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Form No. 41.

THE COMPANIES ACT 1948.

COMPANIES REGISTRATION

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

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

IRON & STEEL STOCKHOLDERS (S. STATES)

LIMITED.

ed by

SLATER, MILLER & CO.,

SOLICITORS, WALSALL.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

[P.T.O.

F3427.3-8-55

I, VIVIAN DENIS ROYSTON

of Jerome Chambers, Bridge Street, Walsall Staffs.

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

Do solemnly and sincerely declare that I am (a) a

person named in the Articles of Association as a Director

(9)

of Iron & Steel Stockholders (S. Staffs)

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.

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

Declared at Walsall

the 16th day of March

one thousand nine hundred and fifty-six

Before me,

A Commissioner for Oaths [or Notary Public or Justice of the Peace]

2

Form No. 25.

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THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

IRON & STEEL STOCKHOLDERS (S. STAFFS)

LIMITED.

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

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

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

sented by SLATER, MILLER & CO.,
SOLICITORS, WALSALL.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 8-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

[P.T.O.

Companies 6

21-5-55

THE NOMINAL CAPITAL

OF

IRON & STEEL STOCKHOLDERS (S. STAFFS) *Limited,*

is £ 10,000 *, divided into:*

10,000 *Shares of* £1 *each*

Shares of *each*

**Signature* V.E. Roughton

Description Director

Dated the 16th day of March 1956

**This Statement should be signed by an Officer of the Company, or by the Solicitor(s) engaged in the formation.*

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

563510

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

IRON & STEEL STOCKHOLDERS (S. STAFFS) LIMITED

1. The name of the Company is "IRON & STEEL STOCKHOLDERS (S. STAFFS) LIMITED."

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

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

(A) To carry on business as iron and steel stockholders, manufacturers, sellers and dealers in iron and steel and other metals, minerals, and substances, including coal, ironstone, brick-earth and bricks; to carry on the trades or businesses of ironmasters, steel makers, steel converters, coal getters, coke manufacturers, miners, smelters, engineers, tinplate makers and ironfounders in all their respective branches.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient

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for the Company's business, and to contribute to or [illegible] construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money [illegible] building [illegible] shares.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital of the Company, and to issue for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either perpetual or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To [illegible]

(L) To [illegible]

(M) T[illegible]

(N) [illegible]

(O) [illegible]

(P) [illegible]

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

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

4. The liability of the members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Vivian Denis Royston 55 Four Oaks Road Sutton Coldfield Warwickshire Director	One
Roy Mason, 46, Gray Road, Walsall, Staffs. Admin	One.

Dated this 16th day of March 1956.

Witness to the above Signatures—

John Wardell
63, The Broadway,
Hill Top
West Bromwich
Solicitor Managing Clerk.

563510

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

IRON & STEEL STOCKHOLDERS (S. STAFFS) LIMITED

PRELIMINARY.

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

2. Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

4. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN.

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

TRANSFER OF SHARES.

6. No share shall be issued or transferred to any infant, bankrupt or person of unsound mind.

TRANSMISSION OF SHARES.

7. The proviso to regulation 32 of Table A, Part I, shall be omitted.

PROCEEDINGS AT GENERAL MEETINGS.

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

DIRECTORS.

9. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five. The following shall be the first Directors of the Company, that is to say—Victor Arthur Weatherington and Vivian Denis Royston.

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

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

12. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS.

13. The office of a Director shall be vacated—

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of section 182 of the Act.

(3) If he becomes bankrupt or enters into any arrangement with his creditors.

(4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he is removed from office by a resolution duly passed under section 184 of the Act.

14. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ROTATION OF DIRECTORS.

15. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS.

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

ACCOUNTS.

17. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

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

INDEMNITY.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Vivian Denis Royston
55 Four Oaks Road
Sutton Coldfield
Warwickshire
Solicitor

Roy Kerr.
66, Lodge Road,
Walsall,
Staffs.
Secretary.

Dated this 16th day of March 1956.

Witness to the above Signatures—

John Wardley
63, The Broadway,
Friar Park,
West Bromwich.
Solicitors Managing Clerk.

DUPLICATE FOR THE FILE

No. 563510

Certificate of Incorporation

I Hereby Certify That

IRON & STEEL STOCKHOLDERS (S. STAFFS) LIMITED

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

Given under my hand at London this Twenty-seventh day of March One Thousand Nine Hundred and Fifty six.

Registrar of Companies

Certificate received by

Date 27/3/56

56350

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

LAIN & SMALL SHAREHOLDERS (S. STATES) ~~LTD.~~ LIMITED

Passed 4th June, 1959

AT AN EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD AT THE REGISTERED OFFICE OF THE 4TH DAY OF JUNE 1959, THE FOLLOWING RESOLUTION WAS DULY PASSED AS A SPECIAL RESOLUTION:-

SPECIAL RESOLUTION.

THAT THE NAME OF THE COMPANY BE AND IS HEREBY CHANGED FROM LAIN & SMALL SHAREHOLDERS (S. STATES) LTD. TO C.S. SECRAN, SWITZERLAND.

.....
Secretary.

I hereby certify that the above-named company is a private private company for the purposes of section 129 of the Companies Act, 1948.

.....
Secretary.

1033

Company Number 563510

B

Reference: C.R. 98/1483/58

BOARD OF TRADE,

COMPANIES ACT, 1948

IRON & STEEL STOCKHOLDERS (S. STAFFS) Limited

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

Signed on behalf of the Board of Trade

this twenty-second day of June 1959.

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

No. C. 60.

(B1762) Wt. 24424—1667. 3M. 9/58. P. & N., Ltd. G744.

No. C.172

DUPLICATE FOR THE FILE.

No. 563610 /12

Certificate of Incorporation on Change of Name

Whereas

IRON & STEEL STOCKHOLDERS (S.STAFFS) LIMITED

was incorporated as a limited company under the Companies Act, 1948,

on the twenty-seventh day of March, 1956

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

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

C.C. COOPER, LIMITED

Given under my hand at London, this twenty-second day of June One thousand nine hundred and fifty nine.

ASSISTANT *Registrar of Companies.*

Certificate received by S.L.S.S. Ltd

Date 22/6/59

P.97631 1/56/783 5M 4/59 NPCS 746.

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NUMBER OF COMPANY 563510

COMPANY LIMITED BY SHARE

SPECIAL RESOLUTIONS OF C.C. COOPE

Passed 13th March, 196

AT AN EXTRAORDINARY GENERAL MEETING of the Company, held at registered office on the 13th March 1963, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS.

A. That Article 4 of the Articles of Association of the Company be rescinded and the following article 4 shall be substituted therefor:-

" 4 (A) The capital of the Company on the date of adoption of this Article is £50,000, divided into 30,000 Ordinary Shares of £1 each and 20,000 8 per cent Redeemable Cumulative Preference Shares of £1 each.

(B) The holders of the said 8 per cent. Redeemable Cumulative Preference Shares shall hold the said shares with the following rights and liabilities attached to the same, that is to say -

(i) The right as from the 1st day of May, 1963, to receive a fixed cumulative preferential dividend of 8 per cent. per annum on the capital for the time being paid up or credited as paid up thereon payable in priority to any dividend on any other class of shares and in a winding up to repayment of capital together with a sum equal to all arrears or accruals of the said preferential dividend calculated at the rate aforesaid down to the date of such repayment and on the footing that it continues to accrue down to that date, whether earned or declared or not, before any return of capital is made to the holders of any other shares for the time being forming part of the capital of the Company.

REGISTERED 28 MAR 1963

(ii) The said 8 per cent. Redeemable Cumulative Preference Shares shall not confer on the holders thereof the right in respect thereof to receive notice of or attend or vote at any General Meeting unless such meeting shall be convened for the purpose of winding up or reducing capital or of passing a resolution directly affecting the rights of the holders of such 8 per cent. Redeemable Cumulative Preference Shares as a separate class or the dividend thereon is in arrear and has been in arrear for at least six months before the date of the meeting.

194

(iii) Except and subject as provided in this Article, the holders of the said 8 per cent Redeemable Cumulative Preference Shares shall not be entitled to participate in the profits or assets of the Company.

continued.....

(C) The said 8 per cent. Redeemable Cumulative Preference Shares shall be issued on the following terms as to redemption subject to the provisions of Section 58 of the Companies Act, 1948, namely:

(i) The Company shall be entitled at any time to redeem the whole or any part of the said 8 per cent Redeemable Cumulative Preference Shares for the time being issued and outstanding out of the moneys which may lawfully be applied for the purpose at par, plus a premium of 2s. 6d. per share, together with a sum equal to the fixed dividend thereon (less income tax thereon at the standard rate for the time being current) down to the due date for redemption thereof upon giving to the holders of the shares to be redeemed not less than one months' previous notice in writing.

(ii) In the event of the Company determining to redeem a part only of the said 8 per cent. Redeemable Cumulative Preference Shares for the time being outstanding, the particular shares to be redeemed shall be selected by a drawing which the Company shall cause to be made by one of its officers at an office chosen by, and in the presence of, the Auditors of the Company for the time being.

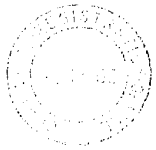
(iii) Every such drawing shall be made in such manner as the Company shall (subject to the approval of the Auditors) determine as convenient for selecting the number of shares required to be drawn."

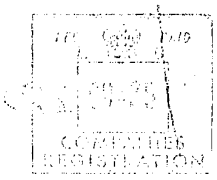
B. That in pursuance of the power contained in the Company's Articles of Association by the inclusion therein of Regulation 128 of Part 2 of Table A in the first schedule to the Companies Act 1948 the sum of £10,000, being part of the amount standing to the credit of Capital Reserve be and the same is hereby capitalised and that the Directors be and are hereby authorised and directed to appropriate the same sum to the Members of the Company on the Register of Members on the 13th day of March, 1963 in paying up in full 10,000 new ordinary shares of £1 each and to allot and distribute the said new ordinary shares to the said Members in the proportion of one new ordinary share for every one ordinary share held at the 13th day of March, 1963 by such members respectively.

W. L. TYNN.

Director.

563510 /25





THE COMPANIES ACT, 1948

Company No. 563510

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION OF

C. C. COOPER LIMITED

Passed 13*th March*, 1963

At an Extraordinary General Meeting of the Company held at the registered office on the 13th day of March, 1963, the following Ordinary Resolution was duly passed:

"That the capital of the Company be increased from £10,000 to £50,000 by the creation of 20,000 new Ordinary Shares of £1 each ranking *pari passu* in all respects with the existing shares in the capital of the Company and 20,000 new 8 per cent Redeemable Cumulative Preference Shares ~~of £1~~ each carrying the rights and subject to the restrictions contained in Article 4 of the Articles of Association of the Company and the said new Ordinary and Preference Shares shall be under the control of the Board of Directors, who may dispose of the same in such manner as they may think most beneficial to the Company, subject to the Articles of Association of the Company."

REGISTERED
27 MAR 1963

W. L. WYNN,
DIRECTOR.

Number of Company 563510 126

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

C. C. COOPER

LIMITED

Pursuant to Section 113 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

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

REGISTERED 27 MAR 1963

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

Presented by

The Secretary.

Cooper Investments, Limited,
Bromford Lane, West Bromwich.

The Solicitors' Law Stationery Society, Limited.
91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

F10254.14-11-62

[P.T.O.

THE NOMINAL CAPITAL

OF

C. C. Cooper *Limited*

has by a Resolution of the Company dated 13th March, 196 3 *been increased by the addition thereto of the sum of £* 40,000, *divided into :—*

20,000 Ordinary *Shares of* £1 *each*

20,000 8% Redeemable Cumulative Preference *Shares of* £1 *each*

beyond the registered Capital of £10,000

Signature [signature]

(*State whether Director or Secretary*) Director.

Dated the 25th day of March, 196 3

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

Number of Company 5635

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the Name of the Company C. C. COOPER

LIMITED

3 APR 1963

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

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

Presented by

The Secretary

Cooper Investments Limited,

Bromford Lane,

West Bromwich.

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

F10379.20-12-62

Companies 6A

[P.T.O.

To THE REGISTRAR OF COMPANIES.

C. C. Cooper

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by a^n * Ordinary Resolution of the Company dated the 13th day of March 196 3 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 40,000 beyond the Registered Capital of £ 10,000

*"Ordinary", "Extraordinary", or "Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
20,000	Ordinary	£1 each
20,000	8% Redeemable Cumulative Preference	£1 each

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

The 8% Redeemable Cumulative Preference Shares carry the rights and are subject to the restrictions contained in Article 4 of the Articles of Association of the Company.

The Ordinary shares rank "par i-passu" with the existing shares.

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

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

Signature W. Leslie Cooper

State whether Director or Secretary Director.

Dated the 21st day of March. 196 3

Company No. 563510/50

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

C. C. COOPER LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office on 18th September, 1969 the following Resolutions were duly passed as ORDINARY AND SPECIAL RESOLUTIONS of the Company:-

Ordinary Resolution

1. That the capital of the Company be increased from £50,000 to £60,000 by the creation of 40,000 new ordinary shares of 5/- each in the capital of the Company.

Special Resolutions

2. That 30,000 Ordinary shares of £1 each, issued and fully paid, or credited as fully paid, be, and the same are hereby converted into 30,000 4% non-cumulative second preference shares of £1 each and carry the rights as set out in Article 4. of the Company's Articles of Association, as adopted by Special Resolution 3. hereof.

3. That Article 4. of the Company's Articles of Association be amended as follows:-

(a) By the deletion of Article 4 (a) and the substitution therefor of the following Article 4(c):-

"The capital of the Company at the date hereof is £60,000, divided into 40,000 Ordinary shares of 5/- each, and 20,000 8% redeemable preference shares of £1 each, and 30,000 4% non-cumulative second preference shares of £1 each."

(b) By the addition of the following Article 4 (d):-

"The rights as regards voting and participation in the profits and assets of the Company attaching to the 4% non-cumulative second preference shares shall be as follows:-

(i) The right to be paid out of the profits which the Company may determine to distribute in respect of any financial year, after payment of the dividend, if any, determined to be paid to the holders of the 8% redeemable cumulative preference shares, a non-cumulative preferential dividend at the rate of 4% on the amount paid-up, or credited as paid-up, on such preference shares in priority to any dividend payable to the holders of Ordinary shares.

14

(ii) The right on distribution of surplus assets on liquidation or otherwise, to have the capital paid-up or credited as paid-up on such preference shares repaid, after repayment of capital and payments of dividends to the holders of 8% redeemable cumulative preference shares, but in priority to any payment being made to the holders of the Ordinary shares.

(iii) The 4% non-cumulative second preference shares shall not confer on the holders thereof any further rights to participation in the profits and assets of the Company, and the holders thereof shall not have the right to receive notice or to attend or vote at any Annual General Meeting of the Company in respect thereof.

4. That upon the recommendation of the Directors it is desirable to capitalize the sum of £7,500 (being part of the Revenue Reserves of the Company) and that such sum be set free for distribution as capital and free of tax amongst the holders of the new 4% non-cumulative second preference shares of £1 each, created by Special Resolution 2. above in respect of and in proportion to the number of 4% non-cumulative second preference shares now held by them, on condition that the sum be not paid in cash but be applied in paying up in full 30,000 Ordinary shares of 5/- each to be allotted and distributed credited as fully paid-up, to and amongst such holders of the new said 4% non-cumulative second preference shares, or as they shall respectively direct in respect of, and in proportion to their holdings of such shares as aforesaid."

.....

D. E. JONES

Number of Company 563510/51

THE STAMP ACT 1891

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

C. C. COOPER

LIMITED

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

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

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

Presented by *Presentor's Reference*.....

The Secretary,
Cooper Industries Limited
Bromford Lane, West Bromwich.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

F16409.29-3-68

[P.T.O.

THE NOMINAL CAPITAL

OF

C. C. Cooper Limited

has by a Resolution of the Company dated 18th September, 1969 been increased by the addition thereto of the sum of £10,000, divided into :—

40,000 Shares of 5/- each

Shares of each

beyond the registered Capital of £50,000

Signature

(State whether Director or Secretary) Director

Dated the 30th day of September, 1969

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

ıber of *pany* } 563510/52

THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

ert the *ame* *f the* *npany* } C. C. COOPER

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967.)

esented by *Presentor's Reference*

The Secretary,
Cooper Industries Limited,
Bromford Lane,
West Bromwich,

Form No. 10

The Solicitors' Law Stationery Society, Limited
91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

40.14-5-68 Companies 6A

[P.T.O.

To THE REGISTRAR OF COMPANIES,

C. C. Cooper

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a * Ordinary Resolution of the Company dated the 18th day of September 1969 the nominal capital of the Company has been increased by the addition thereto of the sum of £10,000 beyond the registered capital of £50,000

*"Ordinary", "Extraordinary", or "Special".

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
40,000	Ordinary	5/-

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 :—

Ordinary Shares of 5/- each having voting rights of one vote per share and full rights to the surplus arising after the prior interests of the 20,000 8% Redeemable Cumulative Preference Shares of £1 each and the 20,000 4% Non-cumulative Second Preference Shares of £1 each have been met.

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

Signature

State whether Director or Secretary Director

Dated the 30th day of September, 1969

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

Company Number. 563510/65

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

C.C. COOPER LIMITED

Passed the 30th day of April, 1970.

XTRAORDINARY GENERAL MEETING of the above named Company duly convened
held at the Registered Office, Bromford Lane, West Bromwich, on the
day of April, 1970, the following resolution was passed as a Special
lution of the Company:-

SPECIAL RESOLUTION

the provisions of the Memorandum of Association of the Company with
ect to its objects be altered by adding clause 3 w as follows:

)To acquire by purchase, lease, exchange, or otherwise for investment or re-sale and to grant leases and underleases in respect of and otherwise traffic and deal in land and house and other property of any tenure or any interest therein and to create, reserve, sell and deal in freehold and leasehold ground rents and to make advances upo the security of land or other property or any interest therein.

i)To purchase, sell, exchange, surrender, lease, mortgage, charge, convert turn to account, dispose of, traffic and deal with mortgages, debentures, produce, concessions, options, contracts, stock, shares, bonds, policies, book debts, business concerns and undertakings and claims, privileges and choses in action of all kinds and wheresoever situate.

i)To carry on business as bankers, capitalists, financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading or other operations and to carry on any other business which may seem to be capable of being conveniently carried on in connection with any of the foregoing objects, or calculated directly or indirectly to enhance the value of, or facilitate the realisation of, or render profitable, any of the property or rights of the Company.

.....
Chairman

[illegible] COOPER LIMITED

DIRECTORS' [illegible] FOR THE YEAR ENDED 30TH APRIL 1968

Parent Company

This Company is a Subsidiary of Cooper Industries Limited, which is incorporated in the United Kingdom.

Principal Activities

The Company's principal activities are those of Pickling Specialists, Scrap Merchants and Machine Tool Factors.

Directors

The Directors of the Company are shown below, together with a note of their own, family and Trustee interests in the shares of Cooper Industries Limited at the 30th April 1968.

	Ordinary Shares of 2/- each	Redeemable Preference Shares of £1 each
C. C. Cooper	2,493,842	4,667
W. E. Wynn	3,000	--
H. Nielsen	12,000	-
D. E. Jones	3,700	-

The Directors did not hold any shares in C. C. Cooper Limited at 30th April 1968.

Mr. H. Hannan died on 27th January 1968.

Mr. D. E. Jones was appointed a Director on 7th February 1968 and being eligible offers himself for re-election.

The Director retiring by rotation is Mr. H. Nielsen who being eligible offers himself for re-election.

Dividend

A dividend of 8% will be paid on the Preference Shares in the Company and the Directors recommend that a Dividend of £20,000 be paid on the Ordinary Shares.

Changes in Fixed Assets

Changes are set out in the Notes on the Accounts.

Exports

The value of goods exported by the Company during the year was £26,544. The Directors estimate that indirect exports amounted to £122,000.

Transfer to Reserves

The amount transferred to Reserves is the retained profit of £651.

CERTIFIED A TRUE COPY

[illegible]

Auditors

The Auditors of the Company, Messrs. Herbert Pepper & Rudland, Chartered Accountants of Digbeth House Chambers, Walsall have expressed their willingness to continue in office under the provisions of Section 159 of the Companies Act 1948.

CERTIFIED A TRUE COPY

Signed on behalf of the Board

.....Chairman

A. G. COOPER LIMITED

AUDITORS' REPORT

We have examined the Accounts and Notes set out on pages one to [illegible] and in our opinion they give a true and fair view of the state of the Company's affairs at 30th April 1968 and of its Profit for the year ended on that date and comply with the Companies Acts 1948 and 1967.

Walsall
18th July, 1968.

Chartered Accountants.

CERTIFIED A TRUE COPY

G. A. COOPER Limited

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 30TH APRIL 1968

	Note	1968 £	1968 £	1967 £	1967 £
Turnover			637122		563147
Profit on Trading			74848		60066
Directors emoluments	4.	5727		4825	
Auditors remuneration		315		315	
Depreciation		18537		20031	
Interest payable:-					
Short Term Loans and Overdrafts		12429		9468	
Long Term Loan		447		482	
Plant Hire Charges		1202		4215	
		38657		39336	
Less: Rent receivable		1500		2500	
Interest receivable		560	36597	1384	35452
Profit before taxation			38251		24614
Corporation tax	8.		16000		11000
Profit after taxation			22251		13614
Proposed Dividends - Ordinary		20000		8400	
Preference		1600	21600	1600	10000
Balance carried to reserves			651		3614

[illegible] GOODS [illegible]

BALANCE SHEET — 30TH APRIL 1968

	Note	1968 £	1968 £	1967 £	1967 £
CAPITAL EMPLOYED					
Share Capital	1.		50000		50000
Reserves	2.		163406		160044
			213406		210044
Mortgage Loan	10.		6600		7150
Due to (from) Parent Company	11.		9345		(7204)
			229351		209990
EMPLOYMENT OF CAPITAL					
Fixed Assets	3.		270718		231354
Current Assets					
Stocks	7.	199005		129323	
Debtors		125216		132786	
Associated Companies				41	
Cash		55	324276	964	263114
			594994		494468
Current Liabilities					
Creditors		144181		131211	
Associated Companies		15223		2445	
Taxation		9929		15007	
Bank Overdrafts (Secured)		169511		119815	
Preference Dividend		800		800	
Ordinary Dividend		9999		4200	
		349643		273478	
Corporation Tax payable 1st January 1970	8.	16000	365643	11000	284478
			229351		209990

The attached notes form part of these Accounts.

CERTIFIED A TRUE COPY

Directors

Director
Secretary

G. C. COOPER LIMITED

4

NOTES ON THE ACCOUNTS

30TH APRIL 1968

1. Share Capital

	Authorised	Issued and Fully Paid
Ordinary Shares of £1 each	30000	30000
8% Redeemable Cumulative Preference Shares of £1 each	20000	20000
	50000	50000

The 8% Redeemable Cumulative Preference Shares are Redeemable at the option of the Company at a premium of 2/6d. per share.

There has been no change in the Authorised and Issued Capital since the 30th April 1967.

2. Reserves

	Investment Grant	Other	Total
As at the 30th April 1967:-			
Capital Reserve		83176	83176
Profit & Loss Account Balance		73168	73168
Investment Grant	3700		3700
	3700	156344	160044
Add: Retained Profit for the year		651	651
Investment Grant Receivable	2073		2073
Taxation Adjustments		1071	1071
	5773	158066	163839
Less: Credited to Depreciation	433		433
	5340	158066	163406

3. Fixed Assets

Cost or Valuation	Freehold Land and Buildings	Plant, Equipment and Vehicles
Valuation in 1965	123200	
Cost to 30th April 1967	8335	178586
Additions during the year at cost	[illegible]	24796
	[illegible]	203382
Less: Disposals during the year at cost		16767
	166883	186615

G. C. OSWER LIMITED

NOTES ON THE ACCOUNTS - Continued

30TH APRIL 1968

Aggregate Depreciation	2251	79669
Net Book Value	163772	106946

Provision for depreciation of Freehold Property has been made in respect of special purpose buildings only.

4. Directors Emoluments

	1968	1967
As directors	1000	1000
As executives	4727	3825
	5727	4825

Remuneration	Number 1968	1967
Chairman NIL (1967 NIL)	1	1
Highest paid director £4407 (1967 £3505)	1	1
Other directors - NIL	2	1
£1 - £2500	1	1

5. Capital Commitments

There were no Capital Commitments at 30th April 1968 (1967 £25,200).

6. Taxation Equalisation Account

No account has been created. At 30th April 1968 this would have amounted to approximately £18,500 based on Corporation Tax at 42½%.

7. Stocks

These have been valued at the lowest of cost, net realisable value or replacement price.

8. Corporation Tax

Provision has been made at 42½% for the full year

9. Contingent Liabilities

There were no Contingent Liabilities at 30th April 1968 (1967 £1000).

10. Mortgage Loan

This is repayable by instalments, some of which are due more than five years from the 30th April 1968. Interest is at 6½% per annum.

11. Amount due to Parent Company

This includes net proposed dividends.

D. R. JONES, ESQ. - DIRECTORSHIPS

A. K. Development Limited

Black Country Broadcasting Limited

Cooper Finance Limited

C. C. Cooper (Holdings) Limited

Cooper Industries Limited

Cooper Precision Engineering Limited

Cooper Securities Limited

Castle School of Motoring (Dudley) Limited

Dudley Motor Company (Holdings) Limited

Dudley Motor Company Limited

Dudley Motor Company (Contract Hire) Limited

Dudley Motor Company (Netherton) Limited

Farrell Engineering Company Limited

Micole Building Supplies Limited

Stafford Traction Limited

Stanley Jevons Tool Company Limited

St. Brides Hotel (Saundersfoot) Limited

Take-Away Foods Limited

Trent Valley Plant Hire Limited

Voucher (Fabrications) Limited

Voucher Limited

Wetenhall Cooper Limited

Bromford Iron & Steel Co. (Malta) Limited

Rumbletum Limited,

C. C. COOPER, ESQ. - DIRECTORSHIPS

A. K. Development Limited

Black Country Broadcasting Limited

Bromford Iron & Steel Co. Limited

Castle School of Motoring (Dudley) Limited

C. C. Cooper Limited

Cooper Finance Limited

C. C. Cooper (Holdings) Limited

Cooper Industries Limited

Cooper Precision Engineering Limited

Cooper Securities Limited

Dudley Motor Company (Holdings) Limited

Dudley Motor Company (Contract Hire) Limited

Dudley Motor Company (Netherton) Limited

Dudley Motor Company Limited

Farrell Engineering Co. Limited

Micole Building Supplies Limited

Stafford Traction Limited

Stanley Jevons Tool Co. Limited

St. Brides Hotel (Saundersfoot) Limited

Take-Away Foods Limited

Voucher Limited

Voucher (Fabrications) Limited

Trent Valley Plant Hire Limited

Wetenhall Cooper Limited

Bromford Iron & Steel Co. (Malta) Limited

Rumbletum, Limited

W. Crowley & Son Limited

Thatchers Tyre Service (Tividale) Limited

Thatchers Tyre Service (Wolverhampton) Limited

Thatchers Tyre Service (Stourbridge) Limited

[illegible]

[illegible]
(Including Transport Schedules -
not for publication)

[illegible]

[illegible] FURNER & ROLLAND

Chartered Accountants

[illegible] and [illegible]

563510/56

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

C. C. COOPER LIMITED.

(Originally IRON & STEEL STOCKHOLDERS (S. STAFFS) LIMITED).

1. The name of the Company is "C. C. COOPER LIMITED."

N.B. The name was changed to C. C. COOPER LIMITED on 19th June 1959.

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

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

(A) To carry on business as iron and steel stockholders, manufacturers, merchants and dealers in iron and steel and other metals, minerals and substances, including coal, ironstone, bricks and blocks; to carry on the trades or businesses of ironmasters, steel makers, steel converters, coal getters, coke manufacturers, miners, smelters, engineers, tinplate makers and ironfounders in all their respective branches.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which shall in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and

[illegible]

[illegible]

(s) To [illegible] company whose [illegible] or any of the [illegible] of this Company [illegible] or partly [illegible] shares [illegible] other company as aforesaid [illegible] or by the purchase [illegible] or otherwise of the [illegible] shares or stock of this or any other company [illegible] or by partnership or [illegible] any arrangement [illegible] of partnership [illegible] or [illegible] other [illegible]

(t) To distribute [illegible] in specie any property of the Company [illegible] proceeds of sale or disposal of any property [illegible] so that no distribution amounting to a [illegible] of capital be made except in accordance with the [illegible] the law commonly known by law.

(u) To do all [illegible] things in any part of the world [illegible] principals, agents, trustees, contractors [illegible] either alone or in conjunction [illegible] either by or through agents, [illegible] or otherwise.

(v) To do all such [illegible] as are incidental or conducive to the above [illegible] of them.

w (i) To acquire [illegible] lease, exchange or otherwise for [illegible] or re-sale and to grant leases and underleases [illegible] of and otherwise traffic and deal in land [illegible] other property of any tenure or any interest [illegible] create, reserve, sell and deal in freehold [illegible] leasehold ground rents and to make advances upon the security of land or other property or any interest therein.

(ii) To purchase, [illegible] exchange, surrender, lease, mortgage, charge, [illegible] and to account, dispose of, traffic and deal with mortgages, debentures, produce, concessions, [illegible] contracts, stock, shares, bonds, policies, book debts, business concerns and undertakings, and claims, [illegible] and choses in action of all kinds and wheresoever situate.

(iii) To carry on business as bankers, capitalists, financiers, concessionaires and merchants and to undertake and carry on and execute all kinds of financial, commercial, [illegible] other operations and to carry on any other business which may seem to be capable of being conveniently [illegible] in connection with any of the foregoing [illegible] directly or indirectly to facilitate the realisation of, or render [illegible] any of the property or rights of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
VIVIAN DENIS ROYSTON, 55 Four Oaks Road, Sutton Coldfield, Warwick, Solicitor.	One
ROY MASON, 66 Lodge Road, Walsall, Staffs, Solicitor.	One

Dated this 16th day of [illegible]

Witness to the signatures [illegible]

J. S. [illegible]
62 The [illegible]

Number of Company 563510 | 59

CP

THE COMPANIES ACT, 1948

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 61 of the Companies Act, 1948).

Pursuant to Section 62.

Insert the Name of the Company C.C. Cooper Limited

LIMITED

Presented by

The Secretary,

Cooper Industries Limited,

Bromford Lane,

West Bromwich, Staffs.

Form No. 28
(*The filing fee is 5s.*)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

12957.7-4-65

Companies 4B

[P.T.O.

TO THE REGISTRAR OF COMPANIES.

C.C. Cooper LIMITED

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

that the 30,000 4% non cumulative second preference shares of £1 each be converted into 30,000 ordinary shares of £1 each to rank pari-passu with the 10,000 ordinary shares of £1 each.

(*Signature*)

(State whether Director or Secretary) Secretary

Dated the 29th day of April 196 70

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

umber of ompany } 563510 60

THE COMPANIES ACT, 1948

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

Pursuant to Section 62.

sert the ame of the ompany } C.C. COOPER LIMITED

LIMITED

resented by

The Secretary.

Cooper Industries Limited,

Bromford Lane,

West Bromwich, Staffs.

Form No. 28
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

G.C. Cooper LIMITED

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

that the 40,000 ordinary shares of 5/-d each, issued and fully paid, or credited as fully paid, be converted into 10,000 ordinary shares of £1 each.

(*Signature*)

(State whether Director or Secretary) Secretary

Dated the 29th April day of April 19~~6~~70

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

umber of ompany } 563510 \ 61

THE COMPANIES ACT, 1948

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

Pursuant to Section 62.

ısert the 'ame of the ompany } C.C. COOPER LIMITED

LIMITED

resented by

The Secretary

Cooper Industries Limited,

Bromford Lane,

West Bromwich, Staffs.

M

Form No. 28
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

12957.7-4-65 Companies 4B [P.T.O.

TO THE REGISTRAR OF COMPANIES.

C.C. COOPER LIMITED

LIMITED

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

that the sum of £2,500 being part of the Revenue Reserves of the Company have been capitalised and applied in paying up in full 10,000 ordinary shares of 5/-d each.

(*Signature*)

(State whether Director or Secretary) Secretary.

Dated the 29th day of April 196~~X~~ 70

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

563510/62

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

C.C. COOPER LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office on 29th April 1971 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company :-

SPECIAL RESOLUTIONS

1. That the 40,000 ordinary shares of 25p each, be converted into 10,000 ordinary shares of £1 each.

2. That the 30,000 4% non cumulative second preference shares of £1 each be converted into 30,000 ordinary shares of £1 each to rank pari-passu with the 10,000 ordinary shares of £1 each.

Chairman

Company No. 563510/66

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

C.C. COOPER LIMITED

At an EXTRORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office on 29th of April, 1970, the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

Special Resolutions

1. That upon the recommendations of the Directors it is desirable to capitalize the sum of £2,500 (being part of the Revenue Reserves of the Company) and that such sum be set free for distribution as capital and free of tax amongst the holders of the ordinary shares of 5/-d each now held by them, on condition that the sum be not paid in cash but be applied in paying up in full 10,000 Ordinary shares of 5/-d each to be allotted and distributed credited as fully paid-up, to and amongst the holders of the ordinary shares of 5/-d each or as they shall respectively direct in respect of, and in proportion to their holdings of such shares as aforesaid.

2. That the 40,000 ordinary shares of 5/-d each, issued and fully paid, or credited as fully paid, be converted into 10,000 ordinary shares of £1 each.

3. That the 30,000 4% non cumulative second preference shares of £1 each be converted into 30,000 ordinary shares of £1 each to rank pari-passu with the 10,000 ordinary shares of £1 each.

Director.

Company) 563510 /75

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s. 141 (2) of the Companies Act, 1948)

OF

C. C. COOPER LIMITED

Passed 2nd. January, ,1974

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

52, HALL STREET, DUDLEY, WORCS

on the 2nd day of JANUARY, 1974 the subjoined SPECIAL RESOLUTION duly passed, viz:-

RESOLUTION

THAT NEW ARTICLES OF ASSOCIATION A PRINT OF WHICH WAS SUBMITTED TO THE MEETING AND SIGNED BY THE CHAIRMAN, BE ADOPTED IN SUBSTITUTION OF THE EXISTING ARTICLES.

Signature.....

DIRECTOR

COMPANIES REGISTRATION 1974 21 OFFICE 21

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

(Adopted by Special Resolution dated 2nd. January, 1974.)

OF

C. C. COOPER 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, Clause 3, 24, 53 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, 3, 4 and 5 in Part II of Table 'A' shall apply to the Company.

Shares

3. The Nominal Share Capital of the Company on the 2nd. January, 1974 is £60,000 divided into 40,000 Ordinary Shares of £1.00 each and 20,000 8% Redeemable Cumulative Preference Shares of £1.00 each.

4. The shares in the initial and any increased capital 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 provided that they shall have first offered the same to the members in proportion to their existing shareholdings in the capital of the Company at par.

5. Subject to the provisions of Section 58 of the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Ordinary Resolution determine.

Lien

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

General Meetings

7. 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.

8. Clause 54 of 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".

9. Any person present in person and entitled to vote may demand a poll and Clause 58 of Part I of Table 'A' shall be modified accordingly. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in the said Clause 58.

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

11. The words "and shall have the same right to speak as the member whom he represents" shall be inserted after the word "Company" at the end of Clause 68 of Part I of Table 'A'.

12. A resolution in writing, signed by all the Members for the time being entitled to receive notice of a Meeting, shall be as valid and effectual as if it had been passed at a Meeting duly convened and held.

Directors

13. There shall be at least one Director and not more than eleven unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as Sole Director exercising all the powers, authorities and discretions vested in the Directors.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in Clause 78 of Part I of Table 'A'.

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

16. A director shall be entitled to vote in respect of any contract or arrangement in which he is interested and shall be taken into account in reckoning the quorum present at the meeting when such contract or arrangement is under consideration and Clause 84 of Part I of Table 'A' shall be modified accordingly.

17. (a) Any Director may at any time appoint a person approved by the Board to be an alternate Director of the Company and may at any time remove any alternate Director appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and (in the absence of his appointor from England) generally to perform all the functions of such appointor as a Director. An alternate Director shall ipso facto

cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office.

(b) Every alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration (if any) of such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between him and the Director appointing him.

18. Without restricting the generality of their powers the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any Company which is the Holding Company of a subsidiary Company of, or allied or associated with the Company or any such Holding Company or subsidiary Company and to the wives, widows, children and other relatives and dependants of any such person and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any clan of them and so that any Director shall be entitled to receive and retain for his benefit any such pension, annuity, gratuity, allowance or other benefit whether under any such fund or scheme or otherwise.

19. The Directors shall not have power to authorise a sale of the undertaking of the Company or any substantial part thereof without the prior approval of the Members of the Company in General Meeting but no purchaser shall be concerned to see whether or not this Article has been complied with.

20. A Director shall vacate his office as a Director at each Annual General Meeting of the Company after he has attained the age of sixty-five but shall be eligible for re-election as a Director for the ensuing year. Any Director retiring or liable to retire under the provisions of this Article and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of sixty-five and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of sixty-five, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

21. The Board may from time to time appoint any one or more persons employed by the Company to be a Local Director or Directors for such period and at such remuneration, either fixed or varying with profits or otherwise or partly by one method and partly another, and on such other terms as the Board may from time to time think fit and may at any time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and the provisions following shall apply to every Local Director as appointed, namely:

(A) A Local Director shall not be deemed to be a Director for any purpose.

(B) The Board may from time to time entrust to and confer upon a Local Director for the time being such of the powers exercisable under these presents by the Board as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf, and may from time to time revoke withdraw, alter or vary all or any of such powers.

22. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on as or through one or more subsidiary companies, and they may, on behalf of the Company, make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company or any other Company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them.

23. So long as any Company (hereinafter called "the Parent Company") or its Directors, officers or nominees shall hold a majority in nominal value of the Issued Share Capital for the time being of the Company or carry the right of attending and voting at General Meetings of the Company, it shall be entitled to appoint, remove and re-appoint Directors of the Company or any other Company in which the Company may be interested. The exercise of such right shall be evidenced by memorandum in writing signed on behalf of the Parent Company by any two Directors or any one Director and the Secretary. Any Directors from time to time nominated or deemed to have been nominated under the foregoing regulations shall not be liable to retirement by rotation but subject to Article 88 of Table 'A' shall hold office until removed under the powers contained herein and Articles 89 to 97 in Part I of Table 'A' shall take effect accordingly subject to the provisions of this regulation.

Secretary

24. The Company shall have a Secretary and may also have a Deputy or Assistant Secretary and any reference to Secretary in these Articles shall be deemed to include any such Deputy or Assistant Secretary.

Dividends and Reserves

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

Winding Up

26. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of 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.

This is a print of the Articles of Association of C. C. COOPER LIMITED referred to in a Special Resolution of the Company passed on 2nd. JANUARY, 1974.

W. L. WYNN. Director.

No. of Company 563510 /77

Form No. 52
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

ticulars of a Contract relating to Shares allotted as fully or partly paid up otherwise than in cash

(*Pursuant to Section* 52 (2) *of the Companies Act* 1948)

e
ny C. C. COOPER Limited.

The particulars must be stamped with the same stamp duty as would have been payable if the Contract had been reduced to writing.

The number of shares allotted as fully or partly paid up otherwise than in cash.	2,500
The nominal amount of each such share.	£ 1.00
The amount to be considered as paid up on each such share otherwise than in cash.	£ 1.00
If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in (5), state the nature of such consideration, and the number of shares so allotted.	

If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of the manner in which the purchase price is to be satisfied.

(1) Brief description of property.

(2) Purchase Price .. .. .. £

(a) Total amount considered as paid on ..... shares allotted otherwise than in cash. £

(b) Cash .. .. £

(c) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired) £

Total purchase price £

Presentor's Reference MGS/CC

nted by

The Secretary, Cooper Industries Limited,

52, Hall Street, Dudley, Worcs.

7

(6) Give full particulars, in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

	£
Legal Estates in Freehold Property and Fixed Plant and Machinery and other Fixtures thereon (a)	
Legal Estates in Leasehold Property (a)	
Fixed Plant and Machinery on Leasehold Property (including Tenants', Trade and other Fixtures)	
Equitable Interests in Freehold or Leasehold Property (a)	
Loose Plant and Machinery, Stock-in-Trade and other Chattels (b)	
Goodwill and Benefit of Contracts	
Patents, Designs, Trade Marks, Licences, Copyrights, etc.	
Book and other Debts	
Cash in Hand and at Bank on Current Account, Bills, Notes, etc.	
Cash on Deposit at Bank or elsewhere	
Shares, Debentures and other investments	
Other property, viz.	
£	

(a) Where such properties are sold subject to mortgage the gross value should be shown

(b) No Plant and Machinery which was not in an actual state of severance on the date of the sale should be included under this head

Signature

State whether Director or Secretary Director.

Dated the 31st day of January 1974

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

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Number of Company } 563510 79

Form No. 9A
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Notification of Change of Directors or Secretary or in their Particulars

(Pursuant to section 200 of the Companies Act 1948)

To THE REGISTRAR OF COMPANIES

C. C. COOKER LIMITED

hereby notifies you in accordance with section 200 of the Companies Act 1948 that:—

(Note 1) Mr. Roy Booth was appointed a Director of the Company as from 1st November, 1974.

PARTICULARS OF NEW DIRECTOR OR SECRETARY (Notes 2 and 10)

Name (Notes 3, 4, 5, 6 and 7)	Address (Note 8)	Business occupation and particulars of other directorships (Note 9)
Roy Booth 26.2.1946.	5, Beech Avenue, Silkstone Common, Barnsley, Yorkshire.	Company Director.

Date 1st November, 19 74. Signature (Note 11)
Director.

Presented by

Presentor's Reference WS/CCC

The Secretary,
Cooper Industries Ltd.,
52, Hall Street, Dudley,
West Midlands, DY2 7BP.

[P.T.O.

JS

Number of Company } 562510

Form No. 9A
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Notification of Change of Directors or Secretary or in their Particulars

(Pursuant to section 200 of the Companies Act 1948)

To THE REGISTRAR OF COMPANIES

C. COOPER LIMITED

hereby notifies you in accordance with section 200 of the Companies Act 1948 that:—

(Note 1) Mr. Wilfred Leslie Ayon resigned as a Director of the Company

on 2nd December, 1974.

PARTICULARS OF NEW DIRECTOR OR SECRETARY *(Notes 2 and 10)*

Name *(Notes 3, 4, 5, 6 and 7)*	Address *(Note 8)*	Business occupation and particulars of other directorships *(Note 9)*

Date 2nd December, 19 74. Signature *(Note 11)*

Director.

Presented by

Presentor's Reference MGS/CCC.

The Secretary.

Cooper Industries Limited.

52, Hall Street, Dudley,

West Midlands, DY2 7BT.

[P.T.O.

Number of Company } 565546

Form No. 9A
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Notification of Change of Directors or Secretary or in their Particulars

(Pursuant to section 200 of the Companies Act 1948)

To THE REGISTRAR OF COMPANIES

C. C. COOPER LIMITED

hereby notifies you in accordance with section 200 of the Companies Act 1948 that:—

(Note 1) Mr. C. Buckley was appointed Managing Director of the Company on 1st November, 1974.

PARTICULARS OF NEW DIRECTOR OR SECRETARY (Notes 2 and 10)

Name (Notes 3, 4, 5, 6 and 7)	Address (Note 8)	Business occupation and particulars of other directorships (Note 9)
Colin Buckley 7.6.1926.	5. Torvale Road, Tettenhall, Wolverhampton.	Company Director.

Date 1st November, 19 74. Signature (Note 11)
Director.

Presented by

Presentor's Reference HPS/CCC.

The Secretary.
Cooper Industries Limited.
52, Hall Street, Dudley,
West Midlands, DY2 7BT.

P.T.O.

No. 563510 / 94

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

C. C. COOPER LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company held at 2 Castle Mews Bromley on 19th January 1978 the following Resolution was duly passed as a Special Resolution:-

"THAT the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof".

.....

Secretary

563510

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

C.C. COOPER LIMITED

(Adopted by Special Resolution passed the 19th day of May 1978)

Ltd Private

PRELIMINARY - PRIVATE COMPA

1. The regulations in Part I and regulatic 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 and the Companies Act 1976 (hereinafter called "Table A") shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated, references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The share capital of the Company at the date of the adoption of these presents is £120,000 divided into 60,000 Deferred Shares of £1 each and 60,000 Ordinary Shares of £1 each.

The said Deferred Shares in the capital of the Company carry the right to a fixed non-cumulative dividend at the rate of 5 per centum per annum for any financial year of the Company in respect of which the net profits of the Company available for dividend (as certified by the Auditors of the Company) exceed a sum at the rate of £2,500,000 per annum and on a winding up to the return of five per centum of the capital paid up thereon but confer no further or other right of participation in profits or assets and give the holder thereof no right as such to receive notice of or to attend and vote at any General Meeting of the Company unless either:-

(a) on the date of the Notice convening the Meeting the said dividend on such shares or any part thereof is six months in arrear (for which

purpose such dividend shall be deemed to be payable half yearly on the 30th June and the 31st December in every year) or
(b) the business of the Meeting includes the consideration of a Resolution varying or abrogating any of the obligations rights or privileges of the said Deferred Shares.

4.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

4.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN

5. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. 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. Regulation 24 of Table A shall not apply.

MEMBERS'RESOLUTIONS

7. Subject to the provisions of the Companies Acts 1948 to 1976 a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

8.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

8.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

8.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

Regulation 66 of Table A shall not apply.

PROXIES

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

DIRECTORS

10.01 The number of the Directors shall be not less than two nor more than twelve.

10.02 Regulation 75 of Table A shall not apply.

10.03 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS

11.01 The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

11.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12.01 Any member or members holding or collectively holding not less than 95% of the share capital of the Company for the time being issued shall be entitled at any time and from time to time in writing upon his or their hands (or, if any such member shall be a corporation then under the hand of a duly authorised officer)

(i) to appoint any person to be a director of the Company and

(ii) to remove any director from office.

12.02 The office of any Director shall be vacated, if the Director

(a) ceases to be a Director by virtue of section 182 of the Companies Act 1948 or

(b) becomes bankrupt, or

(c) becomes incapable, by reason of mental disorder

within the meaning of the Mental Health Act 1959 of exercising his functions as director, or

(d) resigns his office by written notice to the Company or

(e) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

12.03 There shall be no retiring age for directors and section 185 of the Companies Act shall not apply.

12.04 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

13.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

13.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

13.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

13.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

13.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

13.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

13.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

PROCEEDINGS OF DIRECTORS

14.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting

of Directors may be counted in reckoning whether a quorum is present.

14.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

APPOINTMENT OF DIRECTORS (ADDITIONAL)

15. (A) In this Article:-

"A" Shareholder" means a holder for the time being of any "A" Shares in the capital of Lloyd Cooper Limited;

"B" Shareholder" means a holder for the time being of any "B" Shares in the capital of Lloyd Cooper Limited;

"A" Director" means a Director of the Company appointed in accordance with the provisions contained in this Article by the "A" Shareholders or his duly appointed alternate as the case may be;

"B" Director" means a Director of the Company appointed in accordance with the provisions contained in this Article by the "B" Shareholders or his duly appointed alternate as the case may be;

"Executive Director" means a Director having the powers defined in Article 12.01(c) adopted by this Article.

(B) This Article shall have effect so long as Lloyd Cooper Limited shall hold not less than 95% of the issued share capital of the Company.

(C) The following provisions of this Article shall forthwith take effect if at any time a Memorandum in writing signed by or on behalf of the "A" Shareholders or the "B" Shareholders shall be deposited at the registered office of the Company and the date of deposit of such Memorandum shall hereinafter be referred to as "the effective date".

(D) On and from the effective date:-

(i) Article 10.01 shall cease to have effect and the following Article shall be substituted therefor:-

"10.01 The number of the Directors shall not be less than two nor more than twelve in number of whom not more than eight shall be Executive Directors."

(ii) Article 12.01 shall be deleted and the following Article shall be substituted therefor:-

"12.01 (a) The "A" Shareholders shall be entitled at any time and from time to time

without prior notice being given to appoint any person to be a Director of the Company and to remove any Director appointed by or deemed to have been appointed by the "A" Shareholders and to fill the offices of any Director appointed as aforesaid by the "A" Shareholders who dies, resigns or otherwise ceases to be a Director provided always that the number of Directors appointed by the "A" Shareholders and holding office at the same time shall not be more than two."

(b) The "B" Shareholders shall be entitled at any time and from time to time without prior notice being given to appoint any person to be a Director of the Company and to remove any Director appointed by or deemed to have been appointed by the "B" Shareholders and to fill the offices of any Director appointed as aforesaid by the "B" Shareholders who dies, resigns or otherwise ceases to be a Director provided always that the number of Directors appointed by the "B" Shareholders and holding office at the same time shall not be more than two;

(c) The Directors may by resolution at any time and from time to time appoint any person to be an Executive Director of the Company. The Directors may at any time and from time to time by resolution remove any person appointed under this sub-clause as an Executive Director of the Company;

(d) Any appointment or removal made in accordance with the provisions of paragraph (a) or (b) of this Article shall be made in writing and shall be signed by or on behalf of the majority of the "A" Shareholders or the "B" Shareholders for the time being and shall be left at or sent to the registered office of the Company and shall be operative as soon as the same is received at the said registered office;

(iii) Article 12.02 shall be amended by the addition of sub-paragraph (f) as follows:-

"(f) Is removed from office in accordance with Article 15 hereof".

(iv) There shall be added after the word "Director" where it first appears in the first line of Article 13.01 the words "other than an Executive Director."

(v) Article 14 shall be deleted and the following substituted therefor:-

14.01 "The quorum necessary for a meeting of the Directors shall be one "A" Director or "A" Alternate Director and one "B" Director or "B" Alternate Director.

14.02 Questions arising at a meeting of Directors shall be decided by a majority of votes. Each "A" and "B" Director or his alternate shall have one vote unless at any time there shall be appointed only one "A" or one "B" Director in which case he shall

be entitled to two votes. An Executive Director shall not be entitled to vote at meetings of Directors. In case of an equality of votes the Chairman shall not have a second or casting vote.

14.03 A resolution in writing signed by all "A" and "B" Directors or their alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Any such resolution may consist of several documents in the like form each signed by one or more of the Directors.

(vi) All Directors of the Company at the date of service of such Memorandum shall forthwith become Executive Directors save for any Directors who are nominated as "A" and "B" Directors by the "A" Shareholders or "B" Shareholders as the case may be under the provisions of these Articles.

NOTICES

16. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom), to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of the twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

This is a print of the Articles of Association of the Company adopted by Special Resolution of the Company passed on the 19th day of May, 1978

.....

Secretary.

563510/96

THE COMPANIES ACT 1948 TO 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
of
C. C. COOPER LIMITED

(New Articles of Association adopted
by Resolution passed 17 May 1978)

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 and the Companies Act 1976 (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The share capital of the Company at the date of the adoption of these presents is £120,000 divided into 60,000 Deferred Shares of £1 each and 60,000 Ordinary Shares of £1 each.

The said Deferred Shares in the capital of the Company carry the right to a fixed non-cumulative dividend at the rate of 5 per centum per annum for any financial year of the Company in respect of which the net profits of the Company available for dividend (as certified by the Auditors of the Company) exceed a sum at the rate of £2,500,000 per annum and on a winding up to the return of five per centum of the capital paid up thereon but confer no further or other right of participation in profits or assets and give the holder thereof no right as such to receive notice of or to attend and vote at any General Meeting of the Company unless either:

(a) on the date of the Notice convening the Meeting the said dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half yearly on 30th June and 31st December in every year) or

(b) the business of the Meeting includes the consideration of a Resolution varying or abrogating any of the obligations rights or privileges of the said Deferred Shares.

4.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting

a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

4.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN

5. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. 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. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

7. Subject to the provisions of the Companies Acts 1948 to 1976, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

8.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

8.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

8.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES

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

DIRECTORS

10.01 The number of the Directors shall be not less than two nor more than twelve.

10.02 Regulation 75 of Table A shall not apply.

10.03 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS

11.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part

thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

11.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12.01 Any member or members holding or collectively holding not less than 95% of the share capital of the Company for the time being issued shall be entitled at any time and from time to time in writing under his or their hands (or, if any such member shall be a corporation then under the hand of a duly authorised officer)

(i) to appoint any person to be a director of the Company and

(ii) to remove any director from office

12.02 The office of any Director shall be vacated, if the Director

(a) ceases to be a Director by virtue of section 182 of the Companies Act 1948, or

(b) becomes bankrupt, or

(c) becomes incapable, by reason of mental disorder within the meaning of the Mental Health Act 1959 of exercising his functions as director, or

(d) resigns his office by written notice to the Company, or

(e) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

12.03 There shall be no retiring age for directors and section 185 of the Companies Act 1948 shall not apply.

12.04 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

13.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

13.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

13.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

13.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

13.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

13.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

13.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

PROCEEDINGS OF DIRECTORS

14.01 The quorum necessary for the transaction of business

by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

14.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

NOTICES

15. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

No: 563510

THE COMPANIES ACTS 1948-1976

COMPANY LIMITED BY SHARES

RESOLUTIONS
- of -
C. C. COOPER LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the Company held at 2, Castle Hill, Dudley, West Midlands, on 17th May, 1978 the following Resolutions were duly passed as in the case of the first Resolution, an ORDINARY RESOLUTION, and in the case of the others as SPECIAL RESOLUTIONS:-

1. THAT, the capital of the Company be increased to £120,000 divided into 120,000 ordinary shares of £1 each by the creation of an additional 60,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.

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2. THAT, upon the recommendation of the Board of Directors, it is desirable to capitalise the sum of £60,000 (being

part of the sum standing to the credit of the reserves of the Company) and accordingly that such sum be set free for distribution amongst the holders of the 60,000 Ordinary Shares of £1 each on the register immediately prior to the passing of this Resolution (being in the proportion of £1 for every 1 such Shares then held) to be applied in paying in full 60,000 of the unissued Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up to such members (or as they shall respectively direct) in the proportion aforesaid and that the Directors be authorised and directed to apply the said sum of £60,000 to the issue of the said 60,000 Ordinary Shares of £1 each accordingly.

3. THAT each of the 60,000 Ordinary Shares of £1 each in the capital of the Company in issue prior to the passing of Resolution 2 above be and is hereby converted into one Deferred Share of £1, having attached thereto the rights set out in the new Articles of Association to be adopted pursuant to Resolution 4 below.

4. THAT the Regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

.....

Chairman

Form No. 10

No. of Company 563510 | 97

THE COMPANIES ACTS 1948 to 1976

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name of Company; delete "Limited" if not applicable

C. C. Cooper

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a† Ordinary Resolution of the Company dated the 17th day of May 1978 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 60,000 beyond the registered capital of £ 60,000

State whether Ordinary or Extraordinary or Special Resolution.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
60,000	Ordinary	£1

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

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

pari passu in all respects with the existing issued ordinary shares before date of the Ordinary Resolution.

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Signature

State whether Director or Secretary Secretary

Dated the 17th day of May, 19 78

Presented by

Coward Chance,
Royex House,
Aldermanbury Square,
London, EC2V 7LD.

Presentor's Reference M.8495

COMPANIES REGISTRATION 21 JUN 1978

(see notes overleaf)

No. 563510 103

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

C. C. COOPER LIMITED

(originally Iron & Steel Stockholders (S. Staffs) Limited)

(as in force on 19th May 1978)

Incorporated the 27th day of March, 1956

COWARD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD

No. 563510

[C R E S T]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY That IRON & STEEL STOCKHOLDERS (S. STAFFS) LIMITED is this day Incorporated under the Companies Act 1948, and that the Company is Limited.

Given under my hand at London this Twenty-seventh day of March One thousand Nine Hundred and Fifty Six.

Registrar of Companies

No. 563510

[C R E S T]

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS IRON & STEEL STOCKHOLDERS (S. STAFFS) LIMITED was incorporated as a limited company under the Companies Act 1948 on the twenty-seventh day of March 1956.

AND WHEREAS by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of C.C. COOPER LIMITED.

Given under my hand at London this twenty-second day of June One thousand nine hundred and fifty-nine.

Registrar of Companies.

The Companies Act 1948.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

C. C. COOPER LIMITED.

(Originally Iron & Steel Stockholders (S. Staffs) Limited).

1. The name of the Company is "C. C. Cooper Limited"

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

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

(A) To carry on business as iron and steel stockholders, manufacturers, sellers and dealers in iron and steel and other metals, minerals, and substances, including coal, ironstone, brick-earth and bricks; to carry on the trades or businesses of ironmasters, steel makers, steel converters, coal getters, coke manufacturers, miners, smelters, engineers, tinplate makers and ironfounders in all their respective branches.

(B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors, be advantageously carried on by the Company in

connection with or as ancillary to any of the above businesses or the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled

capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in

business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in

one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall

include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such

other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time required by law.

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

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

4. The liability of the members is limited.

5. The share capital of the Company is £120,000, divided into 60,000 deferred shares of £1 eachand 60,000 ordinary shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

Certificate

I hereby certify that the foregoing pages numbered 1 to 8 inclusive are a true copy of the Memorandum of Association of C. C. Cooper Limited in force on 19th May 1978.

B.M. Foster

Secretary

to 8

iation

The original Memorandum of Association was subscribed as follows:

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
VIVIAN DENIS ROYSTON, 55 Four Oaks Road, Sutton Coldfield, Warwick, Solicitor.	One
ROY MASON, 66 Lodge Road, Walsall, Staffs, Solicitor.	One

Dated the 16th Day of March, 1956.

Witness to the above Signatures

J.S. HARDISTY,
63 The Broadway, Hill Top, West Bromwich,

Solicitors Managing Clerk.

HISTORICAL NOTES ON MEMORANDUM OF ASSOCIATION.

1. Name

The Company was originally incorporated with the name Iron & Steel Stockholders (S. Staffs) Limited. The present name was changed by special resolution and subsequent certificate of incorporation on change of name dated 22nd June 1959.

2. Capital

By ordinary resolution passed on 13th March 1963 the capital of the company was increased from £10,000 to £50,000 by the creation of 20,000 ordinary shares of £1 each and 20,000 8% redeemable cumulative preference shares of £1 each.

By an ordinary resolution passed in 18th September 1969 the capital of the company was increased to £60,000 by the creation of 40,000 new ordinary shares of 25p each.

By a special resolution passed on 18th September 1969 the 30,000 ordinary shares of £1 each were converted into 30,000 4% non cumulative second preference shares.

By special resolution passed on 29th April 1971 the 40,000 ordinary shares of 25p each were converted into 10,000 ordinary shares of £1 each and the 30,000 4% non cumulative second preference shares were converted into 30,000 ordinary shares of £1 each.

By special resolution passed on 29th April 1976 the 20,000 existing 5.6% cumulative preference shares (formerly 8% redeemable cumulative preference shares) were converted into 20,000 ordinary shares of £1 each.

By ordinary resolution passed on 17th May 1978 the capital of the company was increased to £120,000 by the creation of an additional 60,000 ordinary shares of £1 each and by special resolution the existing 60,000 ordinary shares were converted into deferred shares of £1 each.

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

C.C. COOPER LIMITED

(Adopted by Special Resolution passed the 19th day of May 1978)

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 and the Companies Act 1976 (hereinafter called "Table A") shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Except as otherwise stated, references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The share capital of the Company at the date of the adoption of these presents is £120,000 divided into 60,000 Deferred Shares of £1 each and 60,000 Ordinary Shares of £1 each.

The said Deferred Shares in the capital of the Company carry the right to a fixed non-cumulative dividend at the rate of 5 per centum per annum for any financial year of the Company in respect of which the net profits of the Company available for divedend (as certified by the Auditors of the Company) exceed a sum at the rate of £2,500,000 per annum and on a winding up to the return of five per centum of the capital paid up thereon but confer no further or other right of participation in profits or assets and give the holder thereof no right as such to receive notice of or to attend and vote at any General Meeting of the Company unless either:-

(a) on the date of the Notice convening the Meeting the said dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half yearly on the 30th June and the 31st December in every year) or

(b) the business of the Meeting includes the consideration of a Resolution varying or abrogating any of the obligations rights or privileges of the Deferred Shares.

4.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

4.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of Table A shall not apply.

LIEN

5. The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. 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. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

7. Subject to the provisions of the Companies Acts 1948 to 1976 a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

8.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

8.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58 of Table A shall be modified accordingly.

8.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not

in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES

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

DIRECTORS

10.10 The number of the Directors shall be not less than two nor more than twelve.

10.02 Regulation 75 of Table A shall not apply.

10.03 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS

11.01 The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

11.02 A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

12.01 Any member or members holding or collectively holding not less than 95% of the share capital of the Company for the time being issued shall be entitled at any time and from time to time in writing upon his or their hands (or, if any such member shall be a corporation then under the hand of a duly authorised officer)

(i) to appoint any person to be a director of the Company and

(ii) to remove any director from office.

12.02 The office of any Director shall be vacated, if the Director

(a) ceases to be a Director by virtue of section 182 of the Companies Act 1948 or

(b) becomes bankrupt, or

(c) becomes incapable by reason of mental disorder within the meaning of the Mental Health Act 1959 of exercising his functions as director, or

(d) resigns his office by written notice to the Company or

(e) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

12.03 There shall be no retiring age for directors and section 185 of the Companies Act 1948 shall not apply.

12.04 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

13.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

13.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

13.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

13.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

13.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

13.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

13.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

PROCEEDINGS OF DIRECTORS

14.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

14.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting

of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

APPOINTMENT OF DIRECTORS (ADDITIONAL)

15. (A) In this Article:-

""A" Shareholder" means a holder for the time being of any "A" Shares in the capital of Lloyd Cooper Limited;

""B" Shareholder" means a holder for the time being of any "B" Shares in the capital of Lloyd Cooper Limited;

""A" Director" means a Director of the Company appointed in accordance with the provisions contained in this Article by the "A" Shareholders or his duly appointed alternate as the case may be;

""B" Director" means a Director of the Company appointed in accordance with the provisions contained in this Article by the "B" Shareholders or his duly appointed alternate as the case may be;

"Executive Director" means a Director having the powers defined in Article 12.01(c) adopted by this Article.

(B) This Article shall have effect so long as Lloyd Cooper Limited shall hold not less than 95% of the issued share capital of the Company.

(C) The following provisions of this Article shall forthwith take effect if at any time a Memorandum in

writing signed by or on behalf of the "A" Shareholders or the "B" Shareholders shall be deposited at the registered office of the Company and the date of deposit of such Memorandum shall hereinafter be referred to as "the effective date".

(D) On and from the effective date:-

(i) Article 10.01 shall cease to have effect and the following Article shall be substituted therefor:-

"10.01 The number of the Directors shall not be less than two nor more than twelve in number of whom not more than eight shall be Executive Directors."

(ii) Article 12.01 shall be deleted and the following Article shall be substituted therefore:-

"12.01 (a) The "A" Shareholders shall be entitled at any time and from time to time without prior notice being given to appoint any person to be a Director of the Company and to remove any Director appointed by or deemed to have been appointed by the "A" Shareholders and to fill the offices of any Director appointed as aforesaid by the "A" Shareholders who dies, resigns or otherwise ceases to be a Director provided always that the number of Directors appointed by the "A" Shareholders and holding office at the same time shall not be more than two."

(b) the "B" Shareholders shall be entitled at any time and from time to time without prior notice being given to appoint any person to be a Director of the Company and to remove any Director appointed by or deemed to have been appointed by the "B" Shareholders and to fill the offices of any Director appointed as aforesaid by the "B" Shareholders who dies, resigns or otherwise ceases to be a Director provided always that the number of Directors appointed by the "B" Shareholders and holding office at the same time shall not be more than two;

(c) The Directors may by resolution at any time and from time to time appoint any person to be an Executive Director of the Company. The Directors may at any time and from time to time by resolution remove any person appointed under this sub-clause as an Executive Director of the Company;

(d) any appointment or removal made in accordance with the provisions of paragraph (a) or (b) of this Article shall be made in writing and shall be signed by or on behalf of the majority of the "A" Shareholders or the "B" Shareholders for the time being and shall be left at or sent to the registered office of the Company and shall be operative

as soon as the same is received at the said registered office";

(iii) Article 12.02 shall be amended by the addition of sub-paragraph (f) as follows:-

"(f) Is removed from office in accordance with Article 15 hereof".

(iv) There shall be added after the word "Director" where it first appears in the first line of Article 13.01 the words "other than an Executive Director."

(v) Article 14 shall be deleted and the following substituted therefor:-

14.01 The quorum necessary for a meeting of the Directors shall be one "A" Director or "A" Alternate Director and one "B" Director or "B" Alternate Director.

14.02 Questions arising at a meeting of Directors shall be decided by a majority of votes. Each "A" and "B" Director or his alternate shall have one vote unless at any time there shall be appointed only one "A" or one "B" Director in which case he shall be entitled to two votes. An Executive Director shall not be entitled to vote at meetings of Directors. In case of an equality of votes the Chairman shall not have a second or casting vote.

14.03 A resolution in writing signed by all "A" and "B" Directors or their alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

Any such resolution may consist of several documents in the like form each signed by one or more of the Directors.

(vi) All Directors of the Company at the date of service of such Memorandum shall forthwith become Executive Directors save for any Directors who are nominated as "A" and "B" Directors by the "A" Shareholders or "B" Shareholders as the case may be under the provisions of these Articles.

NOTICES

16. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom), to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of the twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

Certificate

I hereby certify that the foregoing pages numbered 1 to 13 inclusive are a true copy of the Articles of Association of C.C. Cooper Limited in force on 19th May 1978.

B.M. Foster

Secretary

The original Articles of Association were subscribed as follows:

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
VIVIAN DENIS ROYSTON, 55 Four Oaks Road, Sutton Coldfield, Warwick, Solicitor	One
ROY MASON, 66 Lodge Road, Walsall, Staffs, Solicitor.	One

Dated the 16th Day of March, 1956.

Witness to the above Signatures

J.S. HARDISTY,
63 The Broadway, Hill Top, West Bromwich,

Solicitors Managing Clerk.

No. 563510

THE COMPANIES ACTS 1948 TO 1976

Company Limited by Shares

Memorandum

AND

Articles of Association

OF

C. C. COOPER LIMITED

(originally Iron & Steel
Stockholders (S.Staffs) Limited)

Incorporated the 27th day
of March 1956

COWARD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD

13.03 An alternate Director shall be deemed an officer of the Company and not the agent of his appointor.

13.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

13.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

13.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

13.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

PROCEEDINGS OF DIRECTORS

14.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

14.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting

of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

APPOINTMENT OF DIRECTORS (ADDITIONAL)

15. (A) In this Article:-

""A" Shareholder" means a holder for the time being of any "A" Shares in the capital of Lloyd Cooper Limited;

""B" Shareholder" means a holder for the time being of any "B" Shares in the capital of Lloyd Cooper Limited;

""A" Director" means a Director of the Company appointed in accordance with the provisions contained in this Article by the "A" Shareholders or his duly appointed alternate as the case may be;

""B" Director" means a Director of the Company appointed in accordance with the provisions contained in this Article by the "B" Shareholders or his duly appointed alternate as the case may be;

"Executive Director" means a Director having the powers defined in Article 12.01(c) adopted by this Article.

(B) This Article shall have effect so long as Lloyd Cooper Limited shall hold not less than 95% of the issued share capital of the Company.

(C) The following provisions of this Article shall forthwith take effect if at any time a Memorandum in

writing signed by or on behalf of the "A" Shareholders or the "B" Shareholders shall be deposited at the registered office of the Company and the date of deposit of such Memorandum shall hereinafter be referred to as "the effective date".

(D) On and from the effective date:-

(i) Article 10.01 shall cease to have effect and the following Article shall be substituted therefor:-

"10.01 The number of the Directors shall not be less than two nor more than twelve in number of whom not more than eight shall be Executive Directors."

(ii) Article 12.01 shall be deleted and the following Article shall be substituted therefore:-

"12.01 (a) The "A" Shareholders shall be entitled at any time and from time to time without prior notice being given to appoint any person to be a Director of the Company and to remove any Director appointed by or deemed to have been appointed by the "A" Shareholders and to fill the offices of any Director appointed as aforesaid by the "A" Shareholders who dies, resigns or otherwise ceases to be a Director provided always that the number of Directors appointed by the "A" Shareholders and holding office at the same time shall not be more than two."

(b) the "B" Shareholders shall be entitled at any time and from time to time without prior notice being given to appoint any person to be a Director of the Company and to remove any Director appointed by or deemed to have been appointed by the "B" Shareholders and to fill the offices of any Director appointed as aforesaid by the "B" Shareholders who dies, resigns or otherwise ceases to be a Director provided always that the number of Directors appointed by the "B" Shareholders and holding office at the same time shall not be more than two;

(c) The Directors may by resolution at any time and from time to time appoint any person to be an Executive Director of the Company. The Directors may at any time and from time to time by resolution remove any person appointed under this sub-clause as an Executive Director of the Company;

(d) any appointment or removal made in accordance with the provisions of paragraph (a) or (b) of this Article shall be made in writing and shall be signed by or on behalf of the majority of the "A" Shareholders or the "B" Shareholders for the time being and shall be left at or sent to the registered office of the Company and shall be operative

as soon as the same is received at the said registered office";

(iii) Article 12.02 shall be amended by the addition of sub-paragraph (f) as follows:-

"(f) Is removed from office in accordance with Article 15 hereof".

(iv) There shall be added after the word "Director" where it first appears in the first line of Article 13.01 the words "other than an Executive Director."

(v) Article 14 shall be deleted and the following substituted therefor:-

14.01 "The quorum necessary for a meeting of the Directors shall be one "A" Director or "A" Alternate Director and one "B" Director or "B" Alternate Director.

14.02 Questions arising at a meeting of Directors shall be decided by a majority of votes. Each "A" and "B" Director or his alternate shall have one vote unless at any time there shall be appointed only one "A" or one "B" Director in which case he shall be entitled to two votes. An Executive Director shall not be entitled to vote at meetings of Directors. In case of an equality of votes the Chairman shall not have a second or casting vote.

14.03 A resolution in writing signed by all "A" and "B" Directors or their alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

Any such resolution may consist of several documents in the like form each signed by one or more of the Directors.

(vi) All Directors of the Company at the date of service of such Memorandum shall forthwith become Executive Directors save for any Directors who are nominated as "A" and "B" Directors by the "A" Shareholders or "B" Shareholders as the case may be under the provisions of these Articles.

NOTICES

16. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom), to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of the twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

Certificate

I hereby certify that the foregoing pages numbered 1 to 13 inclusive are a true copy of the Articles of Association of C.C. Cooper Limited in force on 19th May 1978.

B.M. Foster

Secretary

The original Articles of Association were subscribed as follows:

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
VIVIAN DENIS ROYSTON, 55 Four Oaks Road, Sutton Coldfield, Warwick, Solicitor	One
ROY MASON, 66 Lodge Road, Walsall, Staffs, Solicitor.	One

Dated the 16th Day of March, 1956.

Witness to the above Signatures

J.S. HARDISTY,
63 The Broadway, Hill Top, West Bromwich,

Solicitors Managing Clerk.

No. 563510

THE COMPANIES ACTS 1948 TO 1976

Company Limited by Shares

Memorandum

AND

Articles of Association

OF

C. C. COOPER LIMITED

(originally Iron & Steel
Stockholders (S.Staffs) Limited)

Incorporated the 27th day
of March 1956

COWARD CHANCE
ROYEX HOUSE
ALDERMANBURY SQUARE
LONDON EC2V 7LD

COMPANY NUMBER ; 563510

112

THE COMPANIES ACTS 1948 TO 1980

SPECIAL RESOLUTION

OF

C.C.COOPER LIMITED

PASSED ON 25TH MARCH 1981.

At the EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at C.C.Cooper Limited, Dixon Street, Wolverhampton. West Midlands on 25th March 1981, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company :

"That subject to the consent of the Secretary of State the name of the Company be changed to

LLOYD ELWELL LIMITED "

Date 25th March 1981. Chairman .....

Presented by :
F.H. Lloyd Holdings Limited,
James Bridge Steel Works,
Wednesbury,
West Midlands WS10 9SD.

Ref.: JD/JEG

COMPANIES REGISTRATION OFFICE -8 APR 1981

COMPANIES REGISTRATION OFFICE 30 MAR 1981

£80

Lloyds

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CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 563510 113

I hereby certify that

C.C. COOPER LIMITED

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

LLOYD ELWELL LIMITED

Given under my hand at Cardiff the 28TH APRIL 1981

Assistant Registrar of Companies

C.172

BMF/SJF

56 3510

/117

LLOYD ELWELL LIMITED

THE DIRECTORS
LLOYD ELWELL LIMITED
DIXON STREET WHARF
WOLVERHAMPTON

I hereby give notice pursuant to Section 142 of the Companies Act 1948 and Section 15 (1)(a) of the Companies Act 1976 of my intention to propose the following resolution as an ordinary resolution at the Next Annual General Meeting of the Company.

RESOLUTION

THAT Messrs Deloitte Haskins and Sells be and are hereby appointed auditors of the Company in place of the retiring auditors Messrs Herbert Pepper and Rudland to hold office until the conclusion of the next General Meeting at which accounts are laid before the company at a remuneration to be fixed by the Directors.

Date ....19.7.82..... Secretary ....B.M. Foster....

PCF/SJF

19.7.82

LLOYD ELWELL LIMITED

NOTICE is hereby given that the following business will be put before the Members at the 26th Annual General Meeting :

TO APPOINT auditors and authorize the directors to fix their remuneration, special notice having been given, pursuant to section 142 of the Companies Act 1948, and section 15(1)(a) of the Companies Act 1976, of the intention to propose the following resolution as an ordinary resolution :

THAT Messrs Deloitte, Haskins and Sells be and are hereby appointed auditors of the Company, in place of the retiring auditors Messrs Herbert Pepper and Rudland, to hold office until the conclusion of the next General Meeting at which accounts are to be laid before the Company at a remuneration to be fixed by the Directors.

Deloitte Haskins+Sells

563510/133

Chartered Accountants

Edmund House
12-22 Newhall Street
Birmingham B3 3DX
Telephone 021-236 9898
Telex 337839

your ref:

our ref: JPD/DD

8th January 1985

The Secretary,
Lloyd Elwell Limited,
Dixon Street Wharf,
Wolverhampton,
WV2 2DB.

Dear Sir,

We herewith submit our resignation as auditors of Lloyd Elwell Limited to be effective forthwith.

In accordance with Section 16 of the Companies Act 1976 we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

Deloitte Haskins Sells

DELOITTE HASKINS & SELLS

COMPANIES REGISTRATION
22 JAN 1985

Company Number: 563510 /137

THE COMPANIES ACTS 1948 TO 1985

SPECIAL RESOLUTION

of

LLOYD ELWELL LIMITED

Passed on 8 August 1986

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Four Oaks House, 160 Lichfield Road, Sutton Coldfield, West Midlands on 8 August 1986 the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

"That the Company being dormant (within the meaning of Section 252(2) of the Companies Act 1985) auditors shall not be appointed"

.....

Chairman

47

FEE PAID
£ 40 N C
COMPANIES HOUSE

No. 563510

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

LLOYD ELWELL LIMITED

(Passed on 22 June 1990 as a resolution in writing signed by the members of the Company pursuant to the Articles of Association of the Company)

SPECIAL RESOLUTION

"That the name of the Company be changed to Triplex Lloyd Automotive Products Limited".

Shareholder	Number and class of shares held	Signature
Lloyds (Dudley) Limited	59,999 Ordinary Shares of £1 each 59,999 Ordinary Deferred Shares of £1 each	..... for and on behalf of Lloyds (Dudley) Limited
Triplex Lloyd Nominees	1 Ordinary Share of £1 1 Ordinary Deferred Share of £1	..... for and on behalf of Triplex Lloyd Nominees Limited

Barl/B8075/773

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 563510

I hereby certify that

LLOYD ELWELL LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TRIPLEX LLOYD AUTOMOTIVE PRODUCTS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 5 JULY 1990

an authorised officer

HC006E

No. 563510

FEE PAID £40 M 1 COMPANIES HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

TRIPLEX LLOYD AUTOMOTIVE PRODUCTS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Cranford House, Cranford Street, Smethwick, Warley, West Midlands, B66 2RJ on the 2nd day of January 1991 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT the name of the Company be changed to

F.H. LLOYD HOLDINGS LIMITED

.....
Secretary

COMPANIES HOUSE 19 FEB 1991 M

BB

+320x5

754977

25X

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 563510

I hereby certify that

TRIPLEX LLOYD AUTOMOTIVE PRODUCTS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

F.H. LLOYD HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 1 MARCH 1991

M. Rose

M. ROSE

an authorised officer

HC006B

Companies House

NOTICE OF ILLEGIBLE DOCUMENT

ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contains some data which is illegible.

The poor quality has been noted but unfortunately the steps taken to improve the quality have been unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.