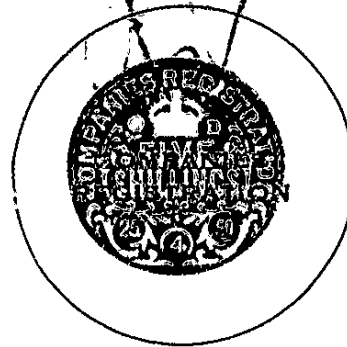
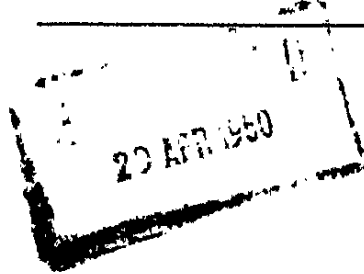


481659

No. of
Company

[C.A. 1.]
The

THE COMPANIES ACT, 1948.



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

Declaration of Compliance with the Requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15 (2).

Name
of
Company

WILKES & GODWIN

Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C.2, Parliament Street, London, S.W.1;

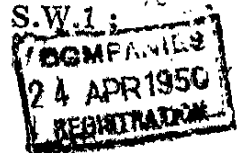
77, Colmore Row, Birmingham, 3;

12 & 14, Brown Street, Manchester, 2.

Printed by

Foster Pettitt & Simcox,

11/12, Bennetts Hill, Birmingham 2.



I, WILLIAM MARTIN SIMCOX
of 11/12 Bennetts Hill in the City of Birmingham

(a) "A Solicitor of
the Supreme Court (or
in Scotland an Enrolled
Law Agent) engaged
in the formation."

or
"A Person named in
the Articles of Assoc-
iation as a Director
or Secretary."

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

of WILKES & GODWIN

Limited

and That all the requirements of the Companies Act, 1900,
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, 1885.

Declared at Birmingham in the County

of Warwick

the 21st day of April
one thousand nine hundred and fifty.

Before me,

A. H. Lunnell

A Commissioner for Oaths.

W. M. Simcox

481659

2

No. of Company

[O.A. 30]
W



WILKES & GODWIN

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Section 41, Finance Act, 1938.)

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

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

London Wall, London, E.C.2, Parliament Street, London, S.W.1;

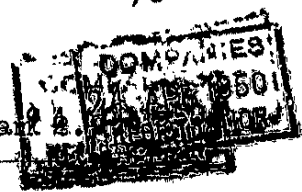
77, Colmore Row, Birmingham, 3;

12 & 14, Brown Street, Manchester, 2.

led by

Foster Pettitt & Simcox,

11/12 Bennetts Hill, Birmingham



The NOMINAL CAPITAL of

WILKES & GODWIN

Limited

is £ 10,000 divided into 10,000 shares of £ 1 each

Signature _____

N. E. Godwin

Director.

State whether Director or Secretary

Date 21st day of April 1950.

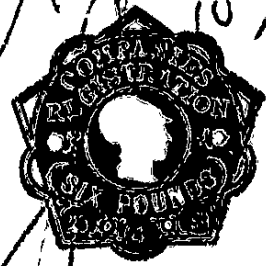
481659 / 3



THE COMPANIES ACT, 1948.

29 APR 1950

COMPANY LIMITED BY SHARES.



Memorandum of Association

of

WILKES & GODWIN LIMITED



1. The name of the Company is "WILKES & GODWIN 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 acquire and take over as a going concern the business of platers and enamellers and treaters of metal now carried on by Norman Edward Godwin under the style or firm of Wilkes & Godwin at Charles Henry Street and Moseley Street in the City of Birmingham, and/or all or any of the assets and liabilities of the said business and with a view thereto to enter into and carry into effect, with or without modification, an Agreement already prepared and proposed to be made between the said Norman Edward Godwin of the one part and the Company of the other part, a copy whereof has for the purposes of identification been signed by the signatories hereto.
- (b) To carry on the trade or business of Platers of every description, depositors on metal and all other substances of all kinds of metal, enamel, phosphate, paint, cellulose and

24 APR 1950

2

other surfacing materials, treaters of metal and other substances including the burnishing, polishing, anodising, hardening, bronzing, degreasing, dipping, lapping, finishing, pot-tinning and galvanising thereof, vitreous enamellers, sand blasters, shot blasters, picklers, burnishers and barrel polishers, rust proofers, manufacturers, buyers, sellers, factors and dealers of and in all kinds of plating equipment and accessories, toys and games of all kinds, motors, cycles, motor and aircraft accessories, tools and general ironmongery, cutlery, table ware, hollowware, kitchenware, metal stampings, pressings and castings of all kinds, plastic rubber and leather goods, builders and plumbers brassfoundry, photographic, wireless and radar instruments and accessories, fishing tackle, hearth furniture and equipment for shops, offices, bars, hospitals and laboratories and all apparatus, machinery and things required for or capable of being used in connection with any of the foregoing, stampers, press workers, chemists, metallurgists, rollers and drawers of iron, steel and other metals or alloyed metals both hot and cold, metal plate workers, tinsmiths, wire drawers, bar and strip drawers, tube drawers, builders, carpenters, joiners, welders, painters, carriers, factors and merchants.

- (c) To carry on any other manufacture trade or business which can or may be advantageously carried on in conjunction with the before-mentioned trades or businesses or which may be calculated directly or indirectly to enhance the value of the Company's undertaking or property and for the above purposes to acquire by any means and carry on any existing business as a going concern.
- (d) To purchase, hire, lease, take in exchange or on partition or otherwise acquire, construct, lay out, improve, erect, demolish and reconstruct, work, maintain, farm and develop any lands, factories, offices, shops, halls or places of recreation or other buildings, sports grounds, railways, wharves, docks, mines, minerals, roads, sewers, waterways or other easements or any rights or interests in relation thereto or any plant, machinery, stock-in-trade or any other real or personal property of any kind whatsoever or to co-operate with any other person or persons, firm or Company in any of the matters aforesaid.
- (e) To purchase, apply for, or otherwise acquire, maintain, renew any patent or patent rights, licences, copyright options or other exclusive rights in relation to any invention or other work in any country whatsoever and/or to develop finance and otherwise exploit the same and to expend moneys of the Company in testing, experimenting upon, or improving any such invention or work.
- (f) To purchase or otherwise acquire for cash, shares, debentures, or such other consideration as the Company may deem fit any business or businesses which the Company is authorised to carry on together with goodwill, premises, stock-in-trade, book debts and other assets and whether as a going concern or otherwise and whether subject or not to any liabilities affecting the same.

- 5
- (g) To enter into agreements by way of amalgamation, partnership, sharing of profits or as to scope or area of operations restricting competition or mutual assistance or otherwise with any person, firm, company or group of persons, firms or companies carrying on or interested in any businesses hereby authorised or having objects wholly or in part similar to those of the Company.
 - (h) To sell, exchange, let on lease or on hire or otherwise dispose of or grant any licence or privilege in respect of all or any part of the undertaking of the Company as a going concern or otherwise and/or any property and assets of the Company on such terms and subject or not to any restrictions and conditions and for any consideration whether payable in cash or wholly or in part by fully or partly paid shares, stock, debentures or debenture stock or other securities or obligations of any other company or otherwise.
 - ✓ (i) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking or all or any of the assets of the Company including its uncalled capital and generally on such terms and conditions as to redemption or otherwise as the Company may deem fitting.
 - (j) To draw, accept, indorse, make, discount and negotiate bills of exchange, cheques, promissory notes, bills of lading, debentures, warrants and every description of transferable or negotiable instrument.
 - (k) To pay for any property acquired by or services rendered to the Company by the issue either as fully or partly paid up shares (whether with preferential, ordinary or deferred rights or otherwise) stock, debentures or debenture stock of the Company.
 - (l) To invest or otherwise apply any moneys of the Company in such manner as may be thought desirable and to change any investments.
 - (m) To lend money or give credit to any persons, firms, companies or corporations, including customers and others and to enter into and give guarantees for the due performance by any persons, firms, companies or corporations of his or their obligations and in either case with or without security.
 - (n) To apply for or promote any Act of the Imperial Parliament or any Charter, provisional order or licence or other privilege of or from the Imperial Government or any department thereof or any local authority or the legislature, government or other authority of any British dominion, colony or dependency or any foreign country, or to oppose any Act, Charter, Order or proceeding which the Company may deem prejudicial to its interests.

4

- (c) To subscribe for, underwrite, purchase, take and hold any shares, stocks, debentures, debenture stock or other securities of and in any company or corporation having objects similar or ancillary to the objects of the Company, or to promote, float or finance any such company or corporation or to join with others in so doing.
- (p) To apply for or accept from any government or authority or corporation any contract, right, concession, charter or privilege and to work and develop the same or to agree to any modification thereof from time to time.
- (q) To act as or to employ agents, trustees or brokers.
- (r) To distribute among the Members of the Company any of the assets of the Company or any shares, stocks or securities or property of which the Company shall have power to dispose.
- (s) To pay any person or company for services rendered in disposing of any shares, stocks or debentures and to pay any expenses incurred in or incidental to the promotion, formation or incorporation of the Company and to procure the Company to be registered or recognised in any other country or place either within the British Empire or elsewhere.
- (t) To make donations to such persons and to subscribe to and support all such associations as the Directors may decide to be calculated to benefit the Company or its trade or business or to benefit past, present or future employees of the Company or their dependents or connections; and to provide pensions and sick benefits and allowances for past and present employees of the Company and their dependents or connections and to do all things mentioned in the proviso to the Companies Act, 1948, Section 54, Sub-section 1.
- (u) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and Ex-Directors of the Company or their dependents or connections.
- (v) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.
- (w) The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber
<p>Norman Edward Godwin 84 Vicary Close Edgbaston. Birmingham 5 Plater</p> <p>Mayorie Brenda Godwin. 84, Vicary Close. Wife of Edgbaston. H.E. Godwin Bham's.</p>	<p>one</p> <p>one.</p>

Dated this 21st day of April, 1950.

WITNESS to the above signatures :--

William E. Sincro
11/12 Bennetts Hill
Birmingham 2
Solicitor.

481659 | 4



THE COMPANIES ACT, 1948.

COMPANY, LIMITED BY SHARES.

20 APR 1950

Articles of Association

of

WILKES & GODWIN LIMITED

PRELIMINARY.

1. The regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (including those regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz:—Clauses 24, 30, 53, 75, 79, 84(2), 84(4), 89, 90, 91, and 92 of Part I thereof and Clause 3 of Part II thereof.

2. The Company shall forthwith enter into and carry into effect the Agreement referred to in Clause 3 (a) of the Memorandum of Association. Such Agreement may be modified either before or after execution. It shall be no objection to the said Agreement that any Director of the Company is a party thereto or otherwise interested therein or that the Directors of the Company do not constitute an independent Board and every Member of the Company, present or future, shall be deemed to join the Company on this basis.

3. The Company is a private Company within the meaning of Section 28 of the Act.

4. Subject to the provisions of the next succeeding Article as regards new shares created on an increase of capital, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company.

5. Subject to any direction to the contrary that may be given by the Company in general meeting, all shares which it is determined to issue shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

2

6. The present share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

7. The lien conferred by Clause 11 of Part I of Table A shall apply to all shares of the Company 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 registered holder thereof or shall be one of several joint holders. Clause 11 of Part I of Table A shall be varied accordingly.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES.

8. Except where the transfer is made pursuant to Article 10 hereof or pursuant to the proviso contained in Article 11 hereof 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) to any person who is not already a member of the Company.

TRANSFER OF SHARES.

9. A share may be transferred by a member or other person entitled to transfer to any other member selected by the transferor, but no shares shall be transferred to any person who is not a member so long as any member is willing to purchase the same at the fair value.

10. Any member or other person entitled to transfer on his behalf may transfer and any member may by Will bequeath any share held by him to a member or members of his family as hereinafter defined; and in case of such bequest the executors of the deceased member may transfer the shares so bequeathed to the legatee or legatees. For the purpose hereof a member of the family of any member shall include a husband, wife, widow, widower, father, mother, or any lineal descendant of such father or mother, or a son-in-law or daughter-in-law, but no other person.

11. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof; but (save and except as hereinafter provided) the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy as the case may be. Provided nevertheless that the Directors shall have no such right to decline or suspend registration in the case of any person becoming entitled to a share in consequence of the death of Norman Edwin Godward (subscriber to these Articles of Association).

12. Except where the transfer is made pursuant to Article 9 or 10 hereof the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called a "Transfer Notice") to the Company that he desires to transfer the same, and such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company at the price

7

so fixed or, at the option of the Purchaser, at the fair value to be fixed by the Auditor in accordance with these Articles. A transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.

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

14. At the conclusion of the Ordinary General Meeting of the Company in each year the Auditor shall certify in writing the sum which in his opinion is the fair value of a share and the sum so certified shall until the next Ordinary General Meeting be deemed to be the fair value for the purposes of these Articles, and in so certifying the Auditor shall be considered to be acting as an expert and not as an Arbitrator and accordingly the Arbitration Acts 1889 to 1934 shall not apply.

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

16. If the Company shall not within the space of twenty eight days after being served with a transfer notice find a member willing to purchase the shares to which such notice relates and give notice thereof to the proposing transferor in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty subject to Articles 8 and 18 hereof, to sell and transfer the shares, or those not placed, to any person and at any price.

17. The shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the members, other than the proposing transferor, as nearly as may be in proportion to the existing shares held by them respectively and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify to the members that any member who desires an allotment of shares in excess of his proportion should in his reply state how many excess shares he desires to have, and if all the members do not claim their proportions the unclaimed shares shall be used for satisfying the claims in excess. If any share shall not be capable without fractions of being offered to the members in proportion to their existing holdings the same shall be offered to the members of some of them in such proportion or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

X

18. The Directors may at any time as regards the shares of a deceased member in respect of which neither his legal personal representatives nor any transferee from them shall have been previously registered as a member or members and in respect of which no actual transfer notice under Article 12 shall be then pending call upon the executors or administrators of such deceased member to transfer such shares to some person or persons to be selected by such executors or administrators and approved by the Directors and if the executors or administrators do not forthwith comply with such call they shall be deemed to have served the Company with the Transfer Notice pursuant to Article 12 hereof in respect of such shares and to have specified therein as the sum fixed by them as the fair value the sum which is for the time being the fair value thereof under Article 14 and thereupon the same results shall follow as in the case of a transfer notice voluntarily given.

19. In every case where shares are held by a person who carries on any business which is in direct competition with the business of the Company or who is a director of any company carrying on such business the Directors may at any time give to such person notice requiring him forthwith to transfer all such shares and he shall thereupon be bound upon payment of the sum which under the provisions of Article 14 is for the time being to be deemed to be the fair value thereof to transfer the shares to such person or persons as the Directors shall nominate.

DEMAND FOR A POLL.

20. Any one member present in person or by proxy at a General Meeting may demand a poll.

DIRECTORS.

21. The number of Directors of the Company shall not be more than seven or less than two.

22. 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 the age of 70 years or any other age.

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

24. A Director notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract matter or arrangement in which he is interested, or 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.

25. A Director may hold any other office or place of profit in the Company except that of Auditor and, in the case of a sole Director that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84(u) of Part I of Table A.

ALTERNATE DIRECTORS.

26. (a) Any Director may nominate any person approved by the Board and the Board shall appoint any person so nominated and approved, whether or not he is a member of the Board, to be alternate Director in the place of such Director, and such appointment shall have effect, and such appointee while he holds office as an alternate Director, shall be entitled to notice of Meetings of Directors, and in the absence of the Director nominating him, to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the Director nominating him vacates office as Director, or requests the Board to remove the alternate Director from office, and any nomination or request under this clause shall be by instrument in writing, addressed to the Company under the hand of the Director making the same.

(b) Any Member of the Board appointed as an alternate Director shall at any meeting of Directors which he attends while he holds office as an alternate Director and at which the Director, whose alternate he is, is not present be entitled to one vote in his own capacity as a Director and one further vote as such alternate Director.

(c) Every person acting as an alternate Director shall be deemed to be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director nominating him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate Director and the Director nominating him.

SECRETARY.

27. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the Company and the provisions of Clauses 110 and 111 of Part I of Table A shall apply to every such appointment.

4
Names, Addresses and Descriptions of Subscribers.

Norman Edward Godwin

84 Vicarage Close

Edgbaston

Birmingham 5

Plater

Mayone Brenda Godwin.

84, Vicarage Close.

Bristol Rd.

Edgbaston.

Bham 5.

Wife of
N. E. Godwin.

Dated this 21st day of April, 1950.

WITNESS to the above signatures:—

William M. Simeon
11/12 Bennetts Hill Birmingham 2
Solicitor

DUPLICATE FOR THE FILM

481659



Certificate of Incorporation

I Hereby Certify, That

WILKES & GODWIN LIMITED

in this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this Twenty-ninth day of
April.....One Thousand Nine Hundred and Fifty

[Signature]
Registrar of Companies.

Certificate
received by

[Signature]

Watkinson & Sons

Date

1-5-50

113

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1948, Sections 10 and 141)

OF

Wilkes & Godwin Limited

Passed the 11th day of November, 1953

REGISTERED

27 NOV 1953

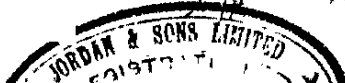
At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 59 Wellington Road, Edgbaston, Birmingham, 15, on the 11th day of November, 1953, the following Resolution was passed as a SPECIAL RESOLUTION:—

“That the Articles of Association of the Company be altered in manner hereinafter following:—

Clause 98 of Part I of Table A to the Companies Act, 1948, shall not apply to the Company but in lieu thereof the following Article to be numbered 25A be inserted after Article 25:—

25A. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director may and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.”

Presented to the Registrar of Companies
on the 24th day of November, 1953.

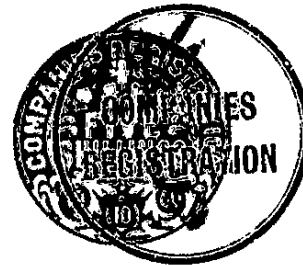


JORDAN & SONS, LIMITED
PRINTERS AND PUBLISHERS.

Chairman



THE COMPANIES ACT 1948



A 5/
Companies
Registration
Fee Stamp
must be
impressed
here

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

Pursuant to Section 62.

(Insert the
Name of
the
Company)

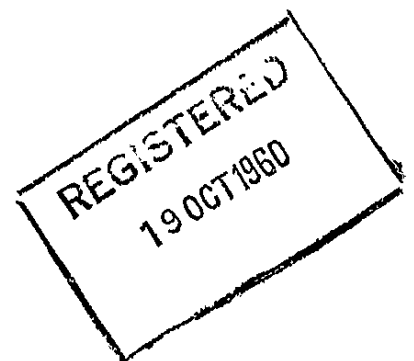
WILKES & GODWIN
LIMITED

Presented by

Ryland Martineau & Co.,

41 Church Street,

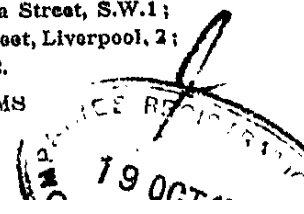
Birmingham, 3.



202

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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



TO THE REGISTRAR OF COMPANIES.

WILKES & GODWIN

LIMITED

hereby gives you notice in accordance with Section 62 of The Companies Act 1948,
that by an Ordinary Resolution dated the 18th October, 1960,
each of the 100,000 Ordinary Shares of £1 each in the Company
has been divided into Ten Ordinary Shares of 2/- each.

(Signature)

J. H. Pender

(State whether Director or Secretary)

Secretary

Dated the

18 4

day of

October

1960.

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

26
28
The Companies Act, 1948.

COMPANY LIMITED BY SHARES.



Ordinary and Special Resolutions
OF
WILKES & GODWIN LIMITED.

(Registered the _____ day of _____ 1960)

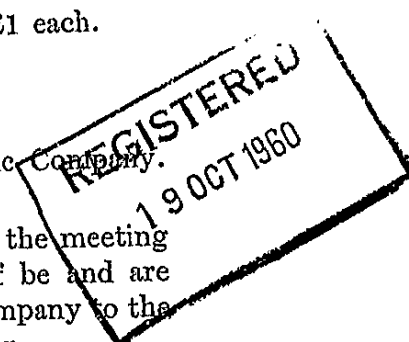
AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at the offices of Russell, Durie Kerr, Watson & Co., Lombard House, Great Charles Street, Birmingham 3, on the 18th day of October 1960, the following RESOLUTIONS were duly passed, the first as an ORDINARY RESOLUTION and the second, third and fourth as SPECIAL RESOLUTIONS respectively:—

ORDINARY RESOLUTION.

1. That the authorised capital of the Company be increased to £100,000 by the creation of 90,000 Ordinary Shares of £1 each.

SPECIAL RESOLUTIONS.

2. That the Company be converted into a Public Company.
3. That the Articles of Association submitted to the meeting and for identification signed by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of any previous or other Articles of Association.
4. That Clause 3 of the Memorandum of Association of the Company be altered in manner following, that is to say:—
 - (A) By the addition at the end of paragraph (q) of the following words:
“but not to act as share or stock brokers”



3

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

(*Adopted by Special Resolution passed 18th October 1960*)

OF

WILKES & GODWIN LIMITED.

TABLE A.

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company except so far as the same are repeated or contained in these Articles.

Table A excluded

INTERPRETATION.

2. In these Articles, unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

Interpretation
clause

WORDS.	MEANINGS.
The Act ...	The Companies Act 1948.
The Statutes ...	The Companies Act 1948 and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles ...	These Articles of Association and the regulations of the Company for the time being in force.
The Office ...	The registered office of the Company.
The Seal ...	The Common Seal of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.
Month ...	Calendar month.
Paid up ...	Includes credited as paid up.
Dividend ...	Includes bonus.
In writing ...	Written, printed or lithographed, or visibly expressed in all or any of these or any other modes of representing or reproducing words.

Definitions

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

Words importing the masculine gender only shall include the feminine gender, and

4

Words importing persons shall include corporations.

Words in Statutes
to bear same
meaning in
Articles

Subject as aforesaid, any words or expressions defined in the Statutes shall bear the same meanings in these Articles.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

CAPITAL.

Capital

8. The share capital of the Company at the date of adoption of these Articles is £100,000 divided into 1,000,000 Ordinary Shares of 2 - each.

Issue of shares

4. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner hereinafter provided) any share in the capital of the Company may be issued with such preferred, deferred or other special rights, or restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine, and subject to the provisions of the Statutes the Company may issue preference shares which are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine.

Redeemable
preference shares

SHARES.

Funds not to be
employed in
purchase of
shares

5. Save in so far as any particular transaction may be authorised by the Statutes, no part of the funds of the Company shall be employed in the purchase or in loans on the security of the Company's shares.

Underwriting of
shares

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the capital of the Company, such commission not to exceed 10 per cent. of the price at which the shares are issued or an amount equivalent thereto. Any such commission may be paid in cash or in fully paid shares of the Company, or partly in one way and partly in the other, as may be arranged. The requirements of Sections 52 and 58 of the Act, and Part II (8) of the Sixth Schedule and Part I (8) of the Eighth Schedule to the Act shall be observed, so far as applicable.

Payment of
interest out of
capital in certain
cases

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

8. The shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to the provisions of the said agreement as to the shares to be allotted in pursuance thereof, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Act.

Shares at disposal
of Directors

9. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

Receipts of joint
holders of shares

10. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles otherwise expressly provided or as by Statute required or under an order of Court) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

No trust
recognised

11. Every member shall without payment be entitled to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) a certificate under the seal specifying the shares allotted or transferred to him and the amount paid up thereon, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Where part only of the shares comprised in a certificate are transferred, the member transferring shall be entitled without payment to a certificate for the balance thereof.

Members entitled
to share
certificates

12. If any such certificate shall be worn out, defaced, destroyed or lost, it may be renewed on such evidence being produced as the Directors shall require, and in case of wearing out or defacement on delivery up of the old certificate, and in case of destruction or loss on execution of such indemnity (if any) and in either case on payment of such sum, not exceeding one shilling, as the Directors may from time to time require. In case of destruction or loss the member to whom such renewed certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and to such indemnity.

New certificate
may be issued

13. No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

Member not
entitled to
dividend or to
vote until all calls
paid

LIEN ON SHARES.

Company to have
lien on shares

14. The Company shall have a first and paramount lien and charge on all the shares not fully paid up registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, either alone or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

Lien may be
enforced by sale
of shares

15. For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto in such manner as they think fit, but no sale shall be made until such time as the moneys are presently payable, and until a notice in writing stating the amount due and demanding payment, and giving notice of intention to sell in default, shall have been served in such manner as the Directors shall think fit on such member or the persons (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for seven days after such notice.

Application of
proceeds of sale

16. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due, and the residue (if any) shall be paid to the member or the persons (if any) entitled by transmission to the shares; provided always that the Company shall be entitled to a lien upon such residue in respect of any moneys due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof.

Directors may
enter purchaser's
name in share
register

17. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in the proceedings or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

CALLS ON SHARES.

Directors may
make calls

Fourteen days'
notice to be given

When call deemed
made

18. The Directors may, subject to the regulations of these Articles and to any conditions of allotment, from time to time make such calls upon the shareholders in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each shareholder shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments. A call shall be deemed to have been made as soon as the resolution of the Directors authorising such call shall have been passed.

Liability of joint
holders

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

20. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the rate of 10 per cent. per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to remit such interest or any part thereof.

Interest on unpaid call

21. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date and any instalment of a call shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the Statutes or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

Sums payable on allotment deemed a call

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

Difference in calls

23. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest (not exceeding, without the consent of a General Meeting, 10 per cent. per annum) as may be agreed upon between them and such shareholder, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. No sum paid up in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

Calls may be paid in advance

TRANSFER OF SHARES.

24. Any member may transfer all or any of his shares, but every transfer must be in writing, and in the usual common form or in such other form as the Directors may approve, and must, unless the Directors otherwise determine, be left at the office of the Company, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor, and be in respect of only one class of shares.

Members may transfer shares

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

Transfers to be executed by both parties

8

Provided that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case which they think fit in their discretion so to do.

Directors may
refuse to register
transfers in
certain cases

26. The Directors may, in their discretion and without assigning any reason therefor, refuse to register the transfer of any share (not being a fully paid-up share) to any person whom they shall not approve as transferee. The Directors may also refuse to register any transfer of a share on which the Company has a lien.

Notice of refusal

27. If the Directors refuse to register a transfer of any share, 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 78 of the Act.

Fees on
registration

28. Such fee, not exceeding Two shillings and sixpence, as the Directors may from time to time determine, may be charged for registration of a transfer or of any probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas or other document relating to or affecting the title to any shares.

Register of
members
may be closed

29. The registration of transfers may be suspended and the register of members closed during the fourteen days immediately preceding every Annual General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that the register shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

On death of
member survivor
or executor only
recognised

30. In the case of the death of a registered member, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Persons becoming
entitled on death
or bankruptcy
of member may
be registered

31. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

Person electing to
be registered to
give notice

32. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects. For all purposes of these Articles relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors

shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred and the notice were a transfer executed by the person from whom the title by transmission is derived.

88. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by signing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so signed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.

Person electing to have nominee registered to sign transfer

84. A person entitled to a share by transmission shall be entitled to receive and give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled to receive notices of or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share. The Directors may however retain dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

Rights of persons entitled by transmission

FORFEITURE OF SHARES.

85. If any shareholder fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid, together with any accrued interest and any expenses incurred by the Company by reason of such non-payment.

Directors may require payment of call with interest and expenses

86. The notice shall name a further day on or before which such call, or such part thereof as aforesaid, and all such interest and expenses as aforesaid are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

Notice requiring payment to contain certain particulars

87. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

On non-compliance with notice shares forfeited on resolution of Directors

88. A forfeiture of shares under the preceding Articles shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Forfeiture to include dividends declared though not actually paid

10
Notice of
forfeiture to be
given and entered
in register of
members

39. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share, or the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may
allow forfeited
share to be
redeemed

40. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.

Shares forfeited
belong to
Company

41. Every share which shall be forfeited shall thereupon become the property of the Company, and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.

Holders of
forfeited shares
liable for call
made before
forfeiture

42. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, with interest thereon to the date of payment at such rate, not exceeding 10 per cent. per annum as the Directors shall think fit, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.

Consequences of
forfeiture

43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Title to forfeited
share

44. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the time when it was forfeited, shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the seal delivered to a purchaser or allottee thereof, shall (subject to the execution of any necessary transfer) constitute a good

title to the share, and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any omission, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK.

45. The Company may, from time to time, by resolution of a General Meeting, convert all or any of its paid-up shares into stock and may from time to time, in like manner, re-convert any such stock into paid-up shares of any denomination.

Shares may be converted into stock

46. When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in General Meeting shall direct, but in default of any such direction in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Company in General Meeting, or failing a resolution of a General Meeting, the Directors, may, if they think fit, from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, provided that the minimum shall not exceed the nominal amount of the shares from which the stock arose, and may prescribe that stock is to be divided and transferable in units of corresponding amount.

Stock may be transferred

47. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at meetings of the Company and for other purposes as if they held the shares from which the stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

Holders of stock entitled to same dividends and privileges as holders of shares

48. All such provisions of these Articles as are applicable to paid-up shares shall apply to stock, and in all such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".

Share and shareholder include stock and stockholder

ALTERATIONS OF CAPITAL.

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

Power to increase capital

Rights and liabilities attached to new shares

50. All new shares shall be subject to the provisions of these Articles with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

Company may alter its capital in certain ways

51. The Company may from time to time in General Meeting:—

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or
- (B) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, or
- (C) By sub-division of existing shares, or any of them, divide its capital, or any part thereof, into shares of smaller amount than is fixed by its Memorandum of Association, and so that as between the holders of the resulting shares one or more of such shares may by the resolution by which the sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares.

Company may reduce its capital

52. The Company may from time to time by Special Resolution reduce its share capital and any capital redemption reserve fund or share premium account in any manner authorised and with and subject to any incident prescribed or allowed by the Statutes.

Any alteration of capital to be made according to Statutes

53. Anything done in pursuance of either of the last two preceding Articles shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable, and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same, and, so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient, with power for the Directors, on any consolidation of shares, to deal with fractions of shares in any manner they may think fit.

MODIFICATION OF RIGHTS.

Rights of shareholders may be altered

54. Subject to the provisions of Section 72 of the Act, all or any of the rights or privileges for the time being attached to any class of shares forming part of the capital for the time being of the Company (and notwithstanding that the Company may be or be about to be in liquidation) may be modified or abrogated in any manner with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings (including the obligation to notify members as to their right to appoint proxies) shall *mutatis mutandis* apply, provided always that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid up on the issued shares of the class, and that the members of such class shall on a poll

have one vote for each share of the class held by them respectively, provided also that if at any adjourned meeting of the members of such class a quorum as above defined is not present those members who are present shall form a quorum.

GENERAL MEETINGS.

55. A General Meeting shall be held once in every year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive meetings held pursuant to this Article.

General Meetings

56. The General Meetings referred to in the last preceding Article shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.

Annual and Extraordinary Meetings

57. The Directors may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes.

Extraordinary Meetings

58. Twenty-one days' notice in writing at the least of every meeting convened for the purpose of passing a Special Resolution and of every Annual General Meeting and fourteen days' notice in writing at the least of every other General Meeting (the length of notice being exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions hereinafter contained or under the Act entitled to receive notices from the Company, provided always that with such consents as are prescribed by Sections 133 (3) and 141 (2) of the Act a meeting may be convened upon a shorter notice and in such manner as the consenting members may approve; but the accidental omission to give such notice to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate any resolution passed or proceeding had at any such meeting. Every notice of an Annual General Meeting shall describe the meeting as an Annual General Meeting and every notice of a General Meeting or of a class meeting shall comply with any requirements of the Statutes as regards the notification to members of their rights as to the appointment of proxies.

Notice of meeting

PROCEEDINGS AT GENERAL MEETINGS.

59. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the balance sheet and profit and loss account, the group accounts (if any), and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet, the election of

Special business

14
Directors in place of those retiring, and the appointment and fixing of the remuneration of the Auditors, or determining the manner in which such remuneration is to be fixed.

No business to be transacted unless quorum present
Quorum

60. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three members personally present shall be a quorum for all purposes.

If quorum not present meeting adjourned or dissolved

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

Notice of adjournment to be given

62. The Chairman, with the consent of any meeting at which a quorum is present, may (and if so directed by the meeting, shall) adjourn the meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Chairman of Board to preside at all meetings

63. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be present but 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, one of themselves to be Chairman of the meeting.

How resolution decided

64. At any General Meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman of the meeting or by at least three members for the time being entitled to vote at the meeting, or by a member or members representing one-tenth or more of the total voting rights of all the members having the right to vote at the meeting, or by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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. The instrument appointing a proxy to vote at a meeting shall be deemed to confer authority to demand or join in demanding a poll, and for the purposes of this Article a demand by a person as proxy for a member shall be the same as a demand by the member.

65. Subject as provided in Article 66, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Poll to be taken
as Chairman shall
direct

66. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

No poll in
certain cases

67. In the case of an equality of votes, either on a show of hands or at a poll, the Chairman of the meeting shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a member.

Chairman to have
casting vote

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

Business to be
continued if poll
demanded

VOTES OF MEMBERS.

69. Subject to any special rights, restrictions or prohibitions as regards voting for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only, and in case of a poll every member shall (subject as hereinafter provided) have one vote for every share held by him. On a poll being taken at a meeting of the Company or at a meeting of any class of members, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Member to have
one vote or one
vote for every
share

70. If a member be of unsound mind, or *non compos mentis*, he may vote, whether on a show of hands or at a poll, by his receiver, committee, *curator bonis*, or other legal curator, and such last-mentioned persons may give their votes by proxy on a poll.

Votes of member
of unsound mind

71. If two or more persons are jointly entitled to a share, then, in voting upon any question, the vote of a senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Votes of joint
holders of shares

72. Save as herein expressly provided, no member other than a member duly registered who shall have paid everything for the time

Registered
members only
entitled to vote

being due from him and payable to the Company in respect of his shares shall be entitled to vote on any question either personally or by proxy at any General Meeting.

How votes may be given and who can act as proxy

73. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A proxy need not be a member.

Representation of companies which are members of this Company at meetings

74. Any corporation which is a member of this Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of this Company or of any class of members thereof; and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.

Instrument appointing proxy to be in writing

75. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal or under the hand of some officer or attorney duly authorised in that behalf.

Instrument appointing a proxy to be left at Company's office

76. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

When vote by proxy valid though authority revoked

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed, or the transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the office one hour at least before the time fixed for holding the meeting.

Instrument appointing a proxy

78. An instrument appointing a proxy may be in the usual common form, or in such other form as the Directors may accept, and shall be deemed to include the right to demand or join in demanding a poll. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

DIRECTORS.

Appointment and number of Directors

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

80. Unless and until otherwise determined by the Company in General Meeting, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed (as the case may be) as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

No age limit
for Directors

81. The Directors may from time to time appoint any other person to be a Director either to fill a casual vacancy or by way of addition to the Board, but so that the maximum number fixed as above shall not be thereby exceeded. Any Director appointed under this Article shall hold office only until the Annual General Meeting following next after his appointment, when he shall retire, but shall be eligible for election as a Director at that meeting.

Power to add to
Directors

82. The continuing Directors at any time may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body or calling a General Meeting of the Company, but not for any other purpose.

Directors may act
notwithstanding
vacancies, but if
less than minimum
number fixed by
Articles may only
fill vacancies or
call meeting

83. The qualification of a Director shall be the holding in his own right alone, and not jointly with any other person, of shares or stock of the Company of the nominal value of £100, and Section 182 of the Act shall be duly complied with by every Director.

Directors'
qualification

84. The remuneration of the Directors other than Executive Directors shall be £500 per annum for each Director and such other sum as shall from time to time be determined by the Company in General Meeting, and any such other sum shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Directors as they shall agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to a proportion of remuneration related to the period during which he held office. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in and about the business of the Company, including their expenses of travelling to and from Board or committee meetings.

Directors'
remuneration

Special
remuneration

85. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company, or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all of those modes.

Directors may
pay pensions

86. Subject to the provisions of Sections 191 and 192 of the Act, and without prejudice to any other powers conferred upon them by the Memorandum and Articles of the Company, the Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who holds or has held any executive office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

EXECUTIVE DIRECTORS.

Appointment of
Executive
Directors

87. (A) The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Chairman or Deputy Chairman or Managing or Joint Managing Director, on such terms and for such period as they may determine, except that there shall not at any one time be more than one Chairman or more than one Deputy Chairman.

(B) The appointment of any Director to the office of Chairman, Deputy Chairman, or Managing or Joint Managing Director shall be subject to termination if he cease from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

(C) The appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

Powers of
Executive
Directors

88. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY.

Secretary

89. The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Directors may from time to time if there is no Secretary or no Secretary capable of acting by resolution appoint an assistant or deputy Secretary to exercise the functions of the Secretary.

Power for
Directors to
appoint an
assistant or
deputy Secretary

THE SEAL.

90. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least one Director and of the Secretary or of a second Director or by some other person appointed by the Directors for the purpose and the said Director and the Secretary or such other person shall sign every instrument to which the seal shall be so affixed in their presence and, in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. Every certificate for shares, stock, debenture stock or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the seal, and shall bear the autographic signatures of one or more Directors and the Secretary or some person authorised to sign on his behalf.

Seal to be affixed
by authority of
resolution of
Board and in the
presence of one
Director and
Secretary

POWERS OF DIRECTORS.

91. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in Clause 3 of the Memorandum of Association of the Company), and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Business of
Company to be
managed by
Directors

92. The Directors may make such arrangements as may be thought fit for the management of the Company's affairs abroad, and may for this purpose (without prejudice to the generality of their powers) appoint local boards, attorneys and agents, and fix their remuneration and delegate to them such powers as may be deemed requisite or expedient. The Company may exercise all the powers of Section 85 of the Act, and the official seal shall be affixed by the authority and in the presence of, and the instruments sealed therewith shall be signed by, such persons as the Directors shall from time to time by writing under the seal appoint. The Company may also exercise the powers of Section 119 of the Act with reference to the keeping of Dominion Registers. The obligations and conditions imposed by those sections and any sections ancillary thereto shall be duly observed.

Company may
exercise powers
under Sections 85
and 119 of the
Act

Signature of
cheques and bills

98. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner (including in the case of cheques or warrants some method of mechanical signature) as the Directors shall from time to time by resolution determine.

BORROWING POWERS.

Power to borrow
and give security

94. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party: Provided that the aggregate amount for the time being remaining undischarged of moneys borrowed by the Company and all its subsidiary companies (exclusive of moneys borrowed by the Company from any subsidiary company and of moneys borrowed by any subsidiary company from the Company or any other subsidiary company) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed the nominal amount of the issued and paid up share capital of the Company; but nevertheless no person dealing with the Company shall be concerned to see or inquire whether this limit is observed, and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the limit hereby imposed had been or would thereby be exceeded.

DISQUALIFICATION OF DIRECTORS.

Office of Director
vacated in certain
cases

95. The office of a Director shall be vacated—

- (A) If a receiving order is made against him, or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to hold the number of shares required to qualify him for office or does not acquire the same within two months after election or appointment.
- (D) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (E) If he is prohibited from being a Director by an order made under Section 188 of the Act.
- (F) If by notice in writing to the Company he resigns his office.
- (G) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

96. A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and on such terms as to remuneration and otherwise as the Directors shall approve.

Director may
hold other offices

97. A Director may contract with and be interested in any contract or proposed contract with the Company either as vendor, purchaser or otherwise, and shall not be liable to account for any profit made by him by reason of any such contract or proposed contract, provided that the nature of the interest of the Director in such contract or proposed contract be declared at a meeting of the Directors as required by and subject to the provisions of Section 199 of the Act. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, and if he do so vote his vote shall not be counted; but this provision shall not apply to any arrangement for giving a Director security for advances or by way of indemnity or to any allotment to or any contract or arrangement for the underwriting or subscription by a Director of shares or debentures of the Company or to any arrangement made in exercise of the powers conferred by Article 86.

Director may
contract with
Company

98. Any Director may continue to be or become a Director, Managing Director, Manager or other officer or member of any other company in which this Company may be interested, and (unless otherwise agreed) no such Director shall be accountable for any remuneration or other benefits received by him as a Director, Managing Director, Manager or other officer or member of any such other company. Notwithstanding anything contained in the last preceding Article, the Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as Directors of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors, Managing Directors, Managers or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a Director, Managing Director, Manager or other officer of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

Directors holding
office with
companies in
which Company is
interested, etc.

ROTATION OF DIRECTORS.

99. At each Annual General Meeting of the Company, one-third of the Directors for the time being or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office. Provided that a Director appointed to the office of Chairman, Deputy Chairman, Managing Director or Joint Managing Director shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

One-third of
Directors to
retire at Annual
General Meeting

Senior Directors
to retire

100. The Directors to retire at every Annual General Meeting shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

Retiring Directors
re-eligible

Office may be
filled at meeting
at which Directors
retire

101. The Company may at the meeting at which any Director retires in manner aforesaid, fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up the vacated office or a resolution for the re-election of the retiring Director has been rejected, or such Director has given notice in writing to the Company that he is unwilling to be re-elected.

Members eligible
for office of
Director if
prescribed notice
and consent
lodged at office

102. No person not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

Prescribed
notice

103. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight clear intervening days.

Number of
Directors may be
increased or
reduced

104. The Company may from time to time in General Meeting increase or reduce the number of Directors, and may make the appointments necessary for effecting any such increase, and may determine in what rotation such increased or reduced number shall go out of office.

Directors may be
removed by
Extraordinary
Resolution

105. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another person in his stead; any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed, but shall be eligible for re-election.

PROCEEDINGS OF DIRECTORS.

Meeting of
Directors

Quorum

Casting vote of
Chairman

106. The Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined by the Directors two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

107. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors by notice served upon the several members of the Board. But a Director who is absent from the United Kingdom shall not be entitled to notice of any meeting of Directors.

Director may call meeting of Board

108. The Directors or any committee of the Directors may from time to time elect a Chairman, who shall preside at their meetings, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present.

Directors may elect Chairman

109. The Directors may delegate any of their powers, other than the powers to borrow and make calls, to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

Directors may delegate powers to committees

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

All acts done by Directors to be valid

111. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors, of the proceedings of all meetings of Directors and committees of Directors, and of the attendance thereat, and of the proceedings of all meetings of the Company and all business transacted, resolutions passed and orders made at such meetings, and any such minutes of any such meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or Directors or committee, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

Minutes to be made and when signed by Chairman to be conclusive evidence

112. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

Resolutions in writing

DIVIDENDS AND RESERVE FUND.

113. Subject to any rights or privileges for the time being attached to any shares in the capital of the Company having preferential, deferred or other special rights in regard to dividends,

Application of profits

the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls.

Declaration of
dividends

114. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. No higher dividend shall be paid than is recommended by the Directors, and a declaration by the Directors as to the amount of the profits at any time available for dividends shall be conclusive. The Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, without any such sanction as aforesaid, from time to time pay an interim dividend, or pay any preferential dividends on shares issued upon the terms that the preferential dividends thereon shall be payable on fixed dates.

Payment of
dividends in
specie

115. With the sanction of a General Meeting, dividends may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the members in accordance with their rights, of fully paid shares, stock or debentures of any other company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any member.

Directors may
form a reserve
fund and invest it

116. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper to a reserve fund or reserve account, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for any other purposes for which the profits of the Company may lawfully be applied, or shall, with the sanction of the Company in General Meeting, be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus, and the Directors may divide the reserve fund into separate funds for special purposes, and may either employ the sums from time to time carried to the credit of such fund or funds in the business of the Company or invest the same in such investments (other than the shares of the Company) as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

117. The Directors may deduct from any dividend or other moneys payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise.

Unpaid calls and debts may be deducted from dividends

118. Any dividend, instalment of dividend or interest in respect of any share may be paid by cheque or warrant payable to the order of the member entitled thereto, or (in the case of joint holders) of that member whose name stands first on the register in respect of the joint holding.

Dividend warrant

119. Every cheque or warrant in payment of any dividend, instalment of dividend or interest in respect of any share shall (unless otherwise directed) be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such holders, or of his or their agent duly appointed in writing, shall be a good discharge to the Company for all dividends or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividend warrants to be sent to members by post

120. No unpaid dividend or interest shall bear interest as against the Company.

Unpaid dividends not to bear interest

121. Subject to the provisions of the Statutes, where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Profits and losses from acquired assets

122. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Unclaimed dividends

DISTRIBUTION OF CAPITAL PROFITS.

123. The Company in General Meeting may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing capital profits resulting from the receipt of

Distribution of capital profits

moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or otherwise free from liability to be charged to income tax in the hands of the Company instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the Ordinary Shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if they had been distributed by way of dividend in the ordinary course and such resolution shall be effective provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being and in addition thereto a sufficiency of available profits to provide the fixed dividends on any preference shares for the time being forming part of the capital of the Company down to the close of the then current financial year.

CAPITALISATION OF RESERVES, Etc.

Capitalisation

124. Subject to any necessary sanction or authority being obtained the Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the shares and proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall, in accordance with such resolution, apply such sum in paying up in full any unissued shares in the capital of the Company, or (save as regards any amount standing to the credit of a share premium account or capital redemption reserve fund) any debentures or debenture stock of the Company, on behalf of the ordinary shareholders aforesaid, and appropriate such shares, debentures or debenture stock to, and distribute the same credited as fully paid up amongst such shareholders in the proportions aforesaid in satisfaction of their shares and interests in the said capitalised sum, or (save as regards any such amount as aforesaid) shall apply the sum so resolved to be capitalised or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders. Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares, debentures or debenture stock, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares, debentures or debenture stock

in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with Section 52 of the Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

ACCOUNTS.

125. The Directors shall cause proper books of account to be kept—

Accounts to be kept

(A) Of the assets and liabilities of the Company,

(B) Of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and

(C) Of all sales and purchases of goods by the Company,

and such books shall be so kept as to give a true and fair view of the state of the Company's affairs and to explain its transactions. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Where books may be kept

126. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or authorised by the Directors or by a resolution of the Company in General Meeting.

Accounts and books may be inspected by members

127. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such meeting and in conformity with the requirements of the Statutes.

Yearly statement of income and expenditure to be made up and laid before Company

128. A balance sheet shall be made out in every year and laid before the Company in General Meeting. Such balance sheet shall contain all such particulars as are required by the Statutes, and shall be made up as at the date to which the profit and loss account is made up, and shall be accompanied by or have annexed or attached thereto a report of the Directors as to the state of the Company's affairs (which shall duly comply with the requirements of the Statutes), a report of the Auditors, such group accounts (if any), and such other documents as are required by the Statutes to accompany the same or

Balance sheet, etc. to be made out yearly

to be annexed or attached thereto. Printed copies of all such documents as aforesaid shall, twenty-one clear days at least before each meeting, be delivered or sent by post to the registered address of every member who is entitled to receive the same, to the Auditors, and to every holder of debentures of the Company who is entitled to receive the same, as required by Section 158 of the Act, but subject as provided in paragraphs (b) and (c) of the proviso to Sub-section (1) of that section, and three copies of each of the said documents shall at the same time be forwarded to the Secretary of the Stock Exchange, Birmingham. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection by any member as required by Section 162 of the Act.

AUDIT.

Accounts to be
audited

129. Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

Provisions as to
audit

130. The appointment, powers, rights, remuneration and duties of the Auditors shall be regulated by Sections 159 to 162 of the Act.

NOTICES.

Service of notices
by Company

131. A notice or other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address.

How joint
holders of shares
may be served

132. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members and notice so given shall be sufficient notice to all the holders of such share.

Members abroad
not entitled to
notices unless
they give address

133. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

Service of notices
on Company

134. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid registered letter addressed to the Company, or to such officer, at the office.

When service
effected

135. Any notice or other document if served by post shall be deemed to have been served on the day following that on which the

letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid registered letter as the case may be.

186. Any notice or other document served upon or sent to any member in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company have notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (whether alone or jointly with others) until some other person is registered in his stead as the holder or joint holder of such shares, and such service or sending shall be a sufficient service or sending on or to his executors, administrators or assigns and all other persons (if any) interested in such shares.

Service on
deceased or
bankrupt
members

WINDING UP.

187. If the Company shall be wound up the Liquidators (whether voluntary or official) may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for or for the benefit of the members or any of them as the Liquidators with the like sanction shall think fit. Any such resolution may provide for and sanction a distribution of any specific assets amongst different classes of members otherwise than in accordance with their existing rights, but each member shall in that event have a right of dissent and other ancillary rights in the same manner as if such resolution were a Special Resolution passed pursuant to Section 287 of the Act.

Distribution of
assets in specie

INDEMNITY.

188. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (B) of the proviso to Section 265 of the Act), which he may sustain or incur in or about the execution of his office or otherwise in relation thereto, 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 the said section.

Indemnity

N. F. Gohi
CHAIRMAN

N. F. Gohi

number of
company

28
29

Form No. 20

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

WILKES & GODWIN

LIMITED

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

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

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

signed by

Ryland Martineau & Co.,

41 Church Street,

Birmingham 3.

The Solicitors' Law Stationery Society, Limited.

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55 59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

WILKES & GODWIN

Limited

has by a Resolution of the Company dated
18th October 1950 been increased by
the addition thereto of the sum of £ 90,000,
divided into :—

90,000 Ordinary Shares of £1 each

 Shares of each

beyond the registered Capital of £10,000

Signature

N. F. Godwin

(State whether Director or Secretary)

Director

Dated the 18th day of October 19 60

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

Number of
company

481659/30

Form No. 10.

THE COMPANIES ACT, 1948

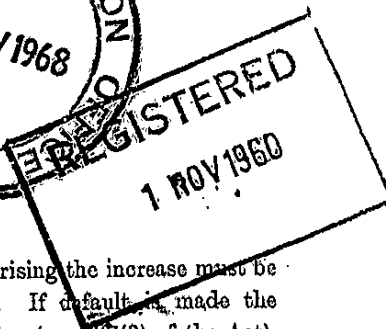
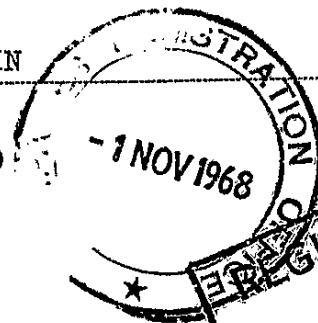
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
company

WILKES & GODWIN

LIMITED



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

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Ryland Martineau & Co.,

41 Church Street,

Birmingham 3.

19 OCT 1960

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

WILKES & GODWIN

..... Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 18th day of October 1960
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 90,000 beyond the Registered Capital
of £ 10,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
90,000	Ordinary	£1

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

ranking pari passu with existing shares

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

Signature

State whether Director
or Secretary

Dated the

18th day of October 19 60.

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

The Companies Act, 1948.

481659/31



COMPANY LIMITED BY SHARES.

Memorandum of Association
(As altered by Special Resolution passed 18th October 1960)

OF

WILKES & GODWIN
LIMITED.

1. The name of the Company is "WILKES & GODWIN 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 acquire and take over as a going concern the business of platers and enamellers and treaters of metal now carried on by Norman Edward Godwin under the style or firm of Wilkes & Godwin at Charles Henry Street and Moseley Street in the City of Birmingham, and/or all or any of the assets and liabilities of the said business and with a view thereto to enter into and carry into effect, with or without modification, an Agreement already prepared and proposed to be made between the said Norman Edward Godwin of the one part and the Company of the other part, a copy whereof has for the purposes of identification been signed by the signatories hereto.

REGISTERED
10 NOV 1960

(b) To carry on the trade or business of Platers of every description, depositors on metal and all other substances of all kinds of metal, enamel, phosphate, paint, cellulose, and other surfacing materials, treaters of metal and other substances including the burnishing, polishing, anodising, hardening, bronzing, degreasing, dipping, lapping, linishing, pot-tinning and galvanising thereof, vitreous enamellers, sand blasters, shot blasters, picklers, burnishers and barrel polishers, rust proofers, manufacturers, buyers, sellers, factors and dealers of and in all kinds of plating equipment and accessories, toys and games of all kinds, motors, cycles, motor and

162

COMPANIES REGISTRATION
10 NOV 1960

aircraft accessories, tools and general ironmongery, cutlery, table ware, holloware, kitchenware, metal stampings, pressings and castings of all kinds, plastic rubber and leather goods, builders and plumbers brassfoundry, photographic, wireless and radar instruments and accessories, fishing tackle, hearth furniture and equipment for shops, offices, bars, hospitals and laboratories and all apparatus, machinery and things required for or capable of being used in connection with any of the foregoing, stampers, press workers, chemists, metallurgists, rollers and drawers of iron, steel and other metals or alloyed metals both hot and cold, metal plate workers, tinsmiths, wire drawers, bar and strip drawers, tube drawers, builders, carpenters, joiners, welders, painters, carriers, factors and merchants.

- (c) To carry on any other manufacture trade or business which can or may be advantageously carried on in conjunction with the before-mentioned trades or businesses or which may be calculated directly or indirectly to enhance the value of the Company's undertaking or property and for the above purposes to acquire by any means and carry on any existing business as a going concern.
- (d) To purchase, hire, lease, take in exchange or on partition or otherwise acquire, construct, lay out, improve, erect, demolish and reconstruct, work, maintain, farm and develop any lands, factories, offices, shops, halls or places of recreation or other buildings, sports grounds, railways, wharves, docks, mines, minerals, roads, sewers, waterways or other easements or any rights or interests in relation thereto or any plant, machinery, stock-in-trade or any other real or personal property of any kind whatsoever or to co-operate with any other person or persons, firm or Company in any of the matters aforesaid.
- (e) To purchase, apply for, or otherwise acquire, maintain, renew any patent or patent rights, licences, copyright options or other exclusive rights in relation to any invention or other work in any country whatsoever and/or to develop finance and otherwise exploit the same and to expend moneys of the Company in testing, experimenting upon, or improving any such invention or work.
- (f) To purchase or otherwise acquire for cash, shares, debentures, or such other consideration as the Company may deem fit any business or businesses which the

Company is authorised to carry on together with goodwill, premises, stock-in-trade, book debts and other assets and whether as a going concern or otherwise and whether subject or not to any liabilities affecting the same.

- (g) To enter into agreements by way of amalgamation, partnership, sharing of profits or as to scope or area of operations restricting competition or mutual assistance or otherwise with any person, firm, company or group of persons, firms or companies carrying on or interested in any businesses hereby authorised or having objects wholly or in part similar to those of the Company.
- (h) To sell, exchange, let on lease or on hire or otherwise dispose of or grant any licence or privilege in respect of all or any part of the undertaking of the Company as a going concern or otherwise and/or any property and assets of the Company on such terms and subject or not to any restrictions and conditions and for any consideration whether payable in cash or wholly or in part by fully or partly paid shares, stock, debentures or debenture stock or other securities or obligations of any other company or otherwise.
- (i) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking or all or any of the assets of the Company, including its uncalled capital and generally on such terms and conditions as to redemption or otherwise as the Company may deem fitting.
- (j) To draw, accept, indorse, make, discount and negotiate bills of exchange, cheques, promissory notes, bills of lading, debentures, warrants and every description of transferable or negotiable instrument.
- (k) To pay for any property acquired by or services rendered to the Company by the issue either as fully or partly paid up shares (whether with preferential, ordinary or deferred rights or otherwise) stock, debentures or debenture stock of the Company.
- (l) To invest or otherwise apply any moneys of the Company in such manner as may be thought desirable and to change any investments.
- (m) To lend money or give credit to any persons, firms, companies or corporations, including customers and others and to enter into and give guarantees for the due

performance by any persons, firms, companies or corporations of his or their obligations and in either case with or without security.

- (n) To apply for or promote any Act of the Imperial Parliament or any Charter, provisional order or licence or other privilege of or from the Imperial Government or any department thereof or any local authority or the legislature, government or other authority of any British dominion, colony or dependency or any foreign country, or to oppose any Act, Charter, Order or proceeding which the Company may deem prejudicial to its interests.
- (o) To subscribe for, underwrite, purchase, take and hold any shares, stocks, debentures, debenture stock or other securities of and in any company or corporation having objects similar or ancillary to the objects of the Company, or to promote, float or finance any such company or corporation or to join with others in so doing.
- (p) To apply for or accept from any government or authority or corporation any contract, right, concession, charter or privilege and to work and develop the same or to agree to any modification thereof from time to time.
- (q) To act as or to employ agents, trustees or brokers, but not to act as share or stock brokers.
- (r) To distribute among the Members of the Company any of the assets of the Company or any shares, stocks or securities or property of which the Company shall have power to dispose.
- (s) To pay any person or company for services rendered in disposing of any shares, stocks or debentures and to pay any expenses incurred in or incidental to the promotion, formation or incorporation of the Company and to procure the Company to be registered or recognised in any other country or place either within the British Empire or elsewhere.
- (t) To make donations to such persons and to subscribe to and support all such associations as the Directors may decide to be calculated to benefit the Company or its trade or business or to benefit past, present or future employees of the Company or their dependents or connections; and to provide pensions and sick benefits and allowances for past and present employees of the

Altered by
Special
Resolution
18th October 1960.

Company and their dependents or connections and to do all things mentioned in the proviso to the Companies Act, 1948, Section 54, Sub-section 1.

- (u) To enter into any profit-sharing scheme with employees and to grant pensions or gratuities to any officers or ex-officers (including Directors and ex-Directors) or employees or ex-employees of the Company or its predecessors in business or any subsidiary of the Company or other company associated with the Company or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts and to effect any insurance which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.

Adopted by
Special
Resolution
18th October 1960.

- (v) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.

- (w) The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 shares of £1 each.

NOTE:

By Ordinary Resolution passed 18th October 1960, the share capital was increased to £100,000, divided into 1,000,000 shares of 2/- each.

N. E. Goodwin (N. E. GOODWIN)
CHAIRMAN

Number of
Company

481659

35



FEE SAID
Form No. 103
REGISTERED
COMPANIES
REGISTRATION
STAMP

THE COMPANIES ACT, 1948



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

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

(Pursuant to section 110 (3))

Insert the
Name of
Company

WILKES & GODWIN

REG 8

6 JUL 1962

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by Birmingham Industrial Trust Limited,

Windsor House,

834

3 Temple Row, Birmingham, 2.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2

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

To the REGISTRAR OF COMPANIES.

WILKES & GODWIN LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Windsor House,

3 Temple Row, Birmingham, 2.

Signature J. M. Pender

(State whether
Director or Secretary). Secretary

Dated the 2 day of June 1962

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

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

WILKES & GODWIN LIMITED

REGISTERED

16 DEC 1964

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 14th day of December 1964 the following RESOLUTION was passed as an ORDINARY RESOLUTION :—

RESOLUTION.

That the authorised share capital of the Company be increased from £100,000 to £150,000 by the creation of 500,000 new Ordinary Shares of 2/- each.

N. E. G. G.

Chairman.



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

REGISTERED

16 DEC 1964

Insert the
Name
of the
Company

WILKES & GODWIN

LIMITED

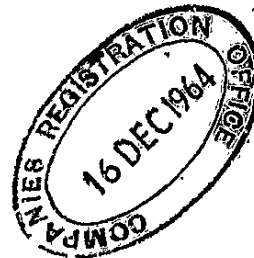
NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by



London, E.C.2.



The Solicitors' Law Stationery Society, Limited
-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
lanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

Wilkes & Godwin Limited, hereby gives you notice, pursuant to

Ordinary", Extra-Ordinary", or Special" Section 63 of the Companies Act, 1948, that by an * Ordinary Resolution of the Company dated the 14th day of December 1964 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 50,000 beyond the Registered Capital of £ 100,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
500,000	Ordinary	2s.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—
The 500,000 new Ordinary Shares of 2s. each rank pari passu with the 1,000,000 existing Ordinary Shares of 2s. each.

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

Signature N. F. F. F.

State whether Director
or Secretary

Director

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

Number of
Company

4. 659

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

WILKES & GODWIN

LIMITED

REGISTERED

16 DEC 1964

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

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

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

Presented by

Waterlow & Sons Limited

85/86, London Wall,

London, E.C.2.

THE NOMINAL CAPITAL

OF

WILKES & GODWIN *Limited*

has by a Resolution of the Company dated
14th December 1964 been increased by
the addition thereto of the sum of £50,000,
divided into :—

500,000 Ordinary Shares of 2s. each
~~Shares of each~~

beyond the registered Capital of £100,000 divided into
1,000,000 Ordinary Shares of 2s. each.

Signature *N. F. G. G. G.*

(State whether Director or Secretary) Director

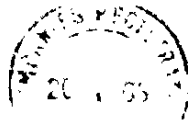
Dated the 14th day of December, 1964

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

Number of
Company }

481659

46



THE COMPANIES ACT, 1948
Form No. 103
COMPANIES

THE COMPANIES ACT, 1948



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

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

(Pursuant to section 110 (3))

Insert the
Name of
the Company

WILKES & GODWIN

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

20 MAY 1965

Presented by. Birmingham Industrial Trust Limited,

Windsor House,

3, Temple Row,

Birmingham, 2.



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

To the REGISTRAR OF COMPANIES.

WILKES & GODWIN LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110 of the Companies Act, 1948, that the register of members of the Company is kept at Edmund House, 12-22, Newhall Street,
Birmingham, 3.

Signature

(State whether ☒ Director or Secretary)

Dated the 10th day of May, 196⁵.

PROOF

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

COMPANY LIMITED BY SHARES.

Special Resolution

OF

WILKES & GODWIN LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on Friday, the 3rd day of June, 1966, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the Articles of Association of the Company be altered by inserting immediately after Article 88 the following heading and new Article:—

“STAFF DIRECTORS”

“88A(1) The Directors may from time to time appoint any person (not being a Director) in the employment of the Company to be a “Staff Director” of the Company on such terms as they shall in their absolute discretion think fit and may, at the like discretion, at any time terminate any such appointment. Any person so appointed shall not be a Director of the Company for any of the purposes of the Statutes.

(2) Without prejudice to the generality of paragraph (1) of this Article:—

- (a) A Staff Director shall not have any powers or be subject to any of the duties of a Director save insofar as specific powers or duties may be vested in or delegated to him by the Directors.
- (b) A Staff Director shall not have access to the books of the Company and shall not be entitled to receive notice of or to attend or vote at meetings of the Directors. A Staff Director attending any such meeting by invitation of the Directors shall not be included in the number required to form a quorum.
- (c) A Staff Director shall not be required to hold any share qualification and shall not be entitled to any remuneration other than that to which he is entitled under his terms and conditions of employment with the Company.
- (d) Staff Directors shall not be taken into account in determining the rotation of retirement of Directors and a Staff Director shall not himself be subject to retirement by rotation.

REGISTERED

7 JUN 1966

7 JUN 1966

2/

(3) The appointment of any person as a Staff Director shall not (unless otherwise agreed between him and the Company) affect the existing terms and conditions of employment, remuneration, retirement benefits, pension, or other rights or duties of such person.

(4) The office of a Staff Director shall be vacated in the event of his ceasing to be in the employment of the Company in any capacity other than as a Staff Director or in the event of his appointment being terminated in accordance with the provisions of paragraph (1) of this Article.

(5) The Directors may enter into any contracts and transact any business without the knowledge or approval of any Staff Director, provided that no transaction shall be carried out which would impose any personal liability on all or any of the Staff Directors for the time being either under the Statutes or otherwise, except with their or his consent.

(6) The expression "Director", "a Director" and "the Directors" in these Articles shall not mean or include a Staff Director or Staff Directors."

N. F. G. G.

Chairman.

Number of
Company

481659

52

Form No. 103

THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION

A 3d.
Companies
Registration Fee
Stamp must
be impressed
here.

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

(Pursuant to section 110 (3))

Insert the
Name of
the Company

WILKES & GODWIN

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by BIRMINGHAM INDUSTRIAL TRUST LIMITED,

EDMUND HOUSE, 12 DEERED STREET,

BIRMINGHAM 3.

REGISTERED

- 3 "N" 967

220

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

To the REGISTRAR OF COMPANIES.

WILKES & GODWIN

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at 33, WATERLOO STREET, BIRMINGHAM 2.

Signature

(State whether
Director or Secretary)

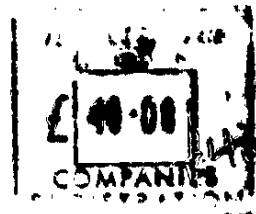
Director
G. Leary

Dated the 31ST day of MAY 196 7.

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

No. 481659 ✓
NC 203910/10

176



THE REGISTRAR OF COMPANIES

COMPANY LIMITED BY SHARES

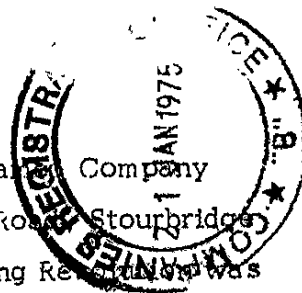
SPECIAL RESOLUTION

of

WILKES & GODWIN LIMITED

(Registered 27th April 1960)

At an Extraordinary General Meeting of the above named Company duly convened and held at Hefo House, 18 Hagley Road, Stourbridge, West Midlands on the 2nd January 1975 the following Resolution was duly proposed and passed as a Special Resolution of the Company.



SPECIAL RESOLUTION

That the name of the Company be changed to

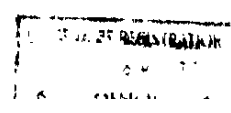
"J F H METAL TREATMENT LIMITED"



Dated this 2nd day of January 1975

[Handwritten signature]

Chairman





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 481659 | 77.

I hereby certify that

WILKES & GODWIN LIMITED

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

J F H METAL TREATMENT LIMITED

Given under my hand at London the **13TH FEBRUARY 1975**



N Taylor

N. TAYLOR

Assistant Registrar of Companies

No. of Company 481659

43

THE COMPANIES ACTS
1948 to 1967

SPECIAL RESOLUTION
Pursuant to Section
141(2)

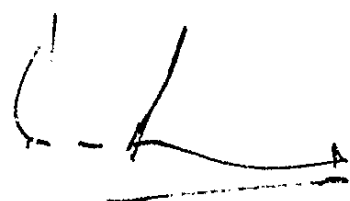
OF

J F H METAL TREATMENT LIMITED

Passed 13th May 1975

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Hefo House, 18 Hagley Road, Stourbridge, West Midlands, on the 13th May 1975 the following Special Resolution was duly passed.

The Directors be empowered to borrow up to a total amount not exceeding £2,000,000 (Two million pounds).



Chairman

71

COMPANIES REGISTRATION

No. of Company 481659

THE COMPANIES ACTS
1948 to 1967

SPECIAL RESOLUTION
Pursuant to Section
141(2)

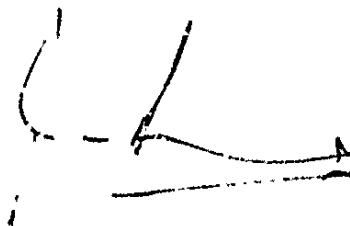
OF

J F H METAL TREATMENT LIMITED

Passed 13th May 1975

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Hefo House, 18 Hagley Road, Stourbridge, West Midlands, on the 13th May 1975 the following Special Resolution was duly passed.

The Directors be empowered to borrow up to a total amount not exceeding £2,000,000 (Two million pounds).

A handwritten signature in dark ink, consisting of several loops and a long horizontal stroke at the end, positioned above the title 'Chairman'.

Chairman

Number of 481659
Company

89

THE COMPANIES ACTS 1948 to 1967

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

Pursuant to Section 62 of the Companies Act 1948.

Insert the
Name of
the
Company

J.F.H. METAL TREATMENT

LIMITED

Presented by

Presentor's Reference 16

TO THE REGISTRAR OF COMPANIES.

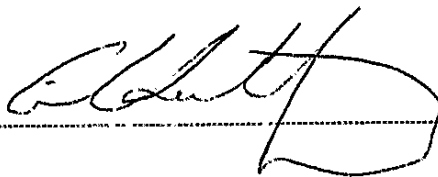
J.F.H. METAL TREATMENT

LIMITED

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

that by a Special Resolution passed on the 14th December 1976 the
1,500,000 Ordinary Shares of 10p. each in the capital of the
Company were consolidated and divided into 150,000 Ordinary
Shares of £1 each.

(Signature) _____



(State whether Director or Secretary) _____

SECRETARY

Dated the 14th day of December 1976

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

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

481659 / 88

SPECIAL RESOLUTIONS

of

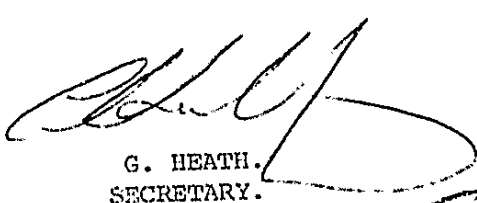
JFH METAL TREATMENT
LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Hefo House, 18 Hagley Road, Stourbridge, West Midlands on the 14th day of December, 1976 the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

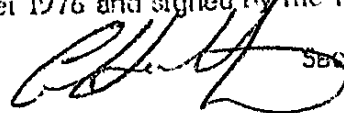
1. That the 1,500,000 authorised Ordinary Shares of 10p. each in the capital of the Company (of which 1,240,000 are issued) be consolidated and divided into 150,000 Ordinary Shares of £1 each.
2. That the Memorandum of Association of the Company be altered with respect to its objects by deleting Clause 3 thereof and substituting therefor the new Clause set out as Clause 3 in the document marked "A" submitted to the Meeting and signed by a Director or the Secretary of the Company for the purpose of identification.
3. That the Regulations contained in the printed document marked "B" submitted to the Meeting and for the purpose of identification signed by a Director or the Secretary of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing regulations of the Company.

DATED this 14th day of December 1976.


G. HEATH.
SECRETARY.

30 JUN 1977

This is the document marked 'A' referred to in Special Resolution No. 7 passed by the Company on 14th December 1976 and signed by me for the purpose of identification.

 Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolution passed on the 14th day of December 1976)

of

**J F H METAL TREATMENT
LIMITED**

NOTE:

Name changed to present name in January 1975

1. The name of the Company is WILKES & GODWIN LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

- (1) To carry on all or any of the businesses of manufacturers of, dealers in and stockists of, suppliers, importers and exporters of all types of metal, metal alloys, metal products and fabrications; metallurgists; metal workers; shotblasters; and finishers; onward processors; iron founders; steelmakers; casters; smelters; tool, pattern and machinery designers; mechanical and general engineers; designers, manufacturers, installers, repairers, letters on hire of, dealers in and importers and exporters of tools, patterns, jigs, plates, implements, accessories, hardware, and engineering equipment and suppliers of every kind and all types of machinery; woodworkers; electrical, radio, hydraulic, marine, gas, water, sanitary, drainage, ventilation, heating, and refrigeration engineers; chemists; distillers; electricians; moulders; stampers; pressers; machinists; welders; smiths; scrap merchants; solid fuel factors and merchants; carpenters; cabinet makers and furniture manufacturers; plumbers; glaziers; painters and decorators; joiners; turners; house, factory, shop and office fitters and furnishers; and as builders, owners, dealers and investors in, repairers and managers of mills, furnaces, quarries, mines, warehouses, docks, stores, wharves, shipyards, factories, shops, offices and industrial estates, houses, flats and housing estates and developments; estate agents and insurance agents and brokers; manufacturers and producers of and dealers in and importers and exporters of all types of wood and timber, glass, fibre glass, plastic, resins, urea, alloys, gases, oils, beer, wines, spirits and mineral water, chemical, petroleum products, minerals, bricks,



cement, concrete, clay, gravel, sand, cloths, leather, clothing and wearing apparel, fabrics, paper, ceramics, rubber, paints, by-products and substances of every description; haulage, transport and cartage contractors; shipping and forwarding agents; travel agents; industrial and domestic removal contractors; garage and service station proprietors; owners hirers and operators of all types of land and water vehicles, ships, boats and aircraft; industrial waste disposal contractors; building contractors; builders merchants; landscape gardeners; manufacturers, installers and suppliers of swimming pools and swimming pool and garden accessories; government contractors; civil, constructional and engineering contractors; druggists; tobacconists; shop and storekeepers; hoteliers, restaurateurs; bar keepers; general traders and merchants; and to finance or assist in financing the sale of goods articles or commodities of all and every kind or description by way of hire purchase or deferred payment or similar arrangements and generally to act as financiers and to provide financial and management advice and services to any company firm association or person 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 the general business of the Company and to manufacture, buy, sell, let on hire and deal in plant, machines, tools, implements, materials, articles and things of all kinds necessary or useful for carrying on the foregoing businesses or any of them or likely to be required by customers or of persons having dealings with the Company.

- (2) To acquire for the purpose of the Company's activities immoveable and moveable property assets and rights of all kinds including in particular land, buildings, plant, machinery, equipment, vehicles, patents, trade marks, industrial property, and rights and investments of all kinds.
- (3) To enter into any transaction and exercise any power connected with the control, financing or management of the Company's business and the sale, provision or exploitation of the Company's products services or experience.
- (4) To borrow monies, mortgage or charge the undertaking, property, assets or rights of the Company, to lend monies and enter into contracts, arrangements and obligations of all kinds and in particular to undertake or guarantee the contracts or obligations of any person, firm or company and to give security for such undertaking or guarantee whether by such mortgage or charge or otherwise.
- (5) To engage such directors, staff, employees and advisers as may be deemed necessary for the control or carrying on of the Company's business and fix and regulate the terms of employment and relations with all such persons and to remunerate them whether by salary, pensions, and other benefits (including gratuity or benefits for their dependants) or otherwise as may be deemed proper and to establish and maintain or procure the establishment of maintenance of all types of pension funds for the benefit of directors staff employees and advisers and their dependants.
- (6) To promote or acquire any other company, firm or business whether in whole or in part by the subscription or purchase of shares or securities or in any other manner and to take interest by way of an holding or

otherwise in any other company enterprise or concern whether by way of trade or portfolio investment.

- (7) To dispose or part with possession of the property and assets of the Company or any part thereof in such manner and on such terms as may be deemed expedient.
- (8) To exercise all the powers of a company limited by shares under the Companies Act or Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company.
- (9) To do all such other things as may be incidental or conducive to the above objects or any of them.

Provided that all such objects and powers shall be deemed to be separate objects and may be carried on or exercised in any part of the world whether directly by the Company or through any subsidiary, agent, partner or other person or company.

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each.

NOTE:

At the date of reprinting this Memorandum viz. December 1976 the capital of the Company had been increased to £150,000, divided into 150,000 Ordinary Shares of £1 each.

481659

This is the document marked 'B' referred to in Special Resolution No. 2 passed by the Company on 14th December 1976 and signed by me for the purpose of identification.

 Secretary.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

J F H METAL TREATMENT

LIMITED

(Adopted by Special Resolution passed
on 14th December 1976)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company.

SHARES

2. At the date of the adoption of these Articles the capital of the Company is £150,000, divided into 150,000 Ordinary Shares of £1 each.

PROCEEDINGS AT GENERAL MEETINGS

3. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; two Members present in person or by proxy and holding in the aggregate not less than fifty per cent. of the paid up Ordinary Capital of the Company shall be a quorum.

For the purposes of these Articles and of Regulation 58 of Part I of Table A and Regulation 4 of Part II of Table A a corporation represented by proxy under Regulation 68 of Part I of Table A or by a representative under Regulation 74 of Part I of Table A shall be deemed to be personally present.

5. Any person present in person and entitled to vote may demand a poll and Regulation 53 of Part I of Table A shall be modified accordingly. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in the said Regulation 53.

30 JUN 1977

BORROWING OF MONEY

6. The proviso to Regulation 79 of Part I of Table A shall be omitted and accordingly the powers of the Directors to borrow and to mortgage or charge as stated in the said Regulation shall be unlimited, Provided that when and so long as the Company is part of a group any borrowings by the Company from bankers shall be authorised by instrument in writing under the hand of two directors of the principal company of the group (herein referred to as "the Parent Company") and for the purpose of these Articles "group" and "principal company" shall be as defined in Section 272 of the Income and Corporation Taxes Act 1970 and all borrowings from bankers in existence at the date of adoption of this Article shall be deemed to have been duly authorised hereunder.

DIRECTORS

7. The number of Directors shall be not less than two.

8. No share qualification shall be necessary for a Director.

9. When and so long as any limited company (herein referred to as "the Parent Company") or the directors officers or nominees of the Parent Company shall hold not less than 75 per centum of the shares of the Company for the time being issued and carrying full voting rights the Parent Company shall have the right of appointing Directors of the Company and shall be entitled from time to time to remove any nominee of theirs from the Board and to fill any vacancy therein which may arise from any cause and the Directors in office at whichever is the later of the date of adoption of this Article or the date upon which any limited company shall have become the Parent Company shall for the purposes hereof be deemed to have been appointed by the Parent Company. No Director from time to time appointed or deemed to have been appointed by the Parent Company shall during the period aforesaid be liable to retirement by rotation but subject to Regulation 88 of Part I of Table A shall hold office until removed by the Parent Company under the powers herein contained. Every such appointment or removal of a Director shall be made by instrument in writing under the seal of the Parent Company or under the hand of an officer of the Parent Company duly authorised and shall be effective immediately upon delivery to the registered office of the Company or presentation at a meeting of the Directors of the Company at which a quorum is present wheresoever the same is being held. The Parent Company shall also have the right by such an instrument in writing as aforesaid of appointing any Director (whether appointed by that instrument or already a Director of the Company) to be the Chairman of the Directors and of removing from the office of Chairman any person whether or not so appointed by it and shall also have the right of appointing any Director as the Deputy Chairman of the Directors and of removing any person from such office and of so appointing and removing any Director as an Alternate Chairman to act as Chairman of the Directors in the absence of the Chairman and Deputy Chairman. The regulations of Table A relating to the rotation of Directors and the appointing of a Chairman of the Directors shall take effect subject to the foregoing provisions of this Article.

10. Subject to the provisions of Section 199 of the Act as to disclosure of interest, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered, and accordingly sub-clause (2) of Regulation 84 of Part I of Table A shall be omitted.

PROCEEDINGS OF DIRECTORS

11. The quorum necessary for the transaction of the business of the Directors shall be two Directors of whom at least one shall (so long as any Company has the right to appoint Directors under the provisions of Article 9) be a Director who is also a director of the Parent Company.

12. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors (provided at least one of such Directors shall so long as any Company has the right to appoint Directors under the provisions of Article 9 be a Director who is also a director of the Parent Company) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

NOTICES

13. In Regulation 131 of Part I of Table A the words "in the case of a notice of a Meeting" and the words from and including the words "and in any other case" down to the end of the said Regulation shall be omitted.

14. The Directors shall not be required to sign an attendance book of meetings of Directors and accordingly the words "and every Director present" down to the end of Regulation 86 of Table A shall be omitted.

This is a copy of the New Articles of Association of the Company which were by Special Resolution of the Company duly passed on 14th December 1976 adopted as the Articles of Association of the Company in lieu of and to the exclusion of the Articles of Association then existing.



G. Heath

Secretary.

JFH METAL TREATMENTS LIMITED

Company Number: 481659

At an extraordinary general meeting of the members of the company, duly convened and held at Forge House, Old Forge Trading Estate, Dudley Road, Lye, Stourbridge, West Midlands on 28th December 1990, the following Elective Resolutions were passed unanimously, in person or by proxy, by all the members entitled to attend and vote at the meeting:

ELECTIVE RESOLUTIONS

- (a) S366A - Election to dispense with Annual General Meeting

That pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of annual general meetings in 1991 and subsequent years until this election is revoked.

- (b) S.252 - Election to dispense with laying of accounts and reports before General Meeting

That pursuant to Section 252 of the Companies Act 1985 the company hereby elects to dispense with the laying of accounts and reports before the company in general meeting.

- (c) S386 - Election to dispense with annual appointment of auditors

That pursuant to Section 386 of the Companies Act 1985 the company hereby elects to dispense with the obligation to appoint auditors annually.

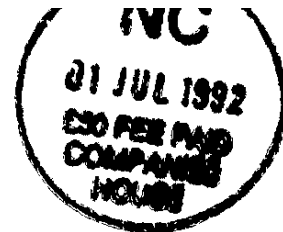

..... (Company Secretary)



Company Number: 481659

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

J F H METAL TREATMENT LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 26th June 1992 at Forge House, Old Forge Trading Estate, Dudley Road, Lye, Stourbridge, West Midlands the following resolution was duly passed as a special resolution:

"That the name of the Company be changed to
Controlled Heat-Treatments Limited"

Dated 26th June 1992

CHAIRMAN OF THE MEETING



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 481659

I hereby certify that

J F H METAL TREATMENT LIMITED

having by special resolution changed its name,
is now incorporated under the name of

CONTROLLED HEAT-TREATMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 7 JULY 1992

F. A. Joseph.

F. A. JOSEPH

an authorised officer

Company Number: 481659

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

OF

CONTROLLED HEAT-TREATMENTS LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 13th July 1992 at Forge House, Old Forge Trading Estate, Dudley Road, Lye, Stourbridge, West Midlands the following resolution was duly passed as a special resolution:

"That the name of the Company be changed to
J F H Metal Treatment Limited"

Dated: 13th July 1992

CHAIRMAN OF THE MEETING

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 481659

I hereby certify that

CONTROLLED HEAT-TREATMENTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

J F H METAL TREATMENT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21 JULY 1992


P. BEVAN

an authorised officer

24 - 03 - 95

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 481659

The Registrar of Companies for England and Wales hereby certifies that
J F H METAL TREATMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
JOHN FOLKES (LYE FORGE) LIMITED

Given at Companies House, Cardiff, the 27th March 1995



C004816599

A handwritten signature in ink, likely of the Registrar of Companies.

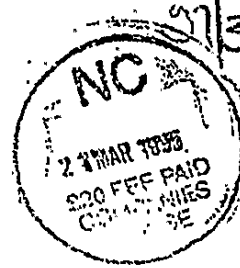
For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

24 - 03 - 95



Company Number: 481659

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

JFH METAL TREATMENT LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 17th March 1995 at Forge House, Dudley Road, Lye, West Midlands, DY9 8EL the following resolution was duly passed as a special resolution:

"That the name of the Company be changed to
JOHN FOLKES (LYE FORGE) LIMITED"

Dated: 17th March 1995

JFH METAL TREATMENT LIMITED

Minutes of a Meeting of the Directors held at Forge House,
Dudley Road, Lye, West Midlands, DY9 8EL on 17th March 1995.

Present:	C J Folkes	Chairman
	F Coyle	Secretary

The following resolution was unanimously passed:-

Change of Name

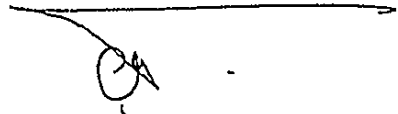
There was presented to the meeting a form of notice of extraordinary general meeting of the Company to be held that day upon short notice for the purpose of passing a special resolution to change the name of the Company to John Folkes (Lye Forge) Limited.

The Secretary reported that consent to short notice had been duly given and the meeting adjourned to enable the extraordinary general meeting to be held.

At the resumed meeting it was reported that the special resolution to change the name of the Company to John Folkes (Lye Forge) Limited had been duly passed and the Company Secretary was instructed to file the resolution and pay the registration fee.

The meeting closed

17th March 1995


Chairman