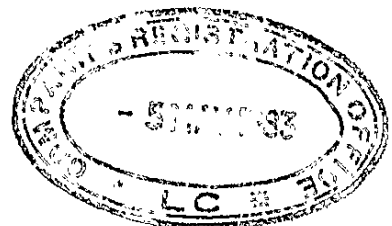
CHASEMAN SECURITY LIMITED

(Passed the 28th April 1983)

At an Extraordinary General Meeting of the Company duly convened and held at *76 Jermyn Street London SW1Y 6NR* the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the sum of £250 being part of the amount standing to the credit of the Company's reserves be capitalised and appropriated in paying up in full 250 unissued Ordinary Shares of £1.00 each in the capital of the Company for allotment and distribution credited as fully paid up to and amongst the holders of the Ordinary Shares already issued on the basis of one Ordinary Share for every ten Ordinary Shares held by them at the close of business on the previous day.
2. That subject to the next succeeding resolution contained in the notice of the meeting being duly passed without amendment forthwith upon the termination of this meeting of the Company each of the Ordinary Shares of £1.00 each in the capital of the Company in issue at the close of business on the day preceding the date on which this Resolution is passed be converted into one Deferred Share of £1.00 each having the rights and subject to the restrictions attached thereto as set out in the following Resolution.



3. The said Deferred Shares shall confer on the holders thereof the following rights and privileges:-

(i) As regards income:


A fixed non-cumulative dividend at the rate of 5 per cent per annum for any financial year of the Company in respect of which the net profits of the Company available for dividend (as certified by the Auditors of the Company whose decision shall be final and binding) exceed £20,000,000.

(ii) As regards capital:-

On the return of assets on liquidation or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied in repaying the amount paid up on the Deferred Shares after the total sum of £20,000,000 has been distributed in such winding up in respect of each of the Ordinary Shares of the Company.

(iii) As regards voting:-

The Deferred Shares shall not entitle the holders thereof to attend or vote at any General Meeting of the Company by virtue or in respect of their holdings of such Deferred Shares.


.....
Chairman



Please do not
write in this
binding margin



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

THE COMPANIES ACTS 1948 TO 1981

Form No. 3

3

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3 (1) of the Companies Act 1976

To the Registrar of Companies

For official use

Company number

1 0 0

390328

Name of company

CHASEMAN SECURITY LIMITED

NOTE

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3 (1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end, is as shown below:

Day Month

3 0 0 9

† delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened]
[extended] † and [is to be treated as having come to an end] [will come to an end] † on
is to be treated as having

Day Month Year

3 0 0 9 1 9 8 5

See note 4 (c)
and complete if
appropriate

If this notice states that the current accounting reference period of the company is to be
extended, and reliance is being placed on section 3 (6) (c) of the Companies Act 1976, the
following statement should be completed:

† delete as
appropriate

The company is a [subsidiary] [holding company] † of _____

_____, company number _____

the accounting reference date of which is _____

§ delete as
appropriate

Signed P. W. J. G. S. [Director] [Secretary] § Date 11/10/85

Presentor's name, address and
reference (if any):

Messrs. Hextall Erskine & Co.,
41 Swan Walk, Horsham, West Sussex.
RH12 1HQ Ref: AEM

For official use
General section

Post room



No. 390328

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

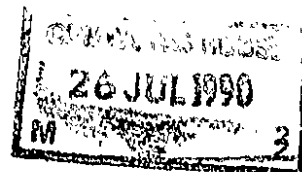
CHASEMAN SECURITY LIMITED

Passed on 5th April 1989

At the Annual General Meeting of the above named Company duly convened, and held at Sutton Park House, 15 Carshalton Road, Sutton, Surrey SM1 4TX on 5th April 1989 the following Resolution was duly passed as a Special Resolution: -

"THAT the Company being a dormant company as defined by Section 252 of the Companies Act 1985, no Auditors of the Company should be appointed"

.....
Director



No. 390328

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

ELECTIVE RESOLUTION
and
ORDINARY RESOLUTIONS

of

CHASEMAN SECURITY LIMITED

Passed 25th March 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House 15 Carshalton Road Sutton Surrey on 25th March 1991 the following Resolutions were duly passed: -

Ordinary Resolution

That the authorised share capital of the Company be and it is hereby increased from £5,000 to £100,000 by the creation of 95,000 ordinary shares of £1. each ranking pari passu with the existing ordinary shares of the Company

Special Resolutions

That the 2,500 Deferred Shares of £1. each be and they are hereby converted into 2,500 ordinary shares of £1. each ranking pari passu with the ordinary shares of the Company

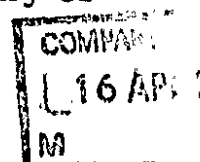
That in accordance with Section 252 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act

Elective Resolution:

That with effect from the date of passing this Elective Resolution

(1) the Company elects that the provisions of Section 80A of the Companies Act 1985 shall apply to the Company

(2) the Company elects in accordance with Section 366A of the Companies Act 1985, to dispense with the holding of



annual general meetings;

(3) the Company elects, in accordance with Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meetings;

Ordinary Resolution

That the Directors are hereby unconditionally authorized for the purpose of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to the amount of the unissued share capital of the Company at the date hereof and that this authority is given for an indefinite period

Special Resolution

That, in substitution for the existing Articles of Association of the Company, the revised Articles of Association produced to the Meeting and, for the purposes of identification, signed by the Chairman, be and they are hereby adopted as the Articles of Association of the Company.

A handwritten signature in dark ink, appearing to be 'W. J. H. ...', is written over the printed name 'CHAIRMAN'.

CHAIRMAN

Filed by: Hextall Erskine & Co. (DGC)
28 Leman Street
London E1 8ER

No.

The Companies Acts 1985 and 1989

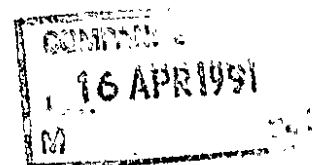
390328

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

CHASEMAN SECURITY LIMITED

Hextall Erskine & Co
28 Leaman Street
London
E1 8ER



The Companies Acts 1985 and 1989

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

A R T I C L E S O F A S S O C I A T I O N

OF

CHASEMAN SECURITY LIMITED

(Adopted 1991)

PRELIMINARY

1 Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to the Company.

2 Regulations 8, 64, 73 to 80 (inclusive), 87, 94 to 97 (inclusive), 101 and 118 of Table A shall not apply to the Company. Reference to the "Act" shall mean the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.

3 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

4 (i) The Directors may subject to Article 5 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due

compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority shall, subject to there remaining in force an election under section 80A of the Act, continue for an indefinite period. If such election shall cease to have effect the said authority shall expire five years from the adoption of these Articles or, if later, the date such election shall cease to have effect. Any authority conferred by paragraph (i) of this Article may be renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- 5 (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors conveniently be offered in manner hereinbefore provided.

(ii) Section 89(1) and 90(1) to 90(6) inclusive (pre-emption rights) of the Act shall not apply to any allotment of shares in the Company.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more

joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company

DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than one. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

9. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

10. The Company shall not be subject to Section 293 of the Act. 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 seventy years or any other age.

11. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his place.

12. An alternate Director appointed in accordance with Regulation 65 of Table A may also be removed from office by notice in writing to the Company given by the Co-directors of the Director by whom he was appointed.

THE SEAL

13. (i) If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign

any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6. of Table A relating to the sealing of share certificates shall apply only if the Company has a seal

(ii) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors

INDEMNITY

14. (i) Every Director or other officer or Auditor 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 144 or Section 727 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(ii) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 of the Act in accordance with Section 137 of the Companies Act 1989

COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] [] []

390328

Name of company

Chaseman Security Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 25TH 13/1991 the nominal capital of the company has been increased by £ 95000.00 beyond the registered capital of £ 5000.00

A copy of the resolution authorising the increase is attached.

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 follow:

To rank pari passu with the existing ordinary shares of the Company

Please tick here if
continued overleaf

☐

Signed

A. P. M.

Designation

Secretary

Date 25.03.1991

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

Hextall Erskine & Co
28 Leman Street
London
E1 8ER
DGC

For official Use
General Section

Post room

16 APR 1991
M

Company No: 390328

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTION OF
CHASEMAN SECURITY LIMITED

passed on the 27th day of June 1991

At an Extraordinary General Meeting of the Company, duly convened and held on 27th June, 1991 the following Special Resolution was passed: -

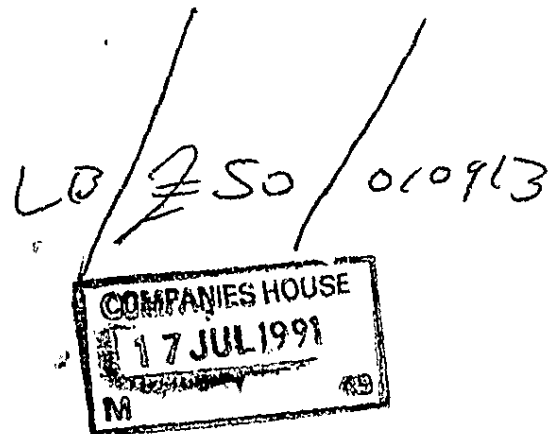
"That the name of the Company be changed to "SECURICOR CUSTODIAL SERVICES LIMITED"

Signed *Shinton*

Chairman

Filed by

Hextall Erskine & Co
28 Leman St
London E1 8ER



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 390328

I hereby certify that

CHASEMAN SECURITY LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SECURICOR CUSTODIAL SERVICES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 23 JULY 1991

M. Rose
M. ROSE

an authorised officer

No. 390328

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

SECURICOR CUSTODIAL SERVICES LIMITED

Passed 30 October 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LE on 30 October 1991 the following Resolution was duly passed: -

Special Resolution

It was resolved as a Special Resolution that in substitution for the existing Memorandum of Association of the company the revised Memorandum of Association produced to the Meeting and, for the purposes of identification, signed by the Chairman, be and it is hereby adopted as the Memorandum of Association of the Company.

.....
CHAIRMAN

[Faint, illegible markings]

Smith.

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

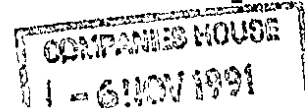
M E M O R A N D U M O F A S S O C I A T I O N

OF

SECURICOR CUSTODIAL SERVICES LIMITED

(as amended *30 October* 1991)

-
1. The name of the Company is "SECURICOR CUSTODIAL SERVICES 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 business as a general commercial company (as defined by Section 3A of the Companies Act 1985) and without prejudice to the generality of the foregoing
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, machinery, plant, stock-in-trade, rights, privileges, concessions, patents, patent rights, licences, secret processes, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
 - (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to, assist in or subsidise the erection, construction and maintenance of any of the same.



- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and to become a member of any building society.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, including all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To make advances to customers and others with or without security, and upon such terms as the Company may approve; to guarantee (with or without giving security therefor) the liabilities, obligations and contracts of customers and other person or corporations having dealings with or associated with or holding or subsidiary companies of the Company, and the dividends, interest and capital of the shares, stocks or securities of any such company or company in which this Company owns shares (whether directly or indirectly) or is otherwise interested.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (H) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or their wives, husbands, widows, widowers, families and dependants; to effect and make payments for or towards insurance for the benefit of any of such persons or of the Company itself; 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, clubs or other establishment or benefit funds or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in such manner as may from time to time be determined..
- (K) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company incorporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures, debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To amalgamate with or enter into any partnership, joint venture company, consortium or arrangement for sharing profits, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business whatsoever and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such partnership, company or consortium.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (P) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (R) To carry on any other trade or business which in the opinion of the Board of Directors can be advantageous to the Company.

AND it is hereby declared that the objects specified in the foregoing paragraphs of this Clause shall be construed as independent and separate objects and not be limited by reference to any other paragraph hereof or to the name of the Company nor shall any of them be deemed to be merely subsidiary to the objects contained in any other paragraph hereof.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

No. 390328

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of


SECURICOR CUSTODIAL[^] LIMITED

Passed 25 June 1992

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House, 15 Carshalton Road, Sutton, Surrey, SM1 4LD on 1992 the following Special Resolution was duly passed: -

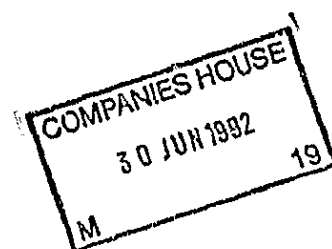
That the first sentence of Article 2 be deleted and that the following sentence be substituted therefor: -

"Regulations 8, 64, 73-77 (inclusive), 87, 94-97 (inclusive), 101 and 118 of Table A, the words "subject as aforesaid" contained in regulations 78 and 80 and the second and third sentences of regulation 79 of Table A shall not apply to the Company".


CHAIRMAN

Filed by: -

Hextall Erskine & Co (DGC)
28 Leman Street
London E1 8ER



390328

The Companies Acts 1985 and 1989

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

M E M O R A N D U M O F A S S O C I A T I O N

OF

SECURICOR CUSTODIAL SERVICES LIMITED

(as amended 30th October 1991)



1. The name of the Company is "SECURICOR CUSTODIAL SERVICES 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 business as a general commercial company (as defined by Section 3A of the Companies Act 1985) and without prejudice to the generality of the foregoing
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, machinery, plant, stock-in-trade, rights, privileges, concessions, patents, patent rights, licences, secret processes, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
- (C) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to, assist in or subsidise the erection, construction and maintenance of any of the same.

- (D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and to become a member of any building society.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, including all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (F) To make advances to customers and others with or without security, and upon such terms as the Company may approve; to guarantee (with or without giving security therefor) the liabilities, obligations and contracts of customers and other persons or corporations having dealings with or associated with or holding or subsidiary companies of the Company, and the dividends, interest and capital of the shares, stocks or securities of any such company or company in which this Company owns shares (whether directly or indirectly) or is otherwise interested.
- (G) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (H) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or their wives, husbands, widows, widowers, families and dependants; to effect and make payments for or towards insurance for the benefit of any of such persons or of the Company itself; 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, clubs or other establishment or benefit funds or profit-sharing scheme calculated to advance the interests of the Company or of the officers or persons employed by the Company.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in such manner as may from time to time be determined.
- (K) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company incorporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures, debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (M) To amalgamate with or enter into any partnership, joint venture company, consortium or arrangement for sharing profits, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business whatsoever and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such partnership, company or consortium.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

- (P) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (R) To carry on any other trade or business which in the opinion of the Board of Directors can be advantageous to the Company.

AND it is hereby declared that the objects specified in the foregoing paragraphs of this Clause shall be construed as independent and separate objects and not be limited by reference to any other paragraph hereof or to the name of the Company nor shall any of them be deemed to be merely subsidiary to the objects contained in any other paragraph hereof.

4. The liability of the members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 each.

No:390328

The Companies Acts 1985 and 1989

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

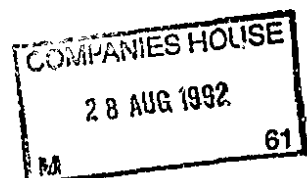
A R T I C L E S O F A S S O C I A T I O N

OF

SECURICOR CUSTODIAL SERVICES LIMITED

(as amended 25 June 1992)

PRELIMINARY



1 Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 8, 64, 73 -77 (inclusive), 87, 94-97 (inclusive), 101 and 118 of Table A, the words "subject as aforesaid" contained in regulations 78 and 80 and the second and third sentences of regulation 79 of Table A shall not apply to the Company. Reference to the "Act" shall mean the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.

3 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

4 (i) The Directors may subject to Article 5 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority shall, subject to there remaining in force an election under section 80A of the Act, continue for an indefinite period. If such election shall cease to have effect the said authority shall expire five years from the adoption of these Articles or, if later, the date such election shall cease to have effect. Any authority conferred by paragraph (i) of this Article may be renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- 5 (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors conveniently be offered in manner hereinbefore provided.

(ii) Section 89(1) and 90(1) to 90(6) inclusive (pre-emption rights) of the Act shall not apply to any allotment of shares in the Company.

LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the

Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company

DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than one. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

9 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

10. The Company shall not be subject to Section 293 of the Act. 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 seventy years or any other age.

11. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his place.

12. An alternate Director appointed in accordance with Regulation 65 of Table A may also be removed from office by notice in writing to the Company given by the Co-directors of the Director by whom he was appointed.

THE SEAL

13. (i) If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6. of Table A relating to the sealing of share certificates shall apply only if the Company has a seal

(ii) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors

INDEMNITY

14. (i) Every Director or other officer or Auditor 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 144 or Section 727 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(ii) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 of the Act in accordance with Section 137 of the Companies Act 1989

No: 390328

The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
SECURICOR CUSTODIAL
SERVICES LIMITED

(Memorandum of Association as
amended 30 October 1991
Articles of Association as
as adopted 25th March 1991
and amended 25th June 1992)

HEXTALL ERSKINE & CO.
28 Leman Street
London E1 8ER

COMPANIES FORM No. 123

Notice of increase
in nominal capital

G

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] []

391328

Name of company

Securicor Custodial Services Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 15/04/1994 the nominal capital of the company has been
increased by £ 19900000.00 beyond the registered capital of £ 100000.00

A copy of the resolution authorising the increase is attached.

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 follow:

Please tick here if
continued overleaf

☐

Signed A. P. M.

Designation Secretary

Date 12.5.94

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

Anne Munson
Sutton Park House
15 Carshalton Road
Sutton, Surrey SM1 1D
081 770 7000

For official Use
General Section

Post room



390328

SECURICOR CUSTODIAL SERVICES LIMITED

Resolution of the Company passed on 15 April 1994

IT WAS RESOLVED as an Ordinary Resolution that the authorised share capital of the Company be increased from £100,000 to £20,000,000 by the creation of 19,900,000 Ordinary shares ranking pari passu with the existing Ordinary shares of the Company.

Signed by:


on behalf of Securicor Security Services Limited