

No. of Company.....624803/1

HMC/5845

Form No. 41

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15(2)

REGISTERED

11 NOV 1960

Name of Company

TILOSUP

Limited.

I, Thomas Arthur Herbert, of 156 Strand, London, W.C.2, do solemnly and sincerely declare that I am (a) a person named in the Articles of Association as a Secretary of

TILOSUP

(14)

Limited.

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

Declared at **EDINBURGH**

30th day of September 1960

before me.

Notary Public

(b) A Commissioner of Oaths.

G.H. Herbert

- (a) "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,"
(b) or Notary Public or Justice of the Peace.

Presented by

BUSINESS ECONOMY PRODUCTS LTD.

Company Registration Agents and Printers

156 STRAND, LONDON, W.C.2 Telephones: TEMple Bar 8377/8, 2294/5

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674803/2

Form No. 25

No of Company.....

THE STAMP ACT, 1891
AND
THE FINANCE ACT, 1933



REGISTERED

11 NOV 1960

TILOSUP

LIMITED

STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891.
(Note.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100
—Section 41, Finance Act, 1933).

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

The NOMINAL CAPITAL of

TILOSUP

Limited

£100 divided into 100 shares of £1 each.

Signature

Description

Secretary

36th September 1960

Printed by

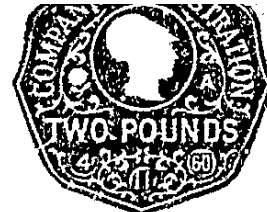
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Company Registration Agents and Printers

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674803/3.

The Companies Act, 1948 ✓

COMPANY LIMITED BY SHARES

Memorandum of Association
OFTILOSUP LIMITED
- - -

REGISTERED

11 NOV 1960

1. The name of the Company is:- "TILOSUP 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 the business of consulting engineers, marine surveyors, valuers of ships and shipping, naval architects, Shipbrokers, brokers for the sale and purchase and chartering and bunkering of ships, marine superintendents, average and salvage adjusters and agents, ship and machinery agents, ships husbands, managers of ships and shipping property and companies, owners of ships, tugs and barges, contractors and agents for placing and completing orders for the construction of ships, contractors and agents for delivering ships of any kind whatsoever in any part of the world, ship chandlers and store dealers, salvage and towage contractors, insurance and reinsurance agents and brokers, to undertake and execute commission and agency business of any kind, and generally to carry on the said businesses in all their branches, or any business of a character similar or analogous to the foregoing, or any other business which may seem to the directors of the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to further any of the company's objects, and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.
 - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

TEM. 8377-8378

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- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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

Names, Addresses and descriptions of Subscribers	Number of Shares taken by each subscriber
<p><i>Jean Herbert</i></p> <p>Jean Herbert, 156, Strand, London, W.C.2.</p> <p>Company Director.</p>	<p>/</p> <p>ONE</p>
<p><i>Th. Paplerber</i></p> <p>Thomas Arthur Herbert, LL.B., 156, Strand, London, W.C.2.</p> <p>Barrister-at-Law.</p>	<p>/</p> <p>ONE</p>

DATED the 6th day of July, 1960.

WITNESS to the above signatures:-

Robert Little
Robert Little,
19 Walker Street,
Edinburgh, 3.

Secretary.



674803/14

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Articles of Association

OF

TILOSUP LIMITED

REGISTERED

11 NOV 1960

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, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARES

3. 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.

LIEN

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

GENERAL MEETING

5. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1949, 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.

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

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

8. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any 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 the alternate Director and the Director appointing him.

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

10. Clause 84(5) in Part I of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

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

WINDING UP

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

FIRST DIRECTORS

13. The first Directors of the Company shall be determined in writing by the Subscribers of the Memorandum of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be Thomas Arthur Herbert.

NAMES, ADDRESSES AND DESCRIPTION OF SUSCRIBERS

Jean Herbert

Jean Herbert,
156 Strand,
London, W.C.2.

Company Director.

Thomas Arthur Herbert

Thomas Arthur Herbert, LL.B.,
156 Strand,
London, W.C.2.

Barrister-at-Law.

DATED the 6th day of July, 1960.

WITNESS to the above signatures:-

Robert Little
Robert Little,
19 Walker Street,
Edinburgh, 3.

Secretary.

No. C. 173

DUPLICATE FOR THE FILE

No. 674803



Certificate of Incorporation

I Hereby Certify, that

TILOSUP LIMITED

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

Given under my hand at London this **Eleventh** day of

November One Thousand Nine Hundred and Sixty

A. J. M. M. M.
ASSISTANT Registrar of Companies.

Certificate
received by

B. M. M. M.

Date

11 NOV 1960

No. of Company

674803.



RMC/

Ref. No. 5845.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of

TILOSUP LIMITED

PASSED

7th day of February, 1966.

REGISTERED

7 MAR 1966

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company, on the above date the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

- (1) That Clause 3(a) and (b) on page one of the present Memorandum of Association, be deleted and a new Clause 3(a) and (b) be substituted, therefor, to be marked "A" for the purpose of identification and signed by the Chairman.

Thos A. Stuker

Chairman.
and Director.

SPECIAL RESOLUTION printed by lithographic process by Business Economy Products Limited., 156, Strand, London, W. C. 2. and 19, Walker Street, Edinburgh, 3.

Thos A. Stuker

Chairman and Director. 210

THE COMPANY LIMITED BY SHARES

COMPANY LIMITED BY SHARES

Memorandum of Association

OF
TILOSUP LIMITED

1. The name of the Company is:-
"TILOSUP LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (a)(i) To carry on the business or businesses of general and mechanical engineers, manufacturers, designers, pattern makers, repairers and reconditioners, and dealers in all types of engineering, mechanical and other machinery and commercial, industrial and domestic and/or other products; manufacturers wholesale and retail dealers of and in all types of tools, jigs, gauges, screws and screwings or other components, whether iron, steel, plastic, wood or other substances, in all their branches; ironfounders, brass-founders, metal, wood and plastic workers.
 - (ii) To carry on the business or businesses of electrical engineers and contractors generally, manufacturers of all types of electrical apparatus, including wireless and television apparatus and all components thereof; buyers, sellers of and dealers in all wireless, television and electrical appliances of all descriptions, whether as retailers or wholesalers, and all domestic appliances, devices and inventions, leather and glass goods, household and other furniture, ironmongery, turnery and all other household or commercial fittings and utensils including fluorescent lighting apparatus and equipment, and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.
 - (b) To carry on the business or businesses of exporters and importers of any goods, materials or things connected with all or any businesses carried on by the Company, at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary, or convenient for carrying on any such businesses, whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their respective branches.

2.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.

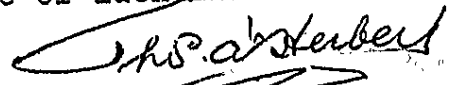
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is:- £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

CERTIFIED THAT this is a true copy of the amended Memorandum referred to in the annexed Special Resolution and marked "A" for the purpose of identification.



Chairman and Director.

.....
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Business Economy Products Limited, 156 Strand, London, W.C.2
71a City Road, London, E.C.1. and 19 Walker Street, Edinburgh
3.



Chairman and Director.

Memorandum of Association

OF
 TILOSUP LIMITED

REGISTERED

10 MAR 1966

1. The name of the Company is:- "TILOSUP LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-

(a)(i) To carry on the business or businesses of general and mechanical engineers, manufacturers, designers, pattern makers, repairers and reconditioners, and dealers in all types of engineering, mechanical and other machinery and commercial, industrial and domestic and/or other products; manufacturers wholesale and retail dealers of and in all types of tools, jigs, gauges, screws and screwings or other components, whether iron, steel, plastic, wood or other substances, in all their branches; ironfounders, brass-founders, metal, wood and plastic workers.

(ii) To carry on the business or businesses of electrical engineers and contractors generally, manufacturers of all types of electrical apparatus, including wireless and television apparatus and all components thereof; buyers, sellers of and dealers in all wireless, television and electrical appliances of all descriptions, whether as retailers or wholesalers, and all domestic appliances, devices and inventions, leather and glass goods, household and other furniture, ironmongery, turnery and all other household or commercial fittings and utensils including fluorescent lighting apparatus and equipment, and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated either directly or indirectly, to enhance the value of any of the Company's property or assets, or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents, or otherwise.

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- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired. ✓
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- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
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CERTIFIED THAT this is a true copy of the amended Memorandum referred to in the annexed Special Resolution and marked "A" for the purpose of identification.

7/2/66

H. A. A. A. A.
Director.

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71a City Road, London, E.C.1. and 19 Walker Street, Edinburgh 3.

H. A. A. A. A.
Director



£ 00.25

COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TILOSUP LIMITED

(passed the 23rd day of March 1966)

At an Extraordinary General Meeting of the above named Company duly convened and held on Wednesday the 23rd day of March 1966 the following Resolutions were duly passed as to Resolution No. 1 as an Ordinary Resolution and as to Resolution Nos. 2 to 4 inclusive Special Resolutions.

RESOLUTIONS

1. That with a view to the acquisition of the goodwill and freehold and leasehold properties and other assets (but subject the liabilities) of the business of Richard Hill Limited with the exception of the holdings of shares in its subsidiary companies the share capital of the Company be increased by £900 to £1,000 by the creation of 400 6½ per cent Participating Redeemable Cumulative Preference Shares of £1 each carrying the rights and being subject to the restrictions specified in the regulations referred to in Resolution No. 3 below and 500 Ordinary Shares of £1 each. The Ordinary Shares created by this Resolution shall rank pari passu in all respects and form a uniform class with the existing Ordinary Shares of the Company.

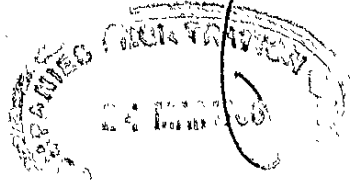
2. That the name of the Company be changed to "Richard Hill Limited" with effect from 31st March 1966.

3. That the Regulations contained in the printed document submitted to this meeting, and for the purpose of identification subscribed by the chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for and to the exclusion of, all the existing Articles thereof.

4. That the Memorandum of Association of the Company with respect to its objects be amended by the deletion in Clause 3 thereof of paragraph (a) to (b) inclusive and the insertion

REGISTERED

24 MAR 1966



place thereof of the following paragraphs:-

(1) To carry on all or any of the businesses of iron and steel manufacturers and steel converters in all their branches, rollers of iron and steel for wire rods, bars, hoops, rivets, or plates, or any other purposes. Drawers makers finishers, galvanizers, and manufacturers of wire rope, nails, hinges, bolts and nuts, rivets and tubes, and buyers and sellers of iron, steel, brass, and other metals in any manufactured or other form, salt manufacturers, manufacturers of gas, coke or bricks; merchants and general traders, and all or any of the branches of the before-mentioned businesses or any of them, or any development

(2) To carry on the business of general engineers, machinists, smiths, fitters, millwrights, carpenters, timber merchants, pattern makers, makers of tools and implements, and all other branches of business usually or conveniently connected with any such business as aforesaid, as well for the furtherance of any of the businesses mentioned in this Memorandum as for the purpose of profit as independent businesses.

(3) To purchase, take on lease, or otherwise acquire any land, buildings or works, or any mines, minerals, royalties, way leaves, rights of way, easements, privileges or advantages for the purpose of the trade of the Company, and to erect any works, buildings, machinery or plant which the Company may consider desirable for any of the purposes included in this Memorandum.

(4) To purchase and sell as merchants or otherwise, any coal, coke, ironstone, limestone, pig iron, plates, steel or iron wire, nails, billets, wire rods or iron and steel in any form whatever, and all or any other metals, metallic alloys, machinery, engines, timber, bricks, and any other material or things, whether necessary for the carrying on of the trade of the Company, or purchased or sold for the purpose of independent trade.

(5) To carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

(6) To purchase or otherwise acquire any patents, brevets d'invention, concessions and the like, conferring an exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of or otherwise turn to account the property and rights so acquired.

(7) To purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

(8) To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railway branches or sidings, bridges, reservoirs, water courses,

docks, wharves, hydraulic works, electric works, warehouses, and other works and conveniences which may seem directly or indirectly conducive to any of the Company's objects, and to contribute to, subsidize, or otherwise assist or take part in any such operations.

(9) To enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority, all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(10) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, or co-operation with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being contracted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidize or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with such shares or securities.

(11) Generally, to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and in particular any land, building, easements, licences, patents, machinery, ships, barges, rolling stock, plant and stock in trade.

(12) To aid in the establishment and support of associations or institutions calculated to benefit persons employed by the Company or having dealings with the Company.

(13) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company. To promote any other company for the purpose of acquiring all or any of the property, rights and liberties of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

(14) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(15) To lend money to such persons and on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by members or of persons having dealings with the Company.

(16) To guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948,

or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.

(17) To borrow or raise money in such manner as the Company shall think fit, and to secure the payment of money owing by the Company by the issue of Debentures or Debenture Stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled Capital, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, and all negotiable instruments.

(18) At any time and from time to time at its discretion to make subvention payments within the meaning of Section 20 of the Finance Act, 1953 or any statutory modification or re-enactment thereof to any other company or companies of which the Company is an Associated Company as therein defined.

(19) To obtain any Provisional Order of the Board of Trade, or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution.

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

(21) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.

(22) To do all such things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be deemed independent objects of the Company, and shall in no wise be limited by references to any other paragraph.


Chairman

WE HEREBY CERTIFY THAT THE ABOVE IS A TRUE AND CORRECT COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON THE 12TH DAY OF MAY 1954.

ATTEST
SECRETARY
12th May 1954

WE HEREBY CERTIFY THAT THIS DOCUMENT
WAS PRINTED BY TYPE PROCESS (*Heat Fused*
Electro Static
Photography)

HEPBURN & SONS LIMITED
BASILDON HOUSE
7-11 MOORGATE, E12

passed at an Extraordinary General Meeting of the Company
held the 23rd day of March 1966

674803

101

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MR. R. J. Thompson
Chairman

NEW
ARTICLES OF ASSOCIATION

OF

TILOSUP LIMITED

(adopted the 23rd day of March 1966)

PRELIMINARY

1. The Company is a "Private Company" within the meaning of Section 28 of the Companies Act, 1948 (hereinafter referred to as "the Act") and the regulations contained in Part II of Table "A" (hereinafter referred to as Table "A") in the First Schedule to the Act, including such of the regulations contained in Part I of Table "A" as are incorporated in Part II by Clause 1 thereof, shall apply to the Company, save in so far as they are excluded or varied hereby.

2. Clauses 24, 53, 62, 75 and 106 of Part I of Table "A" shall not apply to the Company.

SHARE CAPITAL

3. At the date of the adoption of this Article the Share Capital of the Company was £1,000 divided into 400 $6\frac{1}{2}$ per cent Participating Redeemable Cumulative Preference Shares of £1 each and 600 Ordinary Shares of £1 each.

4. The respective rights and privileges attaching to the two classes of shares in the Capital of the Company shall be as follows :-

(a) The $6\frac{1}{2}$ per cent Participating Redeemable Cumulative Preference Shares of £1 each (in this Article called "the Preference Shares") shall confer on the holders thereof the right to a fixed cumulative dividend of $6\frac{1}{2}$ per cent per annum on the capital for the time being paid up thereon and the

passed at an Extraordinary General Meeting of the Company
held the 23rd day of March 1966

674803

101

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

MR. [Signature]
Chairman

NEW
ARTICLES OF ASSOCIATION

Of

TILOSUP LIMITED

(adopted the 23rd day of March 1966)

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right to 11s.3d per £1,000 of the net profits of the Company available for dividend as shown in the latest audited accounts of the Company payable within twenty-one days after the report on the said accounts has been signed by the Auditors for the time being of the Company. The right to such participating dividend shall remain :-

(1) in respect of any profits as are shown in such audited accounts whether or not redemption of such shares occurs before such accounts are audited; and

(11) in respect of such proportion of profits for the financial year of the Company (in which redemption occurs) as the number of days in such year to the date of redemption bears to 365

and in each case (1) and (11) the dividend shall be payable within 21 days of the report on the accounts (to which such dividend relates) being signed by the Auditors for the time being of the Company. The dividend payable in respect of the Preference Shares shall rank in priority to any dividend on the Ordinary Shares of the Company.

(b) On a return of capital (whether on a winding up or otherwise) the Preference Shares shall rank in priority to the Ordinary Shares as regards any repayment of capital paid up on such shares and any arrears of the fixed dividend whether earned or declared or not together with a proportion of the participating dividend to the date of the return of capital but shall not confer the right to participate in any surplus assets

(c) At any General Meeting of the Company on a show of hands every Member present in person shall have one vote and on a poll every Member shall have one vote for each share of which he is the holder but the holders of the Preference Shares shall not have the right to attend or to vote at any such General Meeting by virtue or in respect of their holding of Preference Shares.

(d) The Preference Shares shall subject to the provisions of Section 53 of the Companies Act, 1948 be redeemable at par at the option of the Company at any time after the 30th June, 1968.

(e) No shares ranking in priority to or pari passu with the Preference Shares shall be issued or created.

SHARES

5. Subject to any special terms that attach to any class of shares, the shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 2 of Part II of Table "A", and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

TRANSFER OF SHARES

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

GENERAL MEETING

7. In Clause 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three".

8. The figures "24" shall be substituted for the figures "48" in Clause 69 of Part I of Table "A".

DIRECTORS

9. The number of the Directors shall not be less than two nor more than ten. The names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

BORROWING POWERS

10. In Clause 79 of Part I of Table "A" the words "Provided that" and all words which follow them shall be omitted.

PROCEEDINGS OF DIRECTORS

11. A resolution in writing signed or approved by letter or

telegram by all the Directors for the time being entitled to notice of a meeting of Directors or (in the case of Directors who have appointed alternates) by their alternate Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. No Director for the time being out of the United Kingdom shall be entitled to notices convening meetings of the Directors, and it shall not be obligatory to send such notices to any Director for the time being out of the United Kingdom.

12. If any Director shall be unable through illness or other cause to attend any meeting or meetings of the Directors or shall be about to leave or shall have left the United Kingdom, he may, by writing under his hand appoint any person to be his alternate; and every such alternate shall during such illness or absence from the United Kingdom of the Director appointing him, be entitled to attend and vote at meetings of the Directors, and shall have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. The exercise by such alternate of such powers, rights, duties and authorities shall be valid until express notice shall have been received by the Board or the Secretary that his appointment has terminated.

13. A Director shall be entitled to contract or participate in the profits of any contract with the Company in the same manner as if he were not a Director, and shall be entitled to vote at a meeting of the Directors in respect of any contract or arrangement in which he is interested and accordingly sub-clauses (2) and (4) of Clause 84 of Part I of Table "A" shall not apply.

14. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad

or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution unanimously passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

15. The Directors may from time to time by Resolution appoint any Manager or other officer or employee of the Company as a Special Director of the Company and may remove him in similar manner. A person so appointed shall have the powers and be subject to the provisions hereinafter contained :-

(a) The powers and duties of a Special Director may be set out in the Resolution of the Directors appointing him.

(b) The remuneration of a Special Director shall be determined from time to time by the Directors but the appointment of a person as a Special Director shall not affect the term or condition of his employment by the Company either as regards duties, remuneration, pension or otherwise whatsoever.

(c) A Special Director shall not be entitled to receive notice of or attend at any meeting of Directors unless invited by the Directors so to do and shall not in any circumstances be entitled to vote nor be counted for the purpose of making a quorum. The Directors shall have the right to transact any business without the approval or knowledge of a Special Director except that no act or thing shall be done which would impose any personal liability on a Special Director without his knowledge and consent.

(d) A Special Director shall be entitled to the same indemnity as is afforded by these Articles to every Director, Manager, Secretary or other officer of the Company

and to any person employed by the Company as Auditor.

(e) A Special Director shall not be deemed for any purpose to be a Director of the Company and accordingly shall not be required to hold any share qualification.

(f) Subject to clause (g) of this Article a Special Director shall hold office until removed by Resolution of the Directors.

(g) The office of a Special Director shall be vacated :-

(i) If he becomes bankrupt, suspends payment or compounds with his creditors

(ii) If he be found lunatic or becomes of unsound mind

(iii) By notice in writing to the Directors he resigns his office

(iv) If he ceases to be employed by the Company.

No. 674803



Reference: C.R. 98/2351/66

BOARD OF TRADE

COMPANIES ACT, 1948

TILOSUP 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

RICHARD HILL LIMITED



Signed on behalf of the Board of Trade

this THIRTY-FIRST DAY OF MARCH

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Zs. Whitfield.

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

C.60

2222 WT.44266 D.4133 12M 2/63 T.P. Op.858.

No. C 172

No. 674803

DUPLICATE FOR THE FILE



Certificate of Incorporation on Change of Name

Whereas

TILOSUP LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the ELEVENTH DAY OF NOVEMBER, 1960

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

RICHARD HILL LIMITED

Given under my hand at London, this THIRTY-FIRST DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

Certificate received by

Geoffrey Holmes

L. S. Whitfield
Assistant Registrar of Companies.

Date 31. 3. 66

Number of
Company } 674803



Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

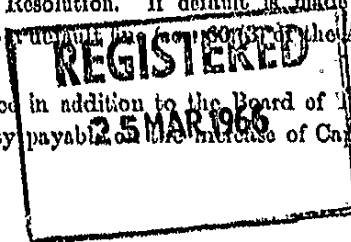
Insert the
Name
of the
Company

TILOSUP

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 fine not exceeding £100 (or 10% 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

Messrs. GODDEN, HOLME & CO. (PFC - Bel. 5215)

5 Upper Belgrave Street,

London, S.W.1

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,

Tilosup Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 23rd day of March 1966
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 900 beyond the Registered Capital
of £ 100

*"Ordinary",
"Extra-
ordinary", or
"Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
400	6½ per cent Cumulative Redeemable Participating Preference	£1
500	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:—

1. Preference Shares:—

- (a) Dividend 6½ per cent cumulative fixed plus 11s. 3d. per £1,000 of net profits available for dividend.
- (b) Non-voting.
- (c) Redeemable after 30th June 1968
- (d) Rank for dividend and return of capital before Ordinary Shares but do not participate in surplus on winding up for further detail see Article No. 4 of the New Articles adopted today and filed with this Notice.

2. Ordinary Shares rank pari passu with and form a single class with existing issued Ordinary Shares.

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

Signature

M. Sparrowham

State whether Director
or Secretary

Director

Dated the

24th

day of

March

1966

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

Company) / 20
THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal

OF



TILOSUP

LIMITED

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

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

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

Presented by

Messrs. GODDEN, HOLME & CO. (PFC - Bel. 5215)

5 Upper Belgrave Street,

London, S.W.1



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 Innover Street, W.1; 53-59 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

T104.

THE NOMINAL CAPITAL

OF

Tilosup

Limited

has by a Resolution of the Company dated
23rd March 1966 been increased by
the addition thereto of the sum of £ 900,
divided into:—

400 $6\frac{1}{2}$ per cent Cumulative Redeemable
Participating Preference Shares of £1 each
500 Ordinary Shares of £1 each

beyond the registered Capital of £100

Signature

W. J. Cunningham

(State whether Director or Secretary) Director

Dated the 24th day of March 1966

674803

THE COMPANIES ACT, 1948.
REGISTRATION

...Chairman

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

+
RICHARD HILL LIMITEDInvs: Engineers:
and steel
manufacturers

1. The name of the Company is "RICHARD HILL LIMITED".

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

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

++ (1) To carry on all or any of the businesses of iron and steel manufacturers and steel converters in all their branches, rollers of iron and steel for wire rods, bars, hoops, rivets, or plates, or any other purposes. Drawers, makers, finishers, galvanizers, and manufacturers of wire rope, nails, hinges, galvanizers, and manufacturers of wire rope, nails, hinges, bolts and nuts, rivets and tubes, and buyers and sellers of iron, steel, brass, and other metals in any manufactured or other form, salt manufacturers, manufacturers of gas, coke, or bricks, merchants and general traders, and all the branches of the before-mentioned businesses or any of them, or development thereof.

(2) To carry on the business of general engineers, machinists, smiths, fitters, millwrights, carpenters, timber merchants, pattern makers, makers of tools and implements, and all other branches of business usually or conveniently connected with any such business as aforesaid, as well for the furtherance of any of the businesses mentioned in this Memorandum as for the purpose of profit as independent businesses.

The name of the Company was changed from Tilosup Limited to its present name by Special Resolution passed the 23rd March, 1966.

++ Paragraphs (1) to (22) inclusive were adopted by Special Resolution passed the 23rd March 1966.



- ✓ (3) To purchase, take on lease, or otherwise acquire any land, buildings or works, or any mines, minerals, royalties, way leaves, rights of way, easements, privileges or advantages for the purpose of the trade of the Company, and to erect any works, buildings, machinery or plant which the Company may consider desirable for any of the purposes included in this Memorandum.
- ✓ (4) To purchase and sell as merchants or otherwise, any coal, coke, ironstone, limestone, pig iron, plates, steel or iron wire, nails, billets, wire rods or iron and steel in any form whatever, and all or any other metals, metallic alloys, machinery, engines, timber, bricks, and any other mineral or things, whether necessary for the carrying on of the trade of the Company, or purchased or sold for the purpose of independent trade.
- ✓ (5) To carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- ✓ (6) To purchase or otherwise acquire any patents, brevets d'invention, concessions and the like, conferring an exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property and rights so acquired.
- ✓ (7) To purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- ✓ (8) To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railway branches or sidings, bridges, reservoirs, water courses, docks, wharves, hydraulic works, electric works, warehouses, and other works and conveniences which may seem directly or indirectly conducive to any of the Company's objects, and to contribute to, subsidize, or otherwise assist or take part in any such operations.

- (9) To enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority, all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (10) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, or co-operation with any person or company carrying on or about to carry on any business which this Company is authorised to carry on, or any business or transaction capable of being contracted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidize or otherwise assist any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with such shares or securities.
- (11) Generally, to purchase, take on lease, or in exchange, hire, or otherwise acquire any real or personal property, and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company's property or rights for the time being, and in particular any land, building, easements, licences, patents, machinery, ships, barges, rolling stock, plant and stock in trade.
- (12) To aid in the establishment and support of associations or institutions calculated to benefit persons employed by the Company or having dealings with the Company.
- (13) To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company. To promote any other company for the purpose of acquiring all or any of the property, rights and liberties of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (14) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

- (15) To lend money to such persons and on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by members of or persons having dealings with the Company.
- (16) To guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (17) To borrow or raise money in such manner as the Company shall think fit, and to secure the payment of money owing by the Company by the issue of Debentures or Debenture Stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled Capital, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, and all negotiable instruments.
- (18) At any time and from time to time at its discretion to make subvention payments within the meaning of Section 20 of the Finance Act, 1953 or any statutory modification or re-enactment thereof to any other company or companies of which the Company is an Associated Company as therein defined.
- (19) To obtain any Provisional Order of the Board of Trade, or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution.
- (20) To do all or any of the above things, either as principals, agents, contractors, or otherwise, and either alone or in conjunction with others, or either by or through agents, sub-contractors, trustees, or otherwise, and in any part of the world.
- (21) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.

(22) To do all such things as are incidental or conducive to the attainment of the above objects, and so that the word "Company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be deemed independent objects of the Company, and shall in no wise be limited by references to any other paragraph.

4. The liability of the members is limited.

+ 5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

+ The Share Capital of the Company was increased on the 23rd March 1966 to £1,000 divided into 400 6½% Participating Redeemable Cumulative Preference Shares of £1 each and 600 Ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each subscriber
<p>JEAN HERBERT, 156, Strand, London, W.C.2.</p> <p>Company Director.</p>	ONE
<p>THOMAS ARTHUR HERBERT, LL.B., 156, Strand, London, W.C.2.</p> <p>Barrister-at-Law.</p>	ONE

DATED the 6th day of July, 1960.

WITNESS to the above signatures:-

ROBERT LITTLE,
19 Walker Street,
Edinburgh, 3.

Secretary.

A

Please do not
write in this
binding margin

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

*delete if
inappropriate

NOTE

Please read
notes 1 to 6
overleaf before
completing this
form

†delete as
appropriate

See note 4 (c)
and complete if
appropriate

‡delete as
appropriate

§delete as
appropriate

THE COMPANIES ACTS 1948 TO 1976

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

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

Form No. 3

3

To the Registrar of Companies

For official use

Company number

72

674803

Name of company

RICHARD HILL

Limited *

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

Day Month

3 1 1 2

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

Day Month Year

3 1 1 2 1 9 8 2

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

The company is a [subsidiary] [holding company]† of ALLIED STEEL AND WIRE
(HOLDINGS) LIMITED

_____, company number 20255

the accounting reference date of which is 31.12.82

Signed

[Director] [Secretary] §

Date 27/10/82.

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

G. D. W. Bartlett
Company Secretary
Allied Steel and Wire Ltd.,
Castle Works,
Cardiff.

For official use
General section

Post room





Department of Trade and Industry
COMPANIES REGISTRATION OFFICE
Companies House Crown Way
CARDIFF CF4 3UZ

Tel: Cardiff (0222) 388588 Ext. 2006

RICHARD HILL LIMITED
MARSH WORKS
MIDDLESBROUGH
YORKSHIRE

Please address any reply to the Registrar

quoting reference DEF6 674803

Gazette List Number 2850

Date **15 OCTOBER 1985**

COMPANIES ACT 1985

RICHARD HILL LIMITED

In pursuance of section 652 of the Companies Act 1985 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

A D FELLOW
for Registrar

DISSOLVED

674803 RICHARD HILL LIMITED

This Company was struck off the Register under Section 652(5)
of the Companies Act 1985 and dissolved by notice in the
London Gazette dated 18 FEBRUARY 1986



(A D FELLOWS)
for Registrar

DEF 1 SENT	00/00/00
DEF 2 SENT	00/00/00
DEF 3 SENT	00/00/00
FIRST GAZ	04/10/85

8113