

THE COMPANIES ACT, 1948.



A St-  
Companies  
Registration  
Stamp  
may 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)

(SEE FOOTNOTE OVERLEAF.)

REGISTERED

24 DEC 1955

NAME OF

COMPANY..... Pinnacle Brush Company.....

LIMITED.

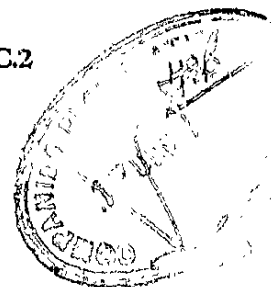
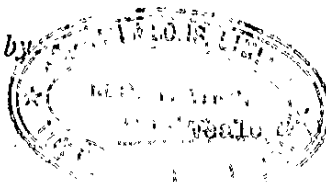
CAT. No. C.F. 41.

C511 JS1641J

JORDAN & SONS,  
LIMITED

Company Registration Agents, Printers and Publishers  
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



By: [Signature]

Printed by: [Signature]

I, Henry Counsell

of 14, Orchard Street in the City and County of Bristol

E.P.C.  
DO solemnly and sincerely declare that I am ~~(a) a~~ a Solicitor of the Supreme Court engaged in the formation ~~of a person named in the Articles of Association as a Director/Secretary],~~

of Pinnacle Brush Company

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 25 Orchard Street

in the City and County of Bristol

the fifteenth day of December

One thousand nine hundred and fifty-five

before me,

E. P. Cox

A Commissioner for Oaths (b)

25 Orchard Street,  
Bristol.

*Henry Counsell*

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorized to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) This words not required.

(b) Notary Public or Justice of the Peace.

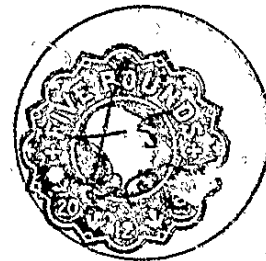
This margin to be reserved for binding.

559237

No. OF COMPANY.....

[C.A. 25]

\_\_\_\_\_  
 COMPANY LIMITED BY SHARES.  
 \_\_\_\_\_



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

# Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891.*

(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)

REGISTERED

24 DEC 1955

NAME OF

COMPANY.....

Pinnacle Brush Company

LIMITED.

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

CAT. No. C.A. 25.

CS13 JS 146 (1)

**JORDAN & SONS,**  
 LIMITED

Company Registration Agents, Publishers,  
 116, Chancery Lane, W.C.2 and 1, Finsbury Place, E.C.2

Presented for registration by REGISTRATION

Veele &amp; Co.,

14, Orchard Street,

Mintol, L.



# The Nominal Capital

of Pinnacle Brush Company

LIMITED,

is £1,000, divided into 1000 shares of £1.

each.

Signature

*A. J. Morgan*

Description

Director.

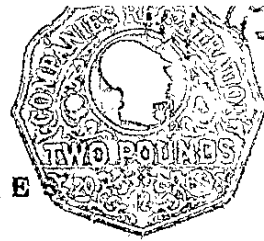
Date

15<sup>th</sup> December 1955

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



The Companies Act, 1948



COMPANY LIMITED BY SHARE

## Memorandum of Association

OF

## Pinnacle Brush Company Limited

REGISTERED

24 DEC 1955

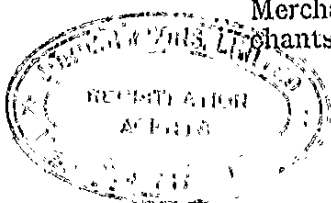
1. The Name of the Company is "PINNACLE BRUSH COMPANY LIMITED."

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

3. The Objects for which the Company is established are—

(A) To carry on all or any of the businesses of Manufacturers, Merchants and Factors of and Dealers in Twisted-in-Wire Brushes, and Painting, Household, Machine, Stable, and Commercial Brushes and Brooms, Shaving, Tooth and Toilet Brushes, and Brushes and Brooms of all kinds and for all purposes (whether made of Wire or any other substances) and of, for, and in Oils, Waxes, Soaps, Detergents, Polishes, Sponges, Mops; Pails, Ladders, Cleansing Substances, Preparations, Apparatus, Appliances and Materials of every description, Handles, Sticks and Stocks for all purposes and of all materials and of every description or partly of one material and partly of another, Wire, Wood, Ivory, Horn, Celluloid, Cellulose-Acetate, Methyl-Methacrylate, Rubber, Leather, Fibre, Bristle, Hair, Nylon and other Brush and Broom-making Materials.

(B) To carry on the businesses of Manufacturers, Merchants and Factors of and Dealers in Toys of all kinds, Gates and Fences of every description and of every material, Agricultural, Precision, Electrical, Motor and General Engineers, General Iron Workers, and Manufacturers, Repairers, Merchants and Factors of and Dealers in Ornamental Iron and Metal Goods, and General Engineering Plant, Machinery, Specialities, Equipment and Supplies, and Engines, Fittings, Apparatus, Implements, Tools and Accessories of every description, General Engineering Contractors, Government Contractors, Iron, Steel, Brass, Copper and General Metal Founders, Converters, Smelters, Forgers, Rollers, Moulders, and Casters, Metal Workers, Repairers, Brokers and Merchants, Metallurgists, Welders, Boiler Makers, Tube Makers, Millwrights, Coppersmiths, General Smiths, Fitters, Machinists, Wire Drawers and Workers, Galvanisers, Platers, Annealers, Japanners, Enamelers, Forge Masters, Forge, Furnace and Foundry Builders, General Ironmongers, Painters, Builders, Decorators, Builders, Merchants, Carpenters, Wood Workers, Timber Merchants, Saw Millers, Concrete Manufacturers and



Suppliers, Agricultural Agents, Agricultural Fencing and other Fencing Contractors, Manufacturers and Suppliers of Goods and Articles of all kinds made of or from Silks, Textiles and Fabrics of every description, and Dealers in Fibre, Hair, Bristle and all other Brush-making materials, Designers, Builders, Repairers, Hirers, Letters on Hire, and Charterers of and Dealers in Motor and other Vehicles, Garage Proprietors, Warehousemen, Carriers, Haulage and Cartage Contractors, Railway, Shipping, Forwarding, and Freight Agents, Insurance and Commission Agents, and General Merchants, Factors, Trade, Agents and Contractors; and to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in plant, machinery, tools, apparatus, materials, furnishings, fittings, products, articles, and things of all kinds capable of being used for the purposes of the foregoing businesses, or any of them or likely to be required by customers of or persons having dealings with the Company.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and

in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the

Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up,



establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (v) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is One Thousand Pounds, divided into One Thousand Shares of One Pound 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
Edward George Bankin, 30 Southfield Ave, Kingswood, Bristol. Brush Manufacturer	One.
Alfred Thomas Morgan The Rookery Bath Road Bristol 4. Company Director	One
Norman George Pace. The Rookery Bath Road Bristol 4 Company Director	One

Dated the fifteenth day of December . 1955

Witness to the above Signatures—

Mary Vining  
14 Laureston Rd.,  
Tingswood,  
Bristol 5.

Secretary.

559237

10/1/55



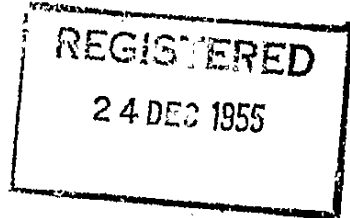
The Companies Act, 1948

COMPANY LIMITED BY SHARE



## Articles of Association

OF



## Pinnacle Brush Company Limited

### PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 60 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

*LP*  
*2* 2. The Company is a Private Company and Clauses 2, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall also apply to the Company.

### SHARE CAPITAL AND SHARES.

3. The original Share Capital of the Company is One Thousand Pounds divided into One Thousand Shares of One Pound each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

6. No issue of any Shares in the Company may be made with any preferred, deferred or other special rights or restrictions without the approval of a Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 2 in Part I of Table A shall be modified accordingly.

#### ALTERATION OF CAPITAL.

7. The Share Capital of the Company shall only be increased by Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 44 in Part I of Table A shall be modified accordingly.

#### TRANSFER AND TRANSMISSION OF SHARES.

8. An instrument of transfer of any Shares of the Company may be executed under hand only.

9. Any Share registered in the name of a deceased Member may be transferred by his legal personal representatives to a legatee or beneficiary under the Will of the deceased or to any person entitled under Sections 46 and 47 of The Administration of Estates Act, 1925, as amended by The Intestates' Estates Act, 1952, to share in the estate of the deceased.

10. Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or appointment of new trustees but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of Shares, other than a transfer made pursuant to Articles 9 or 10 hereof.

12. The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased; and Clause 30 in Part I of Table A shall be modified accordingly.

#### GENERAL MEETINGS.

13. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

14. Clause 54 in Part I of Table A shall be read and construed as if the words " Meeting shall be dissolved " were substituted for the words " Members present shall be a quorum."

15. The Chairman at a General Meeting shall have no casting vote.

## DIRECTORS.

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

17. The following persons shall be the first Directors of the Company: EDWARD GEORGE BANKIN, ALFRED THOMAS MORGAN and NORMAN GEORGE REECE. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

18. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

20. The Chairman at a Meeting of Directors shall have no casting vote; and Clause 98 in Part I of Table A shall be modified accordingly.

## WINDING UP.

21. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

---

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.
 

---

Edward George Bankin,  
 30 Southfield Ave.  
 Kingswood, Bristol -  
 Brush Manufacturers.

Alfred Thomas Maagun  
 The Rookery Bath Road  
 Bristol &  
 Company Director

Norman George Puce.  
 The Rookery Bath Road  
 Bristol &  
 Company Director.

---

Dated the 15<sup>th</sup> day of December 1955.

Witness to the above Signatures—

Mary Vining  
 14 Lancaster Rd.,  
 Kingswood.  
 Bristol. S.

Secretary.

DUPLICATE FOR THE FILE

No. 559237



# Certificate of Incorporation

I Hereby Certify That

PINNACLE BRUSH COMPANY LIMITED

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

Given under my hand at London this Twenty-fourth day of

December

One Thousand Nine Hundred and Fifty Five

*L. R. [Signature]*  
Registrar of Companies

Certificate  
received by



Date

24  
COMPANIES ACTS 1948/67

MINIACAL BRUSH COMPANY LIMITED

SPECIAL RESOLUTION

CLASS MEETING OF 'A' ORDINARY SHAREHOLDERS

Passed at an Extraordinary General Meeting of the Company held on the 15th March 1968.

That the Special Resolution passed at an Extraordinary General Meeting of the Company held on the 15th day of March 1968 prior to this Meeting in the terms set out below be approved and confirmed by the holders of the 'A' Ordinary Shares.

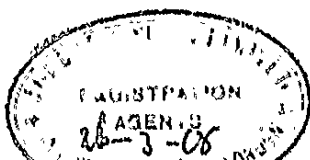
SPECIAL RESOLUTION

"That 1600 Ordinary Shares of the Company being shares numbered 7401 to 9000 inclusive be and are hereby converted into 'A' Ordinary Shares and the holders thereof shall be entitled to such dividends as may from time to time be declared by the Company but save as aforesaid such shares shall rank pari passu with the existing Ordinary Shares of the Company and Regulation 118 of Table A shall be modified accordingly. "

Rita H. Lambert.

CHAIRMAN

Rita H. Lambert (as attorney for J.M. Bell)





25  
COMPANIES ACTS 1947/67

PINNACLE BRUSH COMPANY LIMITED

SPECIAL RESOLUTION

CLASS MEETING OF 'B' ORDINARY SHAREHOLDERS

Passed at an Extraordinary General Meeting of the Company held on the 15th March 1968.

That the Special Resolution passed at an Extraordinary General Meeting of the Company held on the 15th day of March 1968 prior to this Meeting in the terms set out below be approved and confirmed by the holders of the 'B' Ordinary Shares.

SPECIAL RESOLUTION

"That 1,000 Ordinary Shares of the Company numbered 9001 to 10000 inclusive and are hereby converted into 'B' Ordinary Shares and the holders thereof shall be entitled to such dividends as may from time to time be declared by the Company but save as aforesaid such shares shall rank pari passu with the existing Ordinary Shares of the Company and Regulation 118 of Table A shall be modified accordingly.

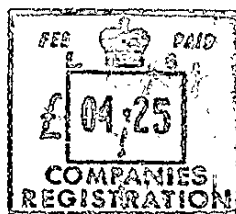
*[Signature]*

*[Signature]*

CHAIRMAN



NO. OF COMPANY.....



[C.F. 10]

## THE COMPANIES ACT, 1948.

### Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF  
COMPANY.....

PINNACLE BRUSH COMPANY.....

LIMITED

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

S1004 (V) □

*Presented by*

MESSRS. VEALE HENSON & CO.

14 ORCHARD STREET,

BRISTOL. 1.

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

PINNACLE BRUSH COMPANY

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a).....Ordinary.....Resolution of the Company dated the 11<sup>th</sup> day of March 1968, the nominal Capital of the Company has been increased by the addition thereto of the sum of £9,000 beyond the registered Capital of £1,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
9000	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:—

pari passu with existing ordinary shares

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

(Signature) A. M. M. M. M.

(State whether Director, or Secretary).....SECRETARY

Dated the 5<sup>th</sup> day of March 1968

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

(b) Delete as appropriate.

This margin to be reserved for binding.

NO. OF COMPANY.....

559227

28

COMPANY HAVING A SHARE CAPITAL.

# Statement of Increase of Nominal Capital

*Pursuant to Section 112 of the Stamp Act, 1891.*

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF  
COMPANY.....

PINNACLE BRUSH COMPANY

LIMITED.

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

Presented for registration by

MESSRS. VEALE FENSON & CO.

14 ORCHARD STREET, BRISTOL. 1.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

THIS STATEMENT IS TO BE FILED FOR REGISTRATION AND MUST NOT BE WITHDRAWN.

# The Nominal Capital

OF

PINNACLE BRUSH COMPANY

LIMITED,

has by a Resolution of the Company dated the Fourth day  
of March, 1968, been increased by the addition thereto of  
the sum of Nine thousand Pounds,  
divided into Nine thousand Shares  
of One pound each,  
beyond the Registered Capital of One thousand pounds.

\*Signature

Description

Date

19 68

\*This Statement must be signed by an officer of the Company.

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

PINNACLE BRUSH COMPANY LIMITED

SPECIAL RESOLUTIONS

Passed at an Extraordinary General  
Meeting of the Company held on  
15th March 1968.

1. That 1600 Ordinary Shares of the Company being, shares numbered 7401 to 9000 inclusive be and are hereby converted into A Ordinary Shares and the holders thereof shall be entitled to such dividends as may from time to time be declared by the Company but save as aforesaid such shares shall rank pari passu with the existing Ordinary Shares of the Company and Regulation 118 of Table A shall be modified accordingly.
2. That 1,000 Ordinary Shares of the Company numbered 9001 to 10000 inclusive and are hereby converted into B Ordinary Shares and the holders thereof shall be entitled to such dividends as may from time to time be declared by the Company but save as aforesaid such shares shall rank pari passu with the existing Ordinary Shares of the Company and Regulation 118 of Table A shall be modified accordingly.

*D. J. Morgan*  
CHAIRMAN



PINNACLE BRUSH COMPANY LIMITED

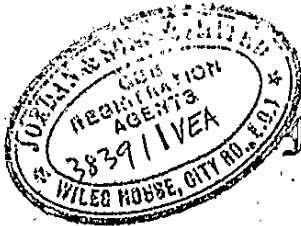
ORDINARY RESOLUTIONS

Passed at an Extraordinary General  
Meeting of the Company held on  
4<sup>th</sup> March 1968.

1. That the Capital of the Company be increased to £10,000 by the creation of 9,000 additional ordinary shares of £1 each.
2. That it is desirable to capitalise £9,000 out of the amount standing to the credit of the Profit & Loss Account of the Company and accordingly that the Directors be authorised and directed to capitalise the said sum of £9,000 and to apportion the same to and amongst the holders of the ordinary shares of the Company who shall be entered in the Register of Members as at the close of business on the first day of March 1968 and to apply such sum on their behalf in paying up in full 9,000 new ordinary shares of £1 each of the capital of the Company and that such new shares be allotted and credited as fully paid up to such holders or their nominees in the proportion of nine such ordinary shares for each such ordinary share held by such holder respectively at the close of business at the date above mentioned and that the directors be and are hereby authorised to carry this Resolution into effect in the manner with the powers provided by the Articles of Association of the Company.

*W. A. L. L. L.*  
CHAIRMAN





COMPANY LIMITED BY SHARES

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

# Memorandum of Association

OF

DATED 14/3/73

p.p. JORDAN & SONS LIMITED

## Pinnacle Brush Company Limited

1. The Name of the Company is "PINNACLE BRUSH COMPANY LIMITED."

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

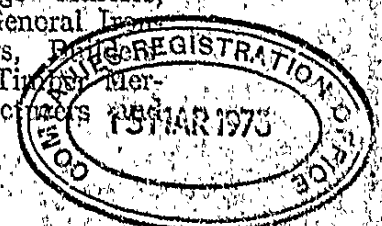
*copy private*

3. The Objects for which the Company is established are—

(A) To carry on all or any of the businesses of Manufacturers, Merchants and Factors of and Dealers in Twisted-in-Wire Brushes, and Painting, Household, Machine, Stable, and Commercial Brushes and Brooms, Shaving, Tooth and Toilet Brushes, and Brushes and Brooms of all kinds and for all purposes (whether made of Wire or any other substances) and of, for, and in Oils, Waxes, Soaps, Detergents, Polishes, Sponges, Mops, Pails, Ladders, Cleansing Substances, Preparations, Apparatus, Appliances and Materials of every description, Handles, Sticks and Stocks for all purposes and of all materials and of every description or partly of one material and partly of another, Wire, Wood, Ivory, Horn, Celluloid, Cellulose-Acetate, Methyl-Methacrylate, Rubber, Leather, Fibre, Bristle, Hair, Nylon and other Brush and Broom-making Materials.

*Broom & brushes*

(B) To carry on the businesses of Manufacturers, Merchants and Factors of and Dealers in Toys of all kinds, Gates and Fences of every description and of every material, Agricultural, Precision, Electrical, Motor and General Engineers, General Iron Workers, and Manufacturers, Repairers, Merchants and Factors of and Dealers in Ornamental Iron and Metal Goods, and General Engineering Plant, Machinery, Specialities, Equipment and Supplies, and Engines, Fittings, Apparatus, Implements, Tools and Accessories of every description, General Engineering Contractors, Government Contractors, Iron, Steel, Brass, Copper and General Metal Founders, Converters, Smelters, Forgers, Rollers, Moulders, and Casters, Metal Workers, Repairers, Brokers and Merchants, Metallurgists, Welders, Boiler Makers, Tube Makers, Millwrights, Coppersmiths, General Smiths, Fitters, Machinists, Wire Drawers and Workers, Galvanisers, Platers, Annealers, Japanners, Enamelers, Forge Masters, Forge, Furnace and Foundry Builders, General Ironmongers, Painters, Builders, Decorators, Merchants, Carpenters, Wood Workers, Timber Merchants, Saw Millers, Concrete Manufacturers



INDISTINCT ORIGINAL



2

Suppliers, Agricultural Agents, Agricultural Fencing and other Fencing Contractors, Manufacturers and Suppliers of Goods and Articles of all kinds made of or from Silks, Textiles and Fabrics of every description, and Dealers in Fibre, Hair, Bristle and all other Brush-making materials, Designers, Builders, Repairers, Hirers, Letters on Hire, and Charterers of and Dealers in Motor and other Vehicles, Garage Proprietors, Warehousemen, Carriers, Haulage and Cartage Contractors, Railway, Shipping, Forwarding, and Freight Agents, Insurance and Commission Agents, and General Merchants, Factors, Traders, Agents and Contractors; and to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in plant, machinery, tools, apparatus, materials, furnishings, fittings, products, articles, and things of all kinds capable of being used for the purposes of the foregoing businesses, or any of them or likely to be required by customers of or persons having dealings with the Company.

- (c) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and

in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the

INDISTINCT ORIGINAL

Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (x) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agent or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up,

INDISTINCT ORIGINAL

establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

#### 4. The Liability of the Members is Limited.

~~5. The Share Capital of the Company is £10,000, divided into 7,400 Ordinary Shares of £1 each, 1,600 "A" Ordinary Shares of £1 each and 1,000 "B" Ordinary Shares of £1 each.~~

The holders of the "A" and "B" Ordinary Shares shall be entitled to such dividends as may from time to time be declared by the Company but save as aforesaid such shares shall rank pari passu with the existing Ordinary Shares of the Company and Regulation 118 of Table A in Part I of the First Schedule to the Companies Act 1948 shall be modified accordingly.

COMPANY LIMITED BY SHARES

CERTIFICATION

*Articles of Association*

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

OF

DATED 14/3/73

By JORDAN & SONS LTD

Pinnacle Brush Company Limited

PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 60 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall also apply to the Company.

SHARE-CAPITAL-AND-SHARES.

3. The Share Capital of the Company is £10,000, divided into 7,400 Ordinary Shares of £1 each, 1,600 "A" Ordinary Shares of £1 each and 1,000 "B" Shares of £1 each.

4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

INDISTINCT ORIGINAL

6. No issue of any Shares in the Company may be made with any preferred, deferred or other special rights or restrictions without the approval of a Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 2 in Part I of Table A shall be modified accordingly.

#### ALTERATION OF CAPITAL.

7. The Share Capital of the Company shall only be increased by Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 44 in Part I of Table A shall be modified accordingly.

#### TRANSFER AND TRANSMISSION OF SHARES.

8. An instrument of transfer of any Shares of the Company may be executed under hand only.

9. Any Share registered in the name of a deceased Member may be transferred by his legal personal representatives to a legatee or beneficiary under the Will of the deceased or to any person entitled under Sections 46 and 47 of The Administration of Estates Act, 1925, as amended by The Intestates' Estates Act, 1952, to share in the estate of the deceased.

10. Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or appointment of new trustees but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of Shares, other than a transfer made pursuant to Articles 9 or 10 hereof.

12. The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased; and Clause 30 in Part I of Table A shall be modified accordingly.

#### GENERAL MEETINGS.

13. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

14. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

15. The Chairman at a General Meeting shall have no casting vote.

INDISTINCT ORIGINAL

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than one nor more than five. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally, provided that a Sole Director shall not also be Secretary of the Company.

17. The following persons shall be the first Directors of the Company: EDWARD GEORGE BANKIN, ALFRED THOMAS MORGAN and NORMAN GEORGE REECE. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

18. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

19. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

20. The Chairman at a Meeting of Directors shall have no casting vote; and Clause 98 in Part I of Table A shall be modified accordingly.

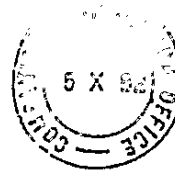
#### WINDING UP.

21. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

INDISTINCT ORIGINAL

COMPANY NUMBER : 559237

55



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

PINNACLE BRUSH COMPANY LIMITED

SPECIAL RESOLUTION

(Passed the 2nd day of October 1982 at an Extraordinary General Meeting duly convened and held)

THAT the name of the Company be changed to PINNACLE HOLDINGS LIMITED.

*C. Bankin*  
.....  
Chairman



ENS 9705759  
ET79 609615  
EX21 565861  
17775 213563  
E733 893939  
17744 515842  
14569 528675  
D207 497125



# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

559237/56

I hereby certify that

PINNACLE BRUSH COMPANY LIMITED

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

PINNACLE HOLDINGS LIMITED

Given under my hand at Cardiff the

6TH OCTOBER 1982

A handwritten signature in ink, appearing to read 'R. J. Jones', written over a horizontal line.

Assistant Registrar of Companies

COMPANY NUMBER

: 559237

57

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

PINNACLE BRUSH COMPANY LIMITED

SPECIAL RESOLUTION

(Passed the 1st day of October 1982 at an Extraordinary General Meeting duly convened and held)

---

THAT the Capital of the Company be increased to £16,000 by the creation of 12,000 Redeemable Preference Shares of 50p each with the following rights:

- (a) A right to a fixed cumulative dividend at the rate of 7% per annum. Such shares shall rank for the dividend from the date of issue to the date of redemption and the first dividend shall be paid annually. The holders thereof shall not be entitled to any other dividend or share of profits.
- (b) The shares shall be redeemed by the Company at par on the 1st day of April 1993. On redemption the registered holders thereof shall be bound to surrender to the Company the certificate of his shares which are to be redeemed in order that they may be cancelled. Upon such surrender the Company shall pay to the registered holder the amount payable in respect of such redemption together with dividend up to the date of payment.
- (c) The shares shall be entitled to be repaid at par if the Company shall be wound up prior to redemption in priority to the rights of all other Members of the Company.
- (d) The right to have a vote at every General Meeting of the Company pari passu with the rights of the holders existing shares of the Company.
- (e) All rights of the holders of the shares shall cease as from the date of redemption unless the payment of the redemption monies shall not be repaid by the Company.



*L. Barker*  
Chairman .....

## THE COMPANIES ACTS 1948 TO 1980

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

58

559237

Name of Company

\*delete if  
inappropriate

PINNACLE BRUSH COMPANY	Limited*
------------------------	----------

†delete as  
appropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~~~extraordinary~~ [special]† resolution of the company dated 1st OCT 1982the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 6,000beyond the registered capital of £ 10 000**Note**This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionA printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
12,000	7% Cumulative Redeemable Preference	50p

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:Pari passu with existing shares in respect of voting  
rights but having a right to a cumulative dividend of  
7%, a preferential right to be repaid at par in the  
event of the Company being wound up and to redemption  
at par on 1st April 1993.Please tick here if  
continued overleaf
☐
†delete as  
appropriateSigned *A. J. Morgan* [Director] [Secretary]† Date 1st October 1982Presenter's name, address and  
reference (if any):Veale Benson, (HC)  
14 Orchard Street,  
Bristol 1.For official use  
General section

Post room



COMPANY NUMBER : 559237

159.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

PINNACLE BRUSH COMPANY LIMITED

SPECIAL RESOLUTION

(Passed the 1st day of October 1982 at an Extraordinary General Meeting duly convened and held)

THAT upon the recommendation of Directors it is desirable in pursuance of Regulations 128 and 129 of Table A of the Companies Act 1948 to capitalise the sum of £6,000 out of the Reserve of the Company and that such sum be capitalised accordingly and that the Directors be and are hereby authorised and directed to appropriate the said sum of £6,000 to the Members registered as Ordinary, 'A' Ordinary and 'B' Ordinary shareholders at the close of business on the 1st day of October 1982 and to apply such sum on their behalf in paying up in full at par 12,000 of the Unissued Redeemable Preference shares of 50p each in the capital of the Company in proportion to 6 such Preference shares for every five shares then held by them.



*L. Bankin*  
.....  
Chairman



559234/63

THE COMPANIES ACT, 1948

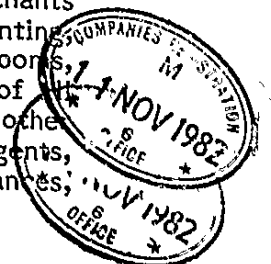
COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

1. The name of the Company is "PINNACLE HOLDINGS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (AA) To carry on business as a Commercial and Industrial Holding Company and to incorporate or acquire in any manner the shares or capital of any interest in any other company or firm (whether as subsidiary or otherwise) the acquisition of an interest wherein may appear to be beneficial to the interests of the Company; to co-ordinate and manage through the holding of the shares and other interests in companies, firms and businesses; to finance and aid any such companies or firms or businesses by loans, guarantees, subvention payments or otherwise; to invest the moneys of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any company, corporation, governmental or other authority, trust, firm or person constituted or carrying on business in any part of the world; to acquire by purchase or otherwise for any estate or interest and to hold for investments real and personal property of every description or kind; to act as trustees of any deeds constituting or securing the debentures, debenture stock or other securities or obligations; to undertake and execute any other trusts, to enter into, assist, or participate in financial transactions, undertakings and businesses of every description, and to carry on, develop, and extend the same, or sell, dispose of or otherwise turn the same to account, and generally to carry out all the functions of an industrial holding company.
  - (A) To carry on all or any of the businesses of Manufacturers, Merchants and Factors of and Dealers in Twisted-in-Wire Brushes, and Painting Household, Machine, Stable and Commercial Brushes and Brooms, Shaving, Tooth and Toilet Brushes, and Brushes and Brooms of all kinds and for all purposes (whether made of Wire or any other substances) and of, for, and in Oils, Waxes, Soaps, Detergents, Polishes, Spenges, Mops, Pails, Ladders, Cleansing Substances;



Preparations, Apparatus, Appliances and Materials of every description, Handles, Sticks and Stocks for all purposes and of all materials and of every description or partly of one material and partly of another, Wire, Wood, Ivory, Horn, Celluloid, Cellulose-Acetate, Methyl-Methacrylate, Rubber, Leather, Fibre, Bristle, Hair, Nylon and other Brush and Broom-making Materials.

- (B) To carry on the businesses of Manufacturers, Merchants and Factors of and Dealers in Toys of all kinds, Gates and Fences of every description and of every material, Agricultural, Precision, Electrical, Motor and General Engineers, General Iron Workers, and Manufacturers, Repairers, Merchants and Factors of and Dealers in Ornamental Iron and Metal Goods, and General Engineering Plant, Machinery, Specialities, Equipment and Supplies, and Engines, Fittings, Apparatus, Implements, Tools and Accessories of every description, General Engineering Contractors, Governmental Contractors, Iron, Steel, Brass, Copper and General Metal Founders, Converters, Smelters, Forgers, Rollers, Moulders, and Casters, Metal Workers, Repairers, Brokers and Merchants, Metallurgists, Welders, Boiler Makers, Tube Makers, Millwrights, Coppersmiths, General Smiths, Fitters, Machinists, Wire Drawers and Workers, Galvanisers, Platers, Annealers, Japanners, Enamellers, Forge Masters, Forge, Furnace and Foundry Builders, General Ironmongers, Painters, Builders, Decorators, Builders' Merchants, Carpenters, Wood Workers, Timber Merchants, Saw Millers, Concrete Manufacturers and Suppliers, Agricultural Agents, Agricultural Fencing and other Fencing Contractors, Manufacturers and Suppliers of Goods and Articles of all kinds made of or from Silks, Textiles and Fabrics of every description, and Dealers in Fibre, Hair Bristle and all other Brush-making materials, Designers, Builders, Repairers, Hirers, Letters on Hire, and Charterers of and Dealers in Motor and other Vehicles, Garage Proprietors, Warehousemen, Carriers, Haulage and Cartage Contractors, Railway, Shipping, Forwarding, and Freight Agents, Insurance and Commission Agents, and General Merchants, Factors, Traders, Agents and Contractors; and to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in plant, machinery, tools, apparatus, materials, furnishing, fittings, products, articles, and things of all kinds capable of being used for the purposes of the foregoing businesses, or any of them or likely to be required by customers of or persons having dealings with the Company.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove

or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue

promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.



- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. the Liability of the Members is Limited. ✓

5. The Share Capital of the Company is One thousand pounds divided into One thousand Shares of One pound 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
EDWARD GEORGE BANKIN 30, Southfield Avenue Kingswood, Bristol.  Brush Manufacturer.	One
ALFRED THOMAS MORGAN The Rookery Bath Road Bristol 4.  Company Director.	One
NORMAN GEORGE REECE The Rookery Bath Road Bristol 4.  Company Director.	One

---

Dated the 15th day of December 1955.

Witness to the above Signatures:-

MARY VINING  
14 Launceston Road  
Kingswood, Bristol 5.

Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 60 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is One thousand pounds divided into One thousand Shares of One pound each.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
6. No issue of any Shares in the Company may be made with any preferred, deferred or other special rights or restrictions without the approval of a Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 2 in Part I of Table A shall be modified accordingly.

NOTE to Article 3.

A The Capital of the Company was increased to Ten thousand pounds by a resolution passed on the 4th March 1968 by the creation of Nine thousand additional Ordinary Shares of One pound each.

B. By a special resolution passed on the 15th March 1968 One thousand Six hundred Ordinary Shares of the Company were converted into A Ordinary

Shares and One thousand Ordinary Shares of the Company were converted into B Ordinary Shares, the holders of the said classes of share being entitled to such dividends as may from time to time be declared by the Company but otherwise such shares ranking pari passu with the existing Ordinary Shares of the Company and Regulation 118 of Table A being modified accordingly.

C. The capital of the Company was increased to Sixteen thousand pounds by a Special Resolution passed on the First day of October One thousand Nine hundred and Eighty-two which created Twelve thousand pounds Redeemable Preference Shares of Fifty pence each with the following rights:-

- (i) A right to a fixed cumulative dividend at the rate of Seven per cent per annum. Such shares shall rank for the dividend from the date of issue to the date of redemption and the first dividend shall be paid annually. The holders thereof shall not be entitled to any other dividend or share of profits.
- (ii) The shares shall be redeemed by the Company at par on the 1st day of April 1993. On redemption the registered holders thereof shall be bound to surrender to the Company the certificate of his shares which are to be redeemed in order that they may be cancelled. Upon such surrender the Company shall pay to the registered holder the amount payable in respect of such redemption together with dividend up to the date of payment.
- (iii) The shares shall be entitled to be repaid at par if the Company shall be wound up prior to redemption in priority to the rights of all other Members of the Company.
- (iv) The right to have a vote at every General Meeting of the Company pari passu with the rights of the holders existing shares of the Company.
- (v) All rights of the holders of the shares shall cease as from the date of redemption unless the payment of the redemption monies shall be repaid to the Company.

D. By a Special Resolution passed on the 15th October 1982 the class rights of the aforementioned shares were varied as follows:-

- (a) The holders of the 'A' Shares shall be entitled to a fixed cumulative dividend of Three hundred per cent per annum. The first such dividend shall be paid on the 1st day of October 1983 and thereafter annually. Save as aforesaid the holders of the 'A' shares shall not be entitled to any dividend or other share of profits in the Company and Regulation 118 of Table A shall apply accordingly.
- (b) The One thousand issued 'B' shares shall be converted into Ordinary Shares and shall henceforth rank pari passu with the existing Ordinary Shares of the Company.

#### ALTERATION OF CAPITAL

7. The Share Capital of the Company shall only be increased by Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 44 in Part I of Table A shall be modified accordingly.

## TRANSFER AND TRANSMISSION OF SHARES

8. An instrument of transfer of any Shares of the Company may be executed under hand only.
9. Any Share registered in the name of a deceased Member may be transferred by his legal personal representatives to a legatee or beneficiary under the Will of the deceased or to any person entitled under Sections 46 and 47 of The Administration of Estates Act, 1925, as amended by The Intestates' Estates Act, 1952, to share in the estate of the deceased.
10. Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or appointment of new trustees but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.
11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of Shares, other than a transfer made pursuant to Articles 9 or 10 hereof.
12. The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased; and Clause 30 in Part I of Table A shall be modified accordingly.

## GENERAL MEETINGS

13. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
14. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."
15. The Chairman at a General Meeting shall have no casting vote.

## DIRECTORS

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.
17. The following persons shall be the first Directors of the Company :

EDWARD GEORGE BANKIN  
ALFRED THOMAS MORGAN  
NORMAN GEORGE REECE

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

18. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

19. The Chairman at a Meeting of Directors shall have no casting vote; and Clause 98 in Part I of Table A shall be modified accordingly.

#### WINDING UP

20. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

EDWARD GEORGE BANKIN  
30 Southfield Avenue  
Kingswood  
Bristol

Brush Manufacturer

ALFRED THOMAS MORGAN  
The Rookery  
Bath Road  
Bristol 4

Company Director.

NORMAN GEORGE REECE  
The Rookery  
Bath Road  
Bristol 4.

Company Director

---

Dated the 15th day of December 1955.

Witness to the above Signatures:-

MARY VINING  
14 Launceston Road  
Kingswood  
Bristol.5.

Secretary

COMPANY NUMBER : 559237

62

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

PINNACLE HOLDINGS LIMITED

SPECIAL RESOLUTION

(Passed the 15th day of October 1982 at an Extraordinary General Meeting duly convened and held)

---

THAT the Articles of Association be amended as follows:

1. THAT the holders of the 'A' shares shall be entitled to a fixed cumulative dividend of 300% per annum. The first such dividend shall be paid on the 1st day of October 1983 and thereafter annually. Save as aforesaid the holders of the 'A' shares shall not be entitled to any dividend or other share of profits in the Company and Regulation 118 of Table A shall apply accordingly.
2. THAT the 100 issued 'B' shares be and are hereby converted into Ordinary shares and shall henceforth rank pari passu with the existing Ordinary shares of the Company.

*[Signature]*  
.....  
Chairman





COMPANY NUMBER : 559237

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

PINNACLE HOLDINGS LIMITED

SPECIAL RESOLUTION

(Passed the 15th day of October 1982 at an Extraordinary General Meeting duly convened and held)

THAT the Memorandum of Association of the Company be amended as follows:

By the addition of the following paragraph to be inserted before paragraph (A) of Clause 3 of the Memorandum of Association:

(AA) To carry on business as a Commercial and Industrial Holding Company and to incorporate or acquire in any manner the shares or capital of any interest in any other company or firm (whether as subsidiary or otherwise) the acquisition of an interest wherein may appear to be beneficial to the interests of the Company; to co-ordinate and manage through the holding of the shares and other interests in companies, firms and businesses; to finance and aid any such companies or firms or businesses by loans, guarantees, subvention payments or otherwise; to invest the moneys of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any company, corporation, governmental or other authority, trust, firm, or person



constituted or carrying on business in any part of the world; to acquire by purchase or otherwise for any estate or interest and to hold for investments real and personal property of every description or kind; to act as trustees of any deeds constituting or securing the debentures, debenture stock or other securities or obligations; to undertake and execute any other trusts, to enter into assist, or participate in financial transactions, undertakings and businesses of every description and to carry on, develop, and extend the same, or sell, dispose of or otherwise turn the same to account, and generally to carry out all the functions of an industrial holding company.

.....*L. Bonstein*.....  
Chairman

COMPANY NUMBER : 559237

66

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

Incorporated the Twenty-fourth day of December 1955

(HC)



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

1. The name of the Company is "PINNACLE HOLDINGS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (AA) To carry on business as a Commercial and Industrial Holding Company and to incorporate or acquire in any manner the shares or capital of any interest in any other company or firm (whether as subsidiary or otherwise) the acquisition of an interest wherein may appear to be beneficial to the interests of the Company; to co-ordinate and manage through the holding of the shares and other interests in companies, firms and businesses; to finance and aid any such companies or firms or businesses by loans, guarantees, subvention payments or otherwise; to invest the moneys of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any company, corporation, governmental or other authority, trust, firm or person constituted or carrying on business in any part of the world; to acquire by purchase or otherwise for any estate or interest and to hold for investments real and personal property of every description or kind; to act as trustees of any deeds constituting or securing the debentures, debenture stock or other securities or obligations; to undertake and execute any other trusts, to enter into, assist, or participate in financial transactions, undertakings and businesses of every description, and to carry on, develop, and extend the same, or sell, dispose of or otherwise turn the same to account, and generally to carry out all the functions of an industrial holding company.
  - (A) To carry on all or any of the businesses of Manufacturers, Merchants and Factors of and Dealers in Twisted-in-Wire Brushes, and Painting, Household, Machine, Stable and Commercial Brushes and Brooms, Shaving, Tooth and Toilet Brushes, and Brushes and Brooms of all kinds and for all purposes (whether made of Wire or any other substances) and of, for, and in Oils, Waxes, Soaps, Detergents, Polishes, Sponges, Mops, Pails, Ladders, Cleansing Substances,

Preparations, Apparatus, Appliances and Materials of every description, Handles, Sticks and Stocks for all purposes and of all materials and of every description or partly of one material and partly of another, Wire, Wood, Ivory, Horn, Celluloid, Cellulose-Acetate, Methyl-Methacrylate, Rubber, Leather, Fibre, Bristle, Hair, Nylon and other Brush and Broom-making Materials.

- (B) To carry on the businesses of Manufacturers, Merchants and Factors of and Dealers in Toys of all kinds, Gates and Fences of every description and of every material, Agricultural, Precision, Electrical, Motor and General Engineers, General Iron Workers, and Manufacturers, Repairers, Merchants and Factors of and Dealers in Ornamental Iron and Metal Goods, and General Engineering Plant, Machinery, Specialities, Equipment and Supplies, and Engines, Fittings, Apparatus, Implements, Tools and Accessories of every description, General Engineering Contractors, Governmental Contractors, Iron, Steel, Brass, Copper and General Metal Founders, Converters, Smelters, Forgers, Rollers, Moulders, and Casters, Metal Workers, Repairers, Brokers and Merchants, Metallurgists, Welders, Boiler Makers, Tube Makers, Millwrights, Coppersmiths, General Smiths, Fitters, Machinists, Wire Drawers and Workers, Galvanisers, Platers, Annealers, Japanners, Enamellers, Forge Masters, Forge, Furnace and Foundry Builders, General Ironmongers, Painters, Builders, Decorators, Builders' Merchants, Carpenters, Wood Workers, Timber Merchants, Saw Millers, Concrete Manufacturers and Suppliers, Agricultural Agents, Agricultural Fencing and other Fencing Contractors, Manufacturers and Suppliers of Goods and Articles of all kinds made of or from Silks, Textiles and Fabrics of every description, and Dealers in Fibre, Hair Bristle and all other Brush-making materials, Designers, Builders, Repairers, Hirers, Letters on Hire, and Charterers of and Dealers in Motor and other Vehicles, Garage Proprietors, Warehousemen, Carriers, Haulage and Cartage Contractors, Railway, Shipping, Forwarding, and Freight Agents, Insurance and Commission Agents, and General Merchants, Factors, Traders, Agents and Contractors; and to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in plant, machinery, tools, apparatus, materials, furnishing, fittings, products, articles, and things of all kinds capable of being used for the purposes of the foregoing businesses, or any of them or likely to be required by customers of or persons having dealings with the Company.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove

or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue

promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire ~~and hold~~ shares or other interests in or securities of any other ~~company~~ having objects altogether or in part similar to those of this ~~company~~ or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (1) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. the Liability of the Members is Limited.

5. The Share Capital of the Company is One thousand pounds divided into One thousand Shares of One pound 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
EDWARD GEORGE BANKIN 30, Southfield Avenue Kingswood, Bristol.  Brush Manufacturer.	One
ALFRED THOMAS MORGAN The Rookery Bath Road Bristol 4.  Company Director.	One
NORMAN GEORGE REECE The Rookery Bath Road Bristol 4.  Company Director.	One

Dated the 15th day of December 1955.

Witness to the above Signatures:-

MARY VINING  
14 Launceston Road  
Kingswood, Bristol 5.

Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 60 and 75 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 4, 5 and 6 (but not Clauses 1 and 3) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is One thousand pounds divided into One thousand Shares of One pound each.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
6. No issue of any Shares in the Company may be made with any preferred, deferred or other special rights or restrictions without the approval of a Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 2 in Part I of Table A shall be modified accordingly.

NOTE to Article 3.

A The Capital of the Company was increased to Ten thousand pounds by a resolution passed on the 4th March 1968 by the creation of Nine thousand additional Ordinary Shares of One pound each.

B. By a special resolution passed on the 15th March 1968 One thousand Six hundred Ordinary Shares of the Company were converted into A Ordinary

Shares and One thousand Ordinary Shares of the Company were converted into B Ordinary Shares, the holders of the said classes of share being entitled to such dividends as may from time to time be declared by the Company but otherwise such shares ranking pari passu with the existing Ordinary Shares of the Company and Regulation 118 of Table A being modified accordingly.

C. The capital of the Company was increased to Sixteen thousand pounds by a Special Resolution passed on the First day of October One thousand Nine hundred and Eighty-two which created Twelve thousand ~~pounds~~ Redeemable Preference Shares of Fifty pence each with the following rights:-

- (i) A right to a fixed cumulative dividend at the rate of Seven per cent per annum. Such shares shall rank for the dividend from the date of issue to the date of redemption and the first dividend shall be paid annually. The holders thereof shall not be entitled to any other dividend or share of profits.
- (ii) The shares shall be redeemed by the Company at par on the 1st day of April 1993. On redemption the registered holders thereof shall be bound to surrender to the Company the certificate of his shares which are to be redeemed in order that they may be cancelled. Upon such surrender the Company shall pay to the registered holder the amount payable in respect of such redemption together with dividend up to the date of payment.
- (iii) The shares shall be entitled to be repaid at par if the Company shall be wound up prior to redemption in priority to the rights of all other Members of the Company.
- (iv) The right to have a vote at every General Meeting of the Company pari passu with the rights of the holders existing shares of the Company.
- (v) All rights of the holders of the shares shall cease as from the date of redemption unless the payment of the redemption monies shall be repaid to the Company.

D. By a Special Resolution passed on the 15th October 1982 the class rights of the aforementioned shares were varied as follows:-

- (a) The holders of the 'A' Shares shall be entitled to a fixed cumulative dividend of Three hundred per cent per annum. The first such dividend shall be paid on the 1st day of October 1983 and thereafter annually. Save as aforesaid the holders of the 'A' shares shall not be entitled to any dividend or other share of profits in the Company and Regulation 118 of Table A shall apply accordingly.
- (b) The One thousand issued 'B' shares shall be converted into Ordinary Shares and shall henceforth rank pari passu with the existing Ordinary Shares of the Company.

#### ALTERATION OF CAPITAL

7. The Share Capital of the Company shall only be increased by Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 44 in Part I of Table A shall be modified accordingly.

## TRANSFER AND TRANSMISSION OF SHARES

8. An instrument of transfer of any Shares of the Company may be executed under hand only.
9. Any Share registered in the name of a deceased Member may be transferred by his legal personal representatives to a legatee or beneficiary under the Will of the deceased or to any person entitled under Sections 46 and 47 of The Administration of Estates Act, 1925, as amended by The Intestates' Estates Act, 1952, to share in the estate of the deceased.
10. Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or appointment of new trustees but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.
11. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of Shares, other than a transfer made pursuant to Articles 9 or 10 hereof.
12. The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased; and Clause 30 in Part I of Table A shall be modified accordingly.

## GENERAL MEETINGS

13. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.
14. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."
15. The Chairman at a General Meeting shall have no casting vote.

## DIRECTORS

16. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.
17. The following persons shall be the first Directors of the Company :

EDWARD GEORGE BANKIN  
ALFRED THOMAS MORGAN  
NORMAN GEORGE REECE

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

18. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

18. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

19. The Chairman at a Meeting of Directors shall have no casting vote; and Clause 98 in Part I of Table A shall be modified accordingly.

#### WINDING UP

20. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

EDWARD GEORGE BANKIN  
30 Southfield Avenue  
Kingswood  
Bristol

Brush Manufacturer

ALFRED THOMAS MORGAN  
The Rookery  
Bath Road  
Bristol 4

Company Director.

NORMAN GEORGE REECE  
The Rookery  
Bath Road  
Bristol 4.

Company Director

---

Dated the 15th day of December 1955.

Witness to the above Signatures:-

MARY VINING  
14 Launceston Road  
Kingswood  
Bristol.5.

Secretary

COMPANY NUMBER : 559237

69

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

PINNACLE HOLDINGS LIMITED

SPECIAL RESOLUTION

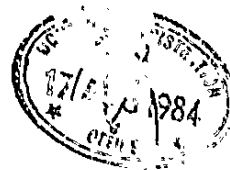
(Passed the 16th day of July 1984 at an Extraordinary  
General Meeting duly convened and held)

1. THAT the Articles of Association produced to the Meeting  
t adopted as the Articles of Association of the Company  
in substitution for all existing Articles.
2. THAT Clause 5 of the Memorandum of Association of the  
Company be amended to read as follows:

"The Share Capital of the Company is £1.000 divided  
as follows:

- (a) 8,400 Ordinary shares of £1 each
- (b) 1,600 'A' Ordinary shares of £1 each
- (c) 12,000 Redeemable Preference shares of 50 pence  
each.

..... *G. Banks* .....  
Chairman



COMPANY NUMBER : 559237  
THE COMPANIES ACTS 1948 to 1982

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

Incorporated the Twenty-fourth day of December 1955  
Amended the 16th day of July 1984

VEALE DENSON  
14 ORCHARD STREET  
BRISTOL BS1 5ER

(HC)

*L. Bankin*  
(Chairman)





THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

1. The name of the Company is "PINNACLE HOLDINGS LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (AA) To carry on business as a Commercial and Industrial Holding Company and to incorporate or acquire in any manner the shares or capital of any interest in any other company or firm (whether as subsidiary or otherwise) the acquisition of an interest wherein may appear to be beneficial to the interests of the Company; to co-ordinate and manage through the holding of the shares and other interests in companies, firms and businesses; to finance and aid any such companies or firms or businesses by loans, guarantees, subvention payments or otherwise; to invest the moneys of the Company in or otherwise to acquire and hold for investment shares, stocks, debentures, debenture stock, securities and investments of all kinds issued or guaranteed by any company, corporation, governmental or other authority, trust, firm or person constituted or carrying on business in any part of the world; to acquire by purchase or otherwise for any estate or interest and to hold for investments real and personal property of every description or kind; to act as trustees of any deeds constituting or securing the debentures, debenture stock or other securities or obligations; to undertake and execute any other trusts, to enter into, assist, or participate in financial transactions, undertakings and businesses of every description, and to carry on, develop, and extend the same, or sell, dispose of or otherwise turn the same to account, and generally to carry out all the functions of an industrial holding company.
  - (A) To carry on all or any of the businesses of Manufacturers, Merchants and Factors of and Dealers in Twisted-in-Wire Brushes, and Painting, Household, Machine, Stable and Commercial Brushes and Brooms, Shaving, Tooth and Toilet Brushes, and Brushes and Brooms of all kinds and for all purposes (whether made of Wire or any other substances) and of, for, and in Oils, Waxes, Soaps, Detergents, Polishes, Sponges, Mops, Pails, Ladders, Cleansing Substances,

Preparations, Apparatus, Appliances and Materials of every description, Handles, Sticks and Stocks for all purposes and of all materials and of every description or partly of one material and partly of another, Wire, Wood, Ivory, Horn, Celluloid, Cellulose-Acetate, Methyl-Methacrylate, Rubber, Leather, Fibre, Bristle, Hair, Nylon and other Brush and Broom-making Materials.

- (B) To carry on the businesses of Manufacturers, Merchants and Factors of and Dealers in Toys of all kinds, Gates and Fences of every description and of every material, Agricultural, Precision, Electrical, Motor and General Engineers, General Iron Workers, and Manufacturers, Repairers, Merchants and Factors of and Dealers in Ornamental Iron and Metal Goods, and General Engineering Plant, Machinery, Specialities, Equipment and Supplies, and Engines, Fittings, Apparatus, Implements, Tools and Accessories of every description, General Engineering Contractors, Governmental Contractors, Iron, Steel, Brass, Copper and General Metal Founders, Converters, Smelters, Forgers, Rollers, Moulders, and Casters, Metal Workers, Repairers, Brokers and Merchants, Metallurgists, Welders, Boiler Makers, Tube Makers, Millwrights, Coppersmiths, General Smiths, Fitters, Machinists, Wire Drawers and Workers, Galvanisers, Platers, Annealers, Japanners, Enamellers, Forge Masters, Forge, Furnace and Foundry Builders, General Ironmongers, Painters, Builders, Decorators, Builders' Merchants, Carpenters, Wood Workers, Timber Merchants, Saw Millers, Concrete Manufacturers and Suppliers, Agricultural Agents, Agricultural Fencing and other Fencing Contractors, Manufacturers and Suppliers of Goods and Articles of all kinds made of or from Silks, Textiles and Fabrics of every description, and Dealers in Fibre, Hair Bristle and all other Brush-making materials, Designers, Builders, Repairers, Hirers, Letters on Hire, and Charterers of and Dealers in Motor and other Vehicles, Garage Proprietors, Warehousemen, Carriers, Haulage and Cartage Contractors, Railway, Shipping, Forwarding, and Freight Agents, Insurance and Commission Agents, and General Merchants, Factors, Traders, Agents and Contractors; and to buy, sell, manufacture, repair, alter, manipulate, and otherwise deal in plant, machinery, tools, apparatus, materials, furnishing, fittings, products, articles, and things of all kinds capable of being used for the purposes of the foregoing businesses, or any of them or likely to be required by customers of or persons having dealings with the Company.
- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove

or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue

promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any Shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (X) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

IT IS expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

- 4. The Liability of the Members is limited.
- 5. The Share Capital of the Company is £16,000 divided as follows:
  - (a) 8,400 Ordinary shares of £1 each
  - (b) 1,600 'A' Ordinary shares of £1 each
  - (c) 12,000 Redeemable Preference shares of 50 pence 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
EDWARD GEORGE BANKIN 30, Southfield Avenue Kingswood, Bristol.  Brush Manufacturer.	One
ALFRED THOMAS MORGAN The Rookery Bath Road Bristol 4.  Company Director.	One
NORMAN GEORGE REECE The Rookery Bath Road Bristol 4.  Company Director.	One

---

Dated the 15th day of December 1955.

Witness to the above Signatures:-

MARY VINING  
14 Launceston Road  
Kingswood, Bristol 5.

Secretary.

THE COMPANIES ACTS, 1948 TO 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PINNACLE HOLDINGS LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied thereby: that is to say, Clauses 24, 60, 75, 89, 90, 91, 92 and 136 in Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a Private Company.

SHARE CAPITAL AND SHARES

3. The share capital of the Company at the date of the adoption of these Articles is £16,000 divided as follows:-

- (a) 8,400 Ordinary Shares of £1 each.
- (b) 1,600 'A' Ordinary Shares of £1 each.
- (c) 12,000 Redeemable Preference Shares of 50 pence each

4. The holders of the 'A' Ordinary Shares shall be entitled to a fixed cumulative dividend of Three hundred per cent per annum which shall be paid on the first day of October in each year. Save as aforesaid the holders of the 'A' ordinary shares shall not be entitled to any dividend or other share of profits in the Company and Regulation 118 of Table A shall apply accordingly.

5. The holders of the Redeemable Preference Shares (in this clause hereinafter called "the shares") shall have the following rights:-

- (i) A right to a fixed cumulative dividend of Seven per cent per annum. Such shares shall rank for the dividend from the date of issue to the date of redemption and the dividend shall be paid annually. Save as aforesaid the holders of the shares shall not be entitled

to any dividend or other share of profits in the Company and Regulation 118 of Table A shall apply accordingly.

- (ii) the shares shall be redeemed by the Company at par on the First day of April 1993. On redemption the registered holders thereof shall be bound to surrender to the Company the certificate of his shares which are to be redeemed in order that they may be cancelled. Upon such surrender the Company shall pay to the registered holder the amount payable in respect of such redemption together with dividend up to the date of payment.
  - (iii) the shares shall be entitled to be repaid at par if the Company shall be wound up prior to redemption in priority to the rights of all other Members of the Company.
  - (iv) The holders of the shares shall have the right to vote at every General Meeting of the Company *pari passu* with the rights of the holders of the other shares of the Company.
  - (v) All rights of the holders of the shares shall cease as from the date of redemption unless the payment of the redemption monies shall be repaid to the Company.
6. (a) Any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than twenty-eight days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to allot shares up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with Section 17 (9) of the Companies Act 1980 sub-Sections (1) (6) and (7) of the said Section 17 shall be excluded from applying to the Company.
- (b) Subject to the preceding paragraph (a) of this Article the Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on incorporation of the Company at any time



or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.

7. The Company shall also have a first and paramount lien on all Shares (whether or not fully paid) standing registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Clause 11 of Table A shall be modified accordingly.

8. No issue of any Shares in the Company may be made with any preferred, deferred or other special rights or restrictions without the approval of a Special Resolution passed at an Extraordinary General Meeting of the Company; and Clause 2 of Table A shall be modified accordingly.

9. A transfer of a fully paid Share need not be executed by or on behalf of the transferee, and Clause 22 of Table A shall be modified accordingly.

10. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the Companies Act 1980.

11. Clause 15 of Table A shall be read and construed as if there were omitted from such Clause the words "provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call".

#### ALTERATION OF CAPITAL

12. The Share Capital of the Company shall only be increased by Special Resolution passed at an Extraordinary General Meeting of the Company, and Clause 44 of Table A shall be modified accordingly.

#### TRANSFER AND TRANSMISSION OF SHARES

13. 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 other than a transfer made pursuant to Articles 15, 16, or 17 hereof.

14. An instrument of transfer of any Shares of the Company may be executed under hand only.

15. Any Share registered in the name of a deceased Member may be transferred by his legal personal representatives to a legatee or beneficiary under the Will of the deceased or to any person entitled under Sections 46 and 47 of the Administration of Estates Act 1925, as amended by The Intestates' Estates Act 1952 to share in the estate of the deceased.

16. Where any Shares are held upon the trusts of any deed or Will a transfer thereof may be made upon any change or appointment of new trustees but the Directors may require evidence to satisfy themselves of the facts in relation to such transfer.

17. The Directors shall not have any right to decline or suspend the registration of the legal personal representatives of a deceased Member as Members of the Company in respect of the Shares of the said deceased, and Clause 30 in Table A shall be modified accordingly.

#### GENERAL MEETINGS

18. In Clause 54 of Table A after the words "may determine" there shall follow "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

19. A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolutions in writing may consist of two or more documents in like form each signed by one or more of such members.

20. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

21. The Chairman at a General Meeting shall have no casting vote; and Clause 98 in Table A shall be modified accordingly.

#### DIRECTORS

22. The Directors of the Company at the adoption of these Articles are

EDWARD GEORGE BANKIN  
ALFRED THOMAS MORGAN  
RITA MABEL LAMBERT  
EDWIN WILLIAM PETERS  
JUDITH MARY BELL

23. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five.

24. The Directors shall not be required to retire by rotation and accordingly

- (i) the words "other than a Director retiring at the Meeting" shall be omitted from Clause 93 in Table A
- (ii) Clause 94 in Table A shall end at the words "the number of Directors" and the succeeding words shall not apply to the Company.
- (iii) Clause 95 in Table A shall end at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company.
- (iv) Clause 97 in Table A shall end at the words "additional Director" and the succeeding sentence shall not apply to the Company.

25. Clause 79 in Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

#### WINDING UP

31. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively; Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

# G

COMPANIES FORM No. 169

## Return by a company purchasing its own shares

# 169

Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this margin

To the Registrar of Companies

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

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

559237

Please do not write  
in the space below.  
For Inland Revenue  
use only.\* insert full name  
of company

Name of company

\* PINNACLE HOLDINGS LTD.

### Note

This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	PREFERENCE	7% CUMULATIVE	
Number of shares purchased	12000		
Nominal value of each share	£0.50		
Date(s) on which the shares were delivered to the company	1/4/93		
Maximum prices paid \$ for each share			
Minimum prices paid \$ for each share			

§ A private company  
is not required to  
give this informationThe aggregate amount paid by the company for the shares  
to which this return relates was:

£ 6000

Stamp duty payable pursuant to section 66 of the Finance Act  
1986 on the aggregate amount at 50p per £100 or part of £100

£ 30.00

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

Signed E. J. Peters

Designation: DIRECTOR Date 1/4/93

Presentor's name address and  
reference (if any):For official Use  
General Section

Post room

L 430 000839

COMPANIES HOUSE

2 APR 1993

M

S