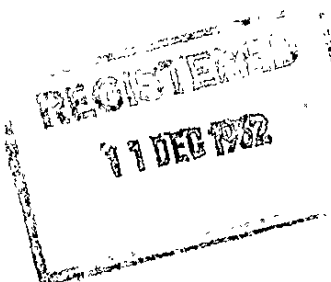


743682



FEE Form 41.  
£ 00.25  
COMPANIES REGISTRATION

# THE COMPANIES ACT, 1948



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

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

Pursuant to Section 15 (2).

Name  
of  
Company

JOHN B. SUNLEY (BUILDERS) Limited.

PUBLISHED AND SOLD BY

**WATERLOW & SONS LIMITED,**

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

THE SUNLEY SOCIETY LIMITED  
STATIONERY SOCIETY LIMITED

Presented by Bulmer Lawson & Roberts

Solicitors

11, BRIDGE STREET, LEEDS. 1.

[C.A. 1.]

n/02

I ERIC HAROLD JAMES REEGLD

of 126 Eecketts Park Drive Headingley Leeds 6.

Solicitor

(a) "A Solicitor of  
the Supreme Court (or  
in Scotland a Solicitor)  
engaged in the forma-  
tion."

or

"A Person named in  
the Articles of Asso-  
ciation as a Director  
or Secretary."

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

of

JOHN B. SULLY (BUILDERS)

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

Provincial House Albion Street

Leeds in the County of York

the 15th day of March

one thousand nine hundred and Sixtytwo

Before me,

N. Jeckel

\*Delete as  
necessary.

\*A Commissioner for Oaths.

Notary Public.

Justice of the Peace.

*[Signature]*

743682 / 2

ced 10/  
Form 25.

No. of Company \_\_\_\_\_



JOHN BL SURLEY (BUILDERS) LIMITED.

11 DEC 1932

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

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

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

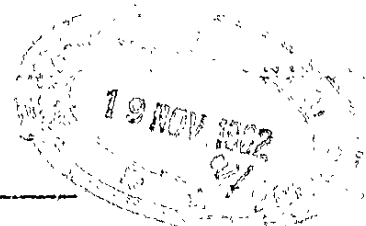
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

THE SOLICITORS LIMITED  
Bulmer & Roberts  
Provincial House  
Albion Street, Leeds. 1.  
COMPANY D. PARK

[C.A.80]  
9/61.



The NOMINAL CAPITAL of \_\_\_\_\_

\_\_\_\_\_  
JOHN B. SUNLEY (BUILDERS) Limited

is £ 100 divided into 100 shares of £10 each

Signature \_\_\_\_\_

Solicitor engaged in the formation  
\_\_\_\_\_

State whether Director or Secretary.

Date 15<sup>th</sup> day of November 1962

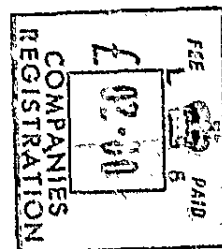


The Companies Act, 1948

743682

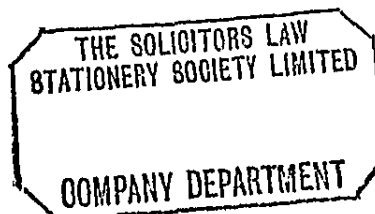
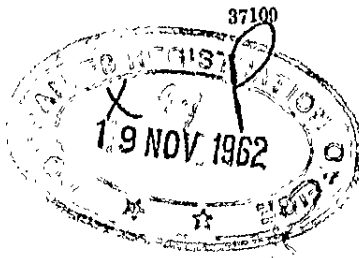
11 DEC 1962

COMPANY LIMITED BY SHARES



# Memorandum of Association OF JOHN B. SUNLEY (BUILDERS) LIMITED

1. The name of the Company is "JOHN B. SUNLEY (BUILDERS) 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 public works and building contractors, civil, construction and mining engineers, earth movers, road making, spraying and surfacing contractors, stone, cement and concrete makers and contractors, builders, decorators, bricklayers, stonemasons, shopfront fitters, painters, plasterers, french polishers, paper-hangers, plumbers, sanitary engineers, electricians, joiners and carpenters, and to carry on business as builders' merchants, glaziers, slaters, locksmiths, gas, electrical and water engineers, heating, ventilating, refrigerating and mechanical engineers, sheet metal workers, and manufacturers and merchants of materials and plant used for any of the said businesses.
  - (B) To carry on business in land and house and other property of any tenure, and any interest therein, and to create, sell and deal in freehold and leasehold ground or other rents, and to advance upon the security of land or house or other property, or any interest therein, and



generally to deal in, traffic by way of sale, lease, exchange, partition or otherwise with land, house property and any other property, real or personal.

- (C) To purchase or otherwise acquire shares, stocks, debentures, debenture stock, perpetual or otherwise, bonds, obligations and securities issued or guaranteed by any company, government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to acquire any such shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to make payments thereon as called upon or in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, with power to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
- (D) 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.
- (E) 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.
- (F) 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.
- (G) 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.
- (H) 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.

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

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

- (s) 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.
- (t) 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.
- (u) 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.
- (v) 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.
- (w) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (x) 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 £100, divided into 100 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. ✓

Dated this 15<sup>th</sup> day of November, 1962.

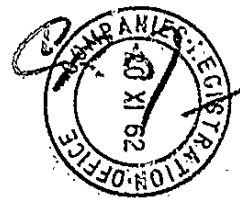
Silda. N. Webster

Harrogate.

Spürster



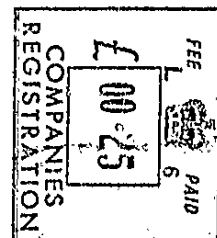
743682

*The Companies Act, 1948*

COMPANY LIMITED BY SHARES

## Articles of Association

OF

**JOHN B. SUNLEY (BUILDERS) LIMITED****REGISTERED**  
**1 DEC 1982**

### 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, 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, 3, 4 and 6 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, and to the provisions of the next following Article, 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. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued,

be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. 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.

6. 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.

7. (A) Subject as in these Articles provided, any share may be transferred to any member of the Company, and any share may be transferred by a member to his or her father or mother, or to any lineal descendant of his or her father or mother, or to his or her wife or husband, and any share of a deceased member may be transferred to the widow or widower or any other such relative as aforesaid of such deceased member or may be transferred to or placed in the names of his or her executors or trustees; and in any such circumstances (but subject as aforesaid) regulation 3 of Table A, Part II, shall not apply save to ensure that the number of members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

(B) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days

after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price. Provided always that, notwithstanding anything hereinbefore contained, where more than one share is comprised in the sale notice then unless a purchasing member is found for each of the shares so comprised no obligation to transfer or to purchase any of such shares shall arise and the Directors shall be deemed not to have found a purchasing member for any of such shares.

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

(d) Any direction (by way of renunciation, nomination or otherwise), by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself, shall for the purposes of regulation 3 of Table A, Part II, be deemed to be a transfer, and the Directors shall accordingly be entitled to decline to register such person as the holder thereof except where he is a person to whom a transfer of shares might be made by the member pursuant to paragraph (A) of this Article.

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

9. 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.

10. 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 seven.

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

### BORROWING POWERS.

12. 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.

13. 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.

14. 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 183 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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

---

W. J. Hunt.  
 126, Dubois Ind. Drive, Hastings, Mich.  
 Minister

Frank W. Chadwick  
 112, Goldington Avenue, Oakton, Huddersfield  
 Solicitor

---

Dated this 15<sup>th</sup> day of March, 1962.

Witness to the above Signatures—

Kilda. N. Webster.  
 29. Harrison Gore.  
 Harrogate.  
 Solicitor

---



C. 173

DUPLICATE FOR THE FILE.

No. 743582



## Certificate of Incorporation

I Hereby Certify, that

JOHN B. SUNLEY (BUILDERS) 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 DECEMBER  
ONE THOUSAND NINE HUNDRED AND SIXTY TWO.

*L.S. Whitfield.*

Assistant Registrar of Companies.

Certificate  
received by

*SLSS*

Date

*11/12/62*

743682 112

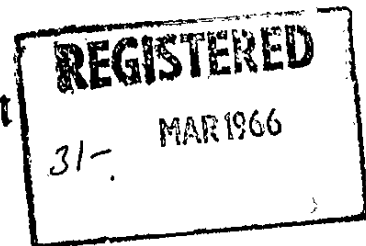


THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

**Special Resolution**

OF



**JOHN B. SUNLEY (BUILDERS) LIMITED**

(Passed 31st March, 1966)

At an EXTRAORDINARY GENERAL MEETING of John B. Sunley (Builders) Limited, duly convened and held on 31st day of March, 1966, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

THAT the name of the Company be changed to Bernard Sunley & Sons Limited.

*W. A. Anapland*



No. 743682



Reference: C.R. 98/1884/66

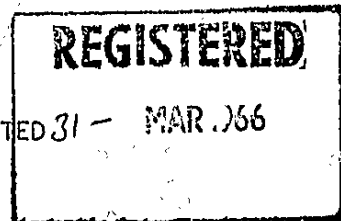
BOARD OF TRADE

COMPANIES ACT, 1948

JOHN B. SUNLEY (BUILDERS) 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

BERNARD SUNLEY & SONS LIMITED



Signed on behalf of the Board of Trade

● this THIRTY-FIRST DAY OF MARCH

ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L. S. Whitfield*

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

C60

2373 Wt.44366 D.4133 12M 2/65 T.P. Gp.658.

C.172

DUPLICATE FOR THE FILE

o. 743682



## Certificate of Incorporation on Change of Name

Whereas

JOHN B. SUNLEY (BUILDERS) LIMITED

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

on the ELEVENTH DAY OF DECEMBER, 1962

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

BERNARD SUNLEY & SONS LIMITED

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

Certificate received by

*S. Langhills and Ma. (G.L.H./JON)*

*18, Austin, Finch, E.C.2.*

Date *31/3/66*

*L.S. Whitfield*  
Assistant Registrar of Companies.

39/27



5/-

No. 743682 | 19.

THE COMPANIES ACT, 1948

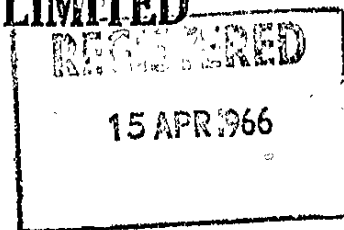
COMPANY LIMITED BY SHARES

## Resolutions

OF

**JOHN B. SUNLEY (BUILDERS) LIMITED**

(Passed 29th March, 1966)



At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 29th day of March, 1966, the following Resolutions were duly passed, Resolutions No. 1 and 3 as ORDINARY RESOLUTIONS and Resolutions No. 2 and 4 as SPECIAL RESOLUTIONS:

### RESOLUTIONS

1. That the 100 Shares of £1 each in the capital of the Company be henceforth known as Ordinary Shares.
2. That Clause 3 of the Memorandum of Association be deleted and the following new Clause substituted therefor:—
- “3. The objects for which the Company is established are:—
  - (A) To carry on business as public works and building contractors, civil, construction and mining engineers, earth movers, road making, spraying and surfacing contractors, stone, cement and concrete makers and contractors, builders, decorators, bricklayers, stone-masons, shopfront fitters, painters, plasterers, french polishers, paperhangers, plumbers, sanitary engineers, electricians, joiners and carpenters, and to carry on business as builders' merchants, glaziers, slaters, locksmiths, gas, electrical and water engineers, heating,

ventilating, refrigerating and mechanical engineers, sheet metal workers, and manufacturers and merchants of materials and plant used for any of the said businesses.

- (B) To carry on business in land and house and other property of any tenure, and any interest therein, and to create, sell and deal in freehold and leasehold ground or other rents, and to advance upon the security of land or house or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, partition or otherwise with land, house property and any other property, real or personal.
- (C) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
- (D) To acquire for any estate or interest and to take options over, construct and develop any property real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.
- (E) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
- (F) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (G) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and

future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

- (H) To guarantee the payment of money secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company whether British Colonial or Foreign or of any authority supreme municipal local or otherwise or of any person whomsoever including in particular, but without prejudice to the generality of the foregoing, the payment of money secured by or payable under or in respect of any debentures, debenture stock, bonds, mortgages, charges or securities which may at any time be created by Bernard Sunley & Sons Limited of which Company the Company is a subsidiary and for that purpose to mortgage or charge the undertaking and all or any of the property and assets, present and future, and uncalled capital of the Company. hwa
- (I) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (J) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (K) To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interest of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (L) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

- (M) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (N) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors and ex-Directors) of the Company, or of its predecessors in business, or of its holding company or subsidiary or associated companies (if any), or to the relations, connections or dependants (or to any other person in respect) of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (O) To act as secretaries, managers, registrars or transfer agents for any other company.
- (P) To distribute any of the property of the Company among its Members in specie or kind.
- (Q) To do all or any of the things or matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (R) To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, 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 that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company."

3. That the authorised share capital of the Company be increased <sup>has</sup> £4,400 by the creation of:—



- (A) 4,000 8 per cent. Cumulative "A" Preference Shares of £1 each having attached thereto the special rights expressed to be attached thereto in the new Articles of Association of the Company referred to in Resolution No. 4 below;
- (B) 300 8 per cent. Redeemable Cumulative Participating "B" Preference Shares of £1 each having attached thereto the special rights expressed to be attached thereto in the new Articles of Association of the Company referred to in Resolution No. 4 below.

4. That the regulations contained in the 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 the existing Articles of Association.

*W. A. Ingham*

743682

THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

BERNARD SUNLEY & SONS LIMITED

PRELIMINARY

1. The regulations contained in Part II of Table "A" in the First Schedule to the Companies Act, 1948, (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles apply to the Company. Except as otherwise stated references herein to regulations in Table "A" shall be construed as referring to those in Part I thereof.

SHARE CAPITAL

2. The share capital of the Company is £4,400 divided into 4,000 8 per cent. Cumulative "A" Preference Shares of £1 each, 300 8 per cent. Redeemable Cumulative Participating "B" Preference Shares of £1 each and 100 Ordinary Shares of £1 each.

3. The rights and privileges attached to the respective classes of shares are as follows :-

- (a) The holders of the said "A" Preference Shares shall be entitled to receive out of the profits of the Company available for dividend a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the capital paid up or credited as paid up thereon and shall rank for such dividend in priority to any payment to the holders of any other class of shares.

- (b) The holders of the said "B" Preference Shares shall be entitled to receive out of the profits of the Company available for dividend a fixed cumulative preferential dividend at the rate of 8 per cent. per annum on the capital paid up or credited as paid up thereon and shall rank for such dividend next after the said "A" Preference Shares in priority to the Ordinary Shares.
- (c) Any surplus profits available for dividend up to the amount of £500,000 in any year which it shall be determined to distribute after providing for the fixed dividends on the said "A" Preference and the said "B" Preference Shares shall be applicable first in payment of dividends to the holders of the said "B" Preference Shares and the Ordinary Shares in proportion to the capital paid up or credited as paid up thereon of such an amount as the Directors may determine but not exceeding 4 per cent. in any year and the remainder of such surplus profits (if any) shall be applicable in payment of dividends on the Ordinary Shares.
- (d) Any surplus profits available for dividend in excess of the amount of £500,000 in any year which it shall be determined to distribute shall be applicable in payment of dividends on the said "B" Preference Shares and the Ordinary Shares in proportion to the capital paid up or credited as paid up thereon.
- (e) In a winding up of the Company (i) the holders of the said "A" Preference Shares shall be entitled to repayment of the capital paid up or credited as paid up thereon together with

all arrears of the said fixed cumulative preferential dividend whether earned or declared or not down to the commencement of the winding-up in priority to any repayment of capital in respect of any other class of shares and (ii) the holders of the said "B" Preference Shares shall be entitled to repayment of the capital paid up or credited as paid up thereon together with a premium of 1s. per share and all arrears of the said fixed cumulative preferential dividend whether earned or declared or not down to the commencement of the winding-up in priority to any repayment of capital in respect of the Ordinary Shares but save as aforesaid the holders of the said "A" Preference Shares and the said "B" Preference Shares shall not be entitled to any further participation in surplus assets.

(f) The "B" Preference Shares shall be redeemable in any manner for the time being authorised by law at the option of the Company on or at any time after the 31st day of March 1969 on one month's notice being given by the Company to the holders thereof of its intention in that behalf by the payment of the par value thereof together with a premium of 1s. per share and a sum equal to any arrears of the said fixed preferential dividend of 8 per cent. whether earned or declared or not calculated down to the date of payment.

(g) The holders of the Preference Shares of any class shall have no right as such to receive notice of or to attend and vote at any general meeting of the Company unless (i) at the date of the notice convening the meeting the preferential 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 31st March and 30th September in every year) or (ii) the business of the meeting includes the consideration of a resolution for winding-up the Company or reducing the capital or any resolution directly or adversely altering or abrogating any of the special rights attached to that class of shares.

4. The unissued shares of the Company shall be at the disposal of the Directors, who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

#### GENERAL MEETINGS

5. 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 half an hour from the time appointed for such adjourned meeting those holders of shares of the Company who are present shall be a quorum and Regulation 4 of Table "A" shall be modified accordingly.

#### LIEN

6. The lien conferred by Regulation 11 of Table "A" shall also 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, and Regulation 11 of Table "A" shall be construed accordingly.

#### CALLS ON SHARES

7. In Regulation 15 of Table "A" the words "except in so far as may be otherwise agreed between the Company and any member in the case of the shares held by him" shall be

31st March

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inserted immediately after the words "Provided that".

8. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company entitled to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply.

#### DIRECTORS

9. Unless and until determined by the Company in general meeting the Directors shall not be less than two. Regulation 75 of Table "A" shall not apply.

10. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

11. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company. Regulation 77 of Table "A" shall not apply.

12. 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 (including its holding Company) Regulation 79 of Table "A" shall not apply.

13. A Director shall be capable of contracting or of participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Regulation 84 of Table "A" shall be modified accordingly.

14. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Directors whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

15. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment

under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 67 of Table "A" shall not apply.

16. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age. Regulation 88 of Table "A" shall be modified accordingly.

17. Any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by him or them or, in the case of a corporate Member, by one of its directors on its behalf and left at or sent to the Registered Office of the Company, or the Company in general meeting, may at any time or from time to time appoint any person or persons to be a Director or Directors of the Company either as an additional Director or to fill any vacancy or remove any Director from office howsoever appointed.

18. Without prejudice to the powers contained in the preceding Article hereof, the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table "A") hold office until he is removed pursuant to the preceding Article. Regulations 89 to 97 (inclusive) of Table "A" shall not apply.



19. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall, subject as aforesaid, be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table "A" shall not apply.

20. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table "A" shall not apply.

21. The Directors may from time to time appoint any person to be joint, temporary or assistant Secretary to perform any duties of the Secretary and Regulations 110, 111 and 112 and the definition of "Secretary" in Regulation 1 of Table "A" shall be modified accordingly.

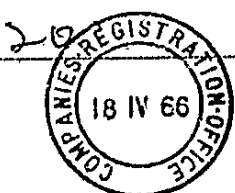
22. The Directors may delegate any of their powers to committees whether consisting of a member or members of the Board of Directors or not, as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform with any regulation that may be imposed on it by the Directors. Regulation 102 of Table "A" shall not apply.

P. J. MORLEY - JALOB

Chairman

Number of  
Company

743682



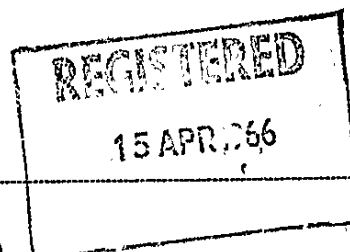
## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

JOHN B. SUNLEY (BUILDERS)



### LIMITED

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

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

Presented by

SLAUGHTER AND MAY (GGL/JDN)

18, Austin Friars,

London, E.C.2.

Form No. 10

To THE REGISTRAR OF COMPANIES,

JOHN B. SUNLEY (BUILDERS)

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

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a \* Ordinary

Resolution of the Company dated the 29th day of March 1965

the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 4,300 beyond the Registered Capital  
of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
4,000	8% Cumulative 'A' Preference Shares of £1 each	
300	8% Redeemable Cumulative Participating 'B' Preference Shares of £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 rights attached to the above 'A' and 'B' Preference Shares  
are as set out in the Articles of Association adopted by Special  
Resolution passed on the 29th day of March 1966.

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

Signature

W.A. Shapland

State whether Director  
or Secretary

DIRECTOR

Dated the 5th day of April 1966

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

17 days to 15/4/66

+INT 1/2

CCD £21-10-0

Number of  
Company } 743682 | 21.

Form No. 26a

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

## Statement of Increase of the Nominal Capital OF

JOHN B. SUNLEY (BUILDERS)

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

SLAUGHTER AND MAY (GIL/JDN)

18 Austin Friars, London, E.C.2.

REGISTERED

15 APR 1966

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; 157 Hope Street, Glasgow, G.2.

# THE NOMINAL CAPITAL

OF

JOHN R. SUNLEY (BUILDERS)

Limited

has by a Resolution of the Company dated

29th March, 1966 been increased by

the addition thereto of the sum of £ 4,300,

divided into :—

4,000 8 per cent. Cumulative "A" Shares of £1 each  
Preference

300 8 per cent. Redeemable Cumulative Shares of £1 each  
Participating "B" Preference

beyond the registered Capital of £100

Signature W. A. Mapland

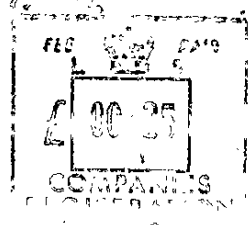
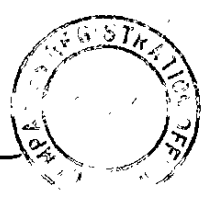
(State whether Director or Secretary) DIRECTOR

Dated the First day of April 1966

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

31/27

743682



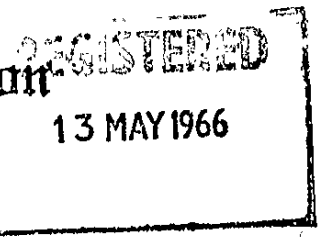
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THE COMPANIES ACT, 1948

1. The Works  
and  
Paving - Building Contractors

COMPANY LIMITED BY SHARES

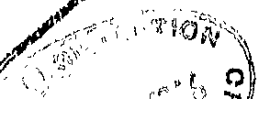
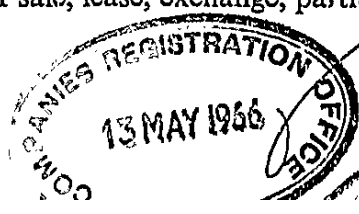
# Memorandum of Association



OF

## BERNARD SUNLEY & SONS LIMITED

1. The name of the Company is "BERNARD SUNLEY & SONS 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 public works and building contractors, civil, construction and mining engineers, earth movers, road making, spraying and surfacing contractors, stone, cement and concrete makers and contractors, builders, decorators, bricklayers, stonemasons, shopfront fitters, painters, plasterers, french polishers, paperhangers, plumbers, sanitary engineers, electricians, joiners and carpenters, and to carry on business as builders' merchants, glaziers, slaters, locksmiths, gas, electrical and water engineers, heating, ventilating, refrigerating and mechanical engineers, sheet metal workers, and manufacturers and merchants of materials and plant used for any of the said businesses.
  - (b) To carry on business in land and house and other property of any tenure, and any interest therein, and to create, sell and deal in freehold and leasehold ground or other rents, and to advance upon the security of land or house or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, partition



1. The Works  
and  
Paving - Building Contractors

or otherwise with land, house property and any other property, real or personal. ✕

- (c) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights. ✕
- (d) To acquire for any estate or interest and to take options over, construct and develop any property real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company. ✕
- (e) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions. ✕
- (f) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company. ✕
- (g) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other obligations or securities of any description. ✕
- (h) To guarantee the payment of money secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company whether British Colonial or Foreign or of any authority supreme municipal local or otherwise or of any person whomsoever including in particular, but without prejudice

to the generality of the foregoing, the payment of money secured by or payable under or in respect of any debentures, debenture stock, bonds, mortgages, charges or securities which may at any time be created by Bernard Sunley & Sons Limited of which Company the Company is a subsidiary and for that purpose to mortgage or charge the undertaking and all or any of the property and assets, present and future, and uncalled capital of the Company. +

- (i) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company. +
- (j) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business. +
- (k) To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interest of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company. +
- (l) To procure the registration or incorporation of the Company in or under the laws of any place outside England. +
- (m) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition. +
- (n) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors and ex-Directors) of the Company, or of its predecessors in business, or of its holding company or subsidiary or



associated companies (if any), or to the relations, connections or dependants (or to any other person in respect) of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interest of the Company or of its Members. ~~A~~

- (o) To act as secretaries, managers, registrars or transfer agents for any other company. ~~X~~
- (p) To distribute any of the property of the Company among its Members in specie or kind. ~~X~~
- (q) To do all or any of the things or matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others. ~~X~~
- (r) To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them. ~~X~~

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, 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 that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company. ~~X~~

4. The liability of the members is limited. ~~X~~

5. \*The share capital of the Company is £100, divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise. ~~/~~

---

\*The capital of the Company at 5th April 1966, was as shown in Article 2 of the Articles of Association attached hereto. *adopted by Special Resolution passed the 24<sup>th</sup> day of March, 1966.*

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.
<p>E. H. J. RECORD, 126 Becketts Park Drive, Headingley, Leeds, 6. <i>Solicitor.</i></p>	<p>One</p>
<p>BRIAN W. CHADWICK, 112 Goldington Avenue, Oakes, Huddersfield. <i>Solicitor.</i></p>	<p>One</p>

DATED this 15th day of November, 1962.

WITNESS to the above Signatures:—

HILDA N. WEBSTER,  
29 Harrison Grove,  
Harrogate.

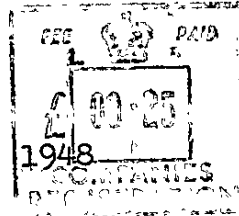
*Spinster.*

743622

23



THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

RESOLUTION

- of -

BERNARD SUNLEY & SONS LIMITED

(Passed 5th April, 1966)

At an EXTRAORDINARY GENERAL MEETING of BERNARD SUNLEY & SONS LIMITED duly convened and held on 5th April, 1966 the following Resolution was duly passed as an ORDINARY RESOLUTION :-

RESOLUTION

THAT with a view to the acquisition of the business undertaking and assets of John B. Sunley (Builders) Limited the authorised share capital of the Company be increased to £5,000 by the creation of 600 additional Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.



*W.A. Inskip*

REGISTRATION

Number of  
Company } 743682



CR 57-  
Form No. 10

## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

BERNARD SUNLEY & SONS

LIMITED

REGISTERED  
10 MAY 1966  
JCB

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

SLAUGHTER AND MAY (GIL/JDN)

18 Austin Friars,

London, E.C.2.

To THE REGISTRAR OF COMPANIES,

BERNARD SUNLEY & SONS

Limited, hereby gives notice, pursuant to

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

Section 63 of the Companies Act, 1948, that by an \* Ordinary

Resolution of the Company dated the 5th day of April 1966

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £600 beyond the Registered Capital of £4,400

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
600	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:—

To rank pari passu with the existing Ordinary Shares in the capital of the Company.

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

Signature

W.A. Appleland

State whether Director  
or Secretary

DIRECTOR

Dated the 18 day of April 1966

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

Number of } 743682  
Company }

Form No. 26a

CCD £ 3.

# THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



## Statement of Increase of the Nominal Capital

OF

REGISTERED

10 MAY 1966

BERNARD SUNLEY & SONS

LIMITED

207

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

SLAUGHTER AND MAY (GLL/JDN)

18 Austin Friars,

London, E.C.2.

19/4/66

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; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

# THE NOMINAL CAPITAL

OF

BERNARD SUNLEY & SONS

Limited

has by a Resolution of the Company dated

5th April 1966 been increased by

the addition thereto of the sum of £600

divided into :—

600 Ordinary Shares of £1 each

Shares of ———— each

beyond the registered Capital of £4,400

Signature

W. A. Chapman

(State whether Director or Secretary) Director

Dated the 18 day of April 1966

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

No. 743682 | 38

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION OF  
BERNARD SUNLEY AND SONS LIMITED

PASSED THE 24TH DAY OF NOVEMBER, 1969

At the GENERAL MEETING of the holders of the Cumulative "A" Preference shares of £1 each in the capital of the above named Company held on the 24th day of November, 1969, the following EXTRAORDINARY RESOLUTION was duly passed:

EXTRAORDINARY RESOLUTION

That the holders of the Cumulative "A" Preference shares of £1 each in the capital of the Company hereby consent to the conversion of each of the 4,000 8% Cumulative "A" Preference shares of £1 each into one Ordinary share of £1 in accordance with Resolution number 1 contained in a Notice of Extraordinary General Meeting of the Company dated 24th November, 1969.

*John B. Sunley*

John B. Sunley  
Chairman

REGISTRATION



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION OF  
BERNARD SUNLEY AND SONS LIMITED

PASSED THE 24TH DAY OF NOVEMBER, 1969

At the GENERAL MEETING of the holders of the Redeemable Cumulative Participating "B" Preference shares of £1 each in the capital of the above named Company held on the 24th day of November, 1969, the following EXTRAORDINARY RESOLUTION was duly passed:

EXTRAORDINARY RESOLUTION

That the holders of the Redeemable Cumulative Participating "B" Preference shares of £1 each in the capital of the Company hereby consent to the conversion of each of the 300 8% Redeemable Cumulative Participating "B" Preference shares of £1 each into one Ordinary share of £1 in accordance with Resolution number 2 contained in a Notice of Extraordinary General Meeting of the Company dated 24th November, 1969.



John B. Sunley  
Chairman



No. 743682

146  
THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

BERNARD SUNLEY AND SONS LIMITED

At an EXTRAORDINARY GENERAL MEETING OF BERNARD SUNLEY AND SONS LIMITED duly convened and held on 24th November, 1969 the following Resolutions of which Resolutions Nos. 1 and 2 were proposed as SPECIAL RESOLUTIONS and Resolution Number 3 as an Ordinary Resolution were duly passed.

RESOLUTIONS

1. THAT each of the 4,000 8% Cumulative "A" Preference shares of £1 each in the capital of the Company be converted into one Ordinary share of £1.
2. THAT each of the 300 8% Redeemable Cumulative Participating "B" Preference shares of £1 each in the capital of the Company be converted into one Ordinary share of £1.
3. THAT the authorised share capital of the Company be increased to £250,000 by the creation of 245,000 additional Ordinary shares of £1 each.

*John B. Sunley*  
JOHN B. SUNLEY  
CHAIRMAN



Number of  
Company

743682

CF 431/51-

# THE COMPANIES ACTS 1948 to 1967

## NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

(A separate STATEMENT OF INCREASE may not be required with this form; please see overleaf)

To the REGISTRAR OF COMPANIES

BERNARD SUNLEY AND SONS

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an ordinary Resolution of the Company dated the 24th day of November 1969 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 245,000 beyond the registered capital of £ 5000.

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
245,000	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 the space below is insufficient the conditions should be set out separately by way of annexure.

To rank *pari passu* with the existing Ordinary Shares in the capital of the Company.

Signature

W.A. Anapland

State whether Director or Secretary

Director

Dated the 24th day of December 1969

Presented by

Presenter's Reference

B.A. Powell

25 Berkeley Square,

London W.1.

REGISTRATION

No. of Company 743682

4000 # 1251-1-



BERNARD SUNLEY AND SON

COMPANY, LIMITED

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act

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

of £100 — Section 41, Finance Act, 1933):

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

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

Presented for registration by

B. A. POWELL

25, BERKELEY, S.W. LONDON W.1.



The NOMINAL CAPITAL of BERNARD SUNLEY

AND SONS ~~Company~~, Limited,

has by a Resolution of the Company dated 24th November 1969

been increased by the addition thereto of the sum of £245,000, divided into

245,000 shares of £1 each, beyond the Registered Capital of

Five thousand pounds

Signature.....

B. H. P. H.

Description

Asst. to Director

Date

14th December 1969

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

BERNARD SUNLEY & SONS LIMITED

Directors

John B. Sunley - Chairman  
J.A.E. Fryer  
W.A. Shapland  
G. Avery  
J.H. Robertson  
M. Sunley-Cooper  
E. McCann

Registered Office

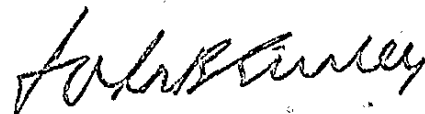
25 Berkeley Square,  
London, W.1.

DIRECTORS' REPORT TO THE MEMBERS

The Directors submit their Report for the year ended 31st March, 1967 together with Audited Accounts and Balance Sheet as at that date.

After bringing into account the distribution following liquidation of an overseas Subsidiary Company £86,534 and Subventions received from Fellow Subsidiary Companies £74,697, the profit for the year amounts to £91,045. Your Directors recommend that a dividend be declared of 8% on both classes of the Preference Share Capital amounting to £344 (gross) and a dividend of £4,167 (gross) payable on the Ordinary Share Capital and that the balance remaining, £86,534, be unappropriated and carried forward.

Messrs. Allan Charlesworth & Company having signified their willingness to continue to act are hereby re-appointed to hold office as Auditors in accordance with the provisions of Section 159 (2) of the Companies Act 1948 at a remuneration to be agreed by the Board.



CHAIRMAN.

25 Berkeley Square,  
London, W.1.

31st July, 1967.

743682/51

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

## Ordinary Resolutions

OF

## BERNARD SUNLEY & SONS LIMITED

(Passed 30th October, 1972)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 30th day of October, 1972, the following Resolutions were duly passed:—

### ORDINARY RESOLUTIONS

1. THAT the Capital of the Company be increased to £500,000 by the creation of 250,000 new Ordinary Shares of £1 each.

2. THAT the sum of £250,000 of the amount standing to the credit of the Company's Share Premium Account be capitalised and that such amount be set free for distribution to Ordinary Shareholders of the Company by the issue of one new Ordinary Share of £1 credited as fully paid for each Ordinary Share held as at 30th October, 1972, such new Ordinary Shares to rank *pari passu* with the existing issued Ordinary Shares of the Company.

JOHN B. SUNLEY,

Chairman.

Number 743682 /sv



# THE STAMP ACT 1891

Company Limited by Shares

## STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

BERNARD SUNLEY AND SONS

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 Fifty Pence 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

Presentor's Reference..... BAP/AEB

B.A. POWELL, Director.....

221, Beckenham Road,.....

Beckenham, Kent. BR3 4UA.....

Form No. 26a

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Buildings, Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow. F9099.19-8-715 BW11053

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS  
Companies 6B

COMPANIES REGISTRATION  
NOV 1972  
OFFICE 52

[P.T.O.]



# THE NOMINAL CAPITAL

OF

BERNARD SUNLEY & SONS

Limited

has by a Resolution of the Company dated 30th October

1972 been increased by the addition thereto of the sum of

£ 250,000, divided into:—

250,000 Shares of £1 each

Shares of each

beyond the registered Capital of £250,000

Signature

B. A. POWELL

(State whether Director or Secretary) Director and Secretary

Dated the 24th day of November 1972

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

CF 12-50

No. of Company ..... 743682 / 53

# THE COMPANIES ACTS 1948 TO 1967

## Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company ..... **BERNARD SUNLEY & SONS** ..... Limited\*

hereby gives you notice that by ordinary ~~extraordinary special~~ resolution of the company dated the  
..... **30th October, 1972** ....., the nominal capital of the company has been increased by the  
addition thereto of a sum of £ **250,000** ..... beyond the registered capital of £ **250,000** .....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
250,000	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 shares are preference shares state whether they are redeemable or not)

The new shares have been issued credited as fully paid and rank pari passu  
with the existing issued Ordinary shares.

Signed ..... **B.A. POWELL** .....

State whether  
Director or Secretary ..... **Secretary** .....

Date ..... **29.12.72** .....

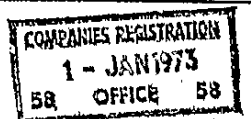
\* Delete "Limited" if not applicable  
\*\* Delete as necessary



(see notes overleaf)

Presented by: **B.A. Powell, Esq.,  
Bernard Sunley & Sons Ltd.,  
221, Beckenham Road,  
Beckenham, Kent.**

Presentor's reference: **BAP/AEB**



Form No. 10

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

BERNARD SUNLEY & SONS LIMITED

(Passed 2nd December, 1977)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 2nd day of December, 1977, the following Resolutions were duly passed:—

ORDINARY RESOLUTIONS

1. THAT the Capital of the Company be increased to £1,000,000 by the creation of 500,000 new Ordinary Shares of £1 each.
2. THAT the sum of £119,384 standing to the credit of the Company's Share Premium Account together with the sum of £380,616 of the amount standing to the credit of the Company's Capital Reserve Account be capitalised and that such amount be set free for distribution to Ordinary Shareholders of the Company by the issue of 500,000 new Ordinary Shares of £1 credited as fully paid for each Ordinary Share held as at 2nd December 1977, such new Ordinary Shares to rank pari passu with the existing issued Ordinary Shares of the Company.

JOHN B. SUNLEY,

Chairman.

Certified a true copy



No. of Company .....743682...../ 68

## THE COMPANIES ACTS 1948 TO 1967

## Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company .....Bernard Sunley & Sons..... Limited\*hereby gives you notice that by ordinary ~~resolution~~ <sup>resolution</sup> of the company dated the  
2nd December, 1977, the nominal capital of the company has been increased by the

addition thereto of a sum of £500,000..... beyond the registered capital of £ 500,000.....

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
500,000	Ordinary	£1. (One pound)

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

(If any of the shares are preference shares state whether they are redeemable or not)

New Shares rank pari passu with existing Ordinary Shares.

Signed ..... J.A.W. Yates. .....

State whether

Director or Secretary ..... Secretary .....Date ..... 24th January, 1978. .....

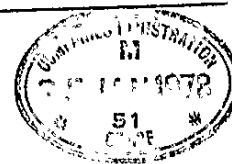
\*Delete "Limited" if not applicable  
\*\*Delete as necessary

(see notes overleaf)

Presented by: J.A.W. Yates.

Bernard Sunley &amp; Sons Limited.

221/241, Beckenham Road, Beckenham, Kent, BR3 4UA.



Presentor's reference

Form No. 10

22-1-80  
COMPANY NO. 743682

80  
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

BERNARD SUNLEY & SONS LIMITED

(Passed 10th December 1979)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 10th day of December, 1979, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

1. THAT the share capital of the Company be and is hereby increased to £1,000,100 by the creation of a further 100 new Ordinary Shares of £1 each.

2. THAT subject to the passing of Resolution No. 1 and upon the allotment of any new Ordinary Shares out of existing unissued share capital of the Company all the Ordinary Shares of £1 each of the Company in issue at the date hereof shall stand converted into 1,000,000 Deferred Shares of £1 each. The said Deferred Shares shall confer on the holders thereof:-

(i) no right to participate in any dividend declared by the Company

(ii) as to return of capital on a liquidation reduction of capital or otherwise the right to receive the amount paid up on such Shares after the holders of the Ordinary Shares have received the sum of £100,000 per Ordinary Share of £1



(iii) no right to receive notice of or to attend or  
vote at any General Meeting of the Company

3. THAT the sum of £100 of the amount standing to the credit  
of the Company's Capital Reserve Account be capitalised and such amount  
be set free for distribution to Ordinary Shareholders of the Company  
by the issue of 100 New Ordinary Shares of £1 each credited as fully  
paid in proportion (as nearly as may be but disregarding fractions)  
to the number of Ordinary Shares held immediately prior to this meeting.

JOHN B. SUNLEY

Chairman

Certified Copy.  
A

No. of Company 743682

181

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company Bernard Sunley & Sons

Limited\*

hereby gives you notice that by ~~Extraordinary~~ special \*\* resolution of the company dated the 10th December, 1979, the nominal capital of the company has been increased by the addition thereto of a sum of £ 100 beyond the registered capital of £ 1,000,000

The additional capital is divided as follows:-

Number of shares

Class of share

Nominal amount of each share

100

Ordinary

£1. (One Pound)

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

(If any of the shares are preference shares state whether they are redeemable or not)

New Shares rank pari passu with existing Ordinary Shares.

Signed J.A.W. Yates

State whether

Director or Secretary Secretary

Date 10th January, 1980

\*Delete "Limited" if not applicable  
\*\*Delete as necessary

(see notes overleaf)

Presented by: J.A.W. Yates.

Bernard Sunley & Sons Limited.

221/241 Beckenham Road, Beckenham, Kent.BR3 4UA

Presentor's reference





# THE COMPANIES ACTS 1948 TO 1976

## Notice of place where register of members is kept or of any change in that place

Form No. 103

# 103

Please do not write in this binding margin



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

To the Registrar of Companies

For official use

Company number

89

743682

Name of company

BERNARD SUNLEY & SONS

Limited\*

\*delete if inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

79 PARK STREET, LONDON W1.

in lieu of\*

221/241 BECKENHAM ROAD, BECKENHAM, KENT. BR3 4UA

where it was previously kept

†delete as appropriate

Signed

[Director] [Secretary]† Date 11.6.81

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

J. A. W. YATES,  
79 PARK STREET,  
LONDON.  
W1

For official use  
General section

Post room







# THE COMPANIES ACTS 1948 TO 1976

## Notice of place where a register of holders of debentures or a duplicate thereof is kept or of any change in that place

# 102

Please do not  
write in this  
binding margin



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

To the Registrar of Companies

For official use

Company number

90

743682

Name of company

BERNARD SUNLEY & SONS

Limited\*

\*delete if  
inappropriate

hereby gives you notice in accordance with section 86(3) of the Companies Act 1948 that a register of holders of debentures of the company is now kept at:

79 PARK STREET, LONDON W1.

in lieu of\*

221/241 BECKENHAM ROAD, BECKENHAM, KENT. BR3 4UA

where it was previously kept

†delete as  
appropriate

Signed

*J. A. W. Yates*

[Director] [Secretary]† Date 11.6.81

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

J. A. W. YATES,  
79 PARK STREET,  
LONDON.  
W1

For official use  
General section

Post room





# THE COMPANIES ACTS 1948 TO 1976

Form No. 27

# 27

## Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29 (8) of the Companies Act 1967 as amended by the Companies Act 1976

Please do not write in this binding margin

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

\*Delete if inappropriate

To the Registrar of Companies

Company number

743682

For official use

1	9	1
---	---	---

Name of company

BERNARD SUNLEY & SONS

Limited\*

hereby gives you notice, in accordance with section 29 (8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

79 PARK STREET LONDON W1

†Delete as appropriate

Signed

[Director] [Secretary]† Date 11-6-81

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

JAW YATES  
79 PARK STREET  
LONDON W1

For official use  
General section

Post room



4-10 S.  
COMPANY NO. 743682/a8

THE COMPANIES ACTS, 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

SPECIAL RESOLUTION  
OF  
BERNARD SUNLEY & SONS LIMITED

---

(Passed 13th September 1982)

---

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 13th of September 1982 the following Resolution was duly passed as a SPECIAL RESOLUTION

RESOLUTION

That the 1,000,000 Deferred Shares of £1 each in issue at the date hereof shall stand converted into 1,000,000 Ordinary Shares of £1 each and shall rank Parri Passu with the existing Ordinary Shares of the Company



*John B. Sunley*

---

JOHN B. SUNLEY  
CHAIRMAN

Certified to be a true and  
current copy of the Articles  
of Association of the  
Company as at 17th  
February 1989

THE COMPANIES ACT, 1948

743682

*Bertal*  
.....  
DIRECTOR

COMPANY LIMITED BY SHARES

## Articles of Association

- OF -

BERNARD SUNLEY & SONS (MANAGEMENT) LIMITED

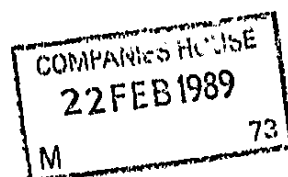
(As amended by Special Resolution  
passed 25th January 1989)

### PRELIMINARY.

1. The regulations in Table "A" in the First  
Schedule to the Companies Act, 1948, shall not  
apply to the Company.

2. In these presents, if not inconsistent  
with the subject or context, the words standing in  
the first column of the Table next hereinafter con-  
tained shall bear the meanings set opposite to them  
respectively in the second column thereof.

Words	Meanings
The Statutes	The Companies Act, 1948, and every statutory mod- ification or re-enactment thereof for the time be- ing in force.
The Act	The Companies Act, 1948.
These presents	These Articles of Associa- tion, as originally framed, or as from time



Words	Meanings
	to time altered by Special Resolution.
Office	The Registered Office of the Company.
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Year	Year from 1st January to the 31st December inclusive.
In writing	Written, or produced by any substitute for writing or partly one and partly another.

And the expression "Debenture" and "Debenture Holder" shall include "Debenture Stock" and "Debenture Stockholder", the expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Directors to perform any of the duties of the Secretary, the singular shall include the plural, the masculine the feminine and vice versa.

Save as aforesaid any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

#### PRIVATE COMPANY.

3. The Company is a Private Company and accordingly :-

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company shall be limited to fifty, not including persons who are in the employment of the Company and persons who having been formerly in the employment of the Company, were, while in that employment, and have continued

after the determination of that employment to be, members of the Company; provided that where two or more persons hold one or more shares in the Company jointly, they shall, for the purposes of this paragraph, be treated as a single member.

- (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

4. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake, may be undertaken at such time or times as the Directors think fit, and may be suffered to be in abeyance, whether already commenced or not, so long as the Directors deem it expedient not to commence or proceed with the same.

5. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares, and the Company shall not, except as authorised by Section 54 of the Act, give any financial assistance for the purpose of or in connection with any purchase or subscription of shares in the Company, or, if and when it is a subsidiary company, in its holding company, nor, except as authorised by Section 190 of the Act, make, or guarantee or provide any security in connection with, a loan to any Director of the Company or of its holding company, if any.

#### CAPITAL.

6. The capital of the Company is ONE HUNDRED POUNDS divided into One Hundred Ordinary Shares of One pound each.

7. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided by the next following Article), any shares in the Company (whether forming part of the original capital or not) may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine. Any Preference Shares may,

with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

#### MODIFICATION OF RIGHTS

8. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the holders of at least three quarters of the nominal amount of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of such holders (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of these presents relating to General Meetings or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

9. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith.

#### SHARES

10. The shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms, as they think proper. The Directors shall, as regards any offer or allotment of shares, comply with all relevant statutory provisions.

11. The Company (or the Directors on behalf of the Company) may exercise the powers of paying

commissions conferred by Section 53 of the Act. Provided that the commission paid or agreed to be paid shall not exceed 10 per cent. of the price at which the shares in respect of which the commission is paid are issued and shall be disclosed in the manner required by the said section. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.

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

13. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

14. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to one certificate for all his shares, or, upon payment of such sum, not exceeding One shilling, for every certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued under the seal, as hereinafter provided, and shall specify the shares to which it relates, and the amount paid up thereon. In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

15. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding One shilling, and on



such terms (if any) as to evidence and indemnity, as the Directors think fit.

#### LIEN

16. The Company shall have a lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

17. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.

18. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

19. The proceeds of sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or

liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale.

#### CALLS ON SHARES

20. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the amount of the shares or by way of premium), provided that (except as otherwise fixed by the terms of issue) no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than two months from the last call; and each member shall (subject to receiving at least one month's notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

21. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be made payable by instalments.

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

23. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 7 per cent. per annum, as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

24. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment, all the relevant provisions of these presents as to payment of interest and expenses, forfeiture and otherwise shall apply as if such had become payable by virtue of a call duly made and notified.

25. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid, and in the times of payment.

26. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) 7 per cent. per annum, as may be agreed upon between the Directors and the member paying such sum in advance.

#### TRANSFER OF SHARES

27. All transfers of shares shall be effected by transfer in writing in the usual common form.

28. The instrument of transfer of a share shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

29. The Directors may decline to register the transfer of a share to a person of whom they shall not approve and may also refuse to register any transfer of a share upon which the Company has a lien.

30. The Directors may also refuse to recognise any instrument of transfer, unless :-

(A) Such fee, not exceeding 2s. 6d., as the Directors may from time to time require is paid to the Company in respect thereof; and

(B) The instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

31. If the Directors refuse to register a transfer, they shall, within two months after the

date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

32. The register of transfers may be closed at such times and for such period as the Directors may from time to time determine, provided that it shall not be closed for more than thirty days in any year.

#### TRANSMISSION OF SHARES

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

34. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be properly required by the Directors, and subject as herein-after provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

35. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer executed by such member.

36. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not be

entitled to receive notices of or to attend or vote at meetings of the Company or, save as aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

37. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other documents relating to or affecting the title to any shares such fee, not exceeding 2s. 6d., as the Directors may from time to time require or prescribe.

#### FORFEITURE OF SHARES

38. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued.

39. The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares on which the call was made will be liable to be forfeited.

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

41. A forfeited share may be re-allotted or re-issued, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before re-allotment or re-issue the forfeiture may be cancelled on such terms as the Directors think fit.

42. A member whose shares have been forfeited

shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest at 7 per cent. per annum from the date of forfeiture until payment.

43. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the re-allotment or re-issue thereof shall constitute a good title to the share, and the person to whom the share is re-allotted or re-issued shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment or re-issue of the share.

#### STOCK

44. The Company may by resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination.

45. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but no stock of any class shall be transferable except in sums or multiples of £1, or of such other amount (not exceeding the nominal amount of each share from which such stock arose) as the Directors from time to time prescribe as regards stock of that class, with power nevertheless to the Directors at their discretion to waive this provision in any particular case.

46. The holders of stock shall according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose,

but no such privilege or, advantage (except participation in dividends and in assets on a winding up) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

47. All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

#### INCREASE OF CAPITAL

48. The Company in General Meeting may from time to time by resolution increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe.

49. The new shares shall be subject to the same provisions with reference to payments of calls, lien, transfer, transmission, forfeiture and otherwise, as the shares in the original capital.

50. The Company in General Meeting may, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the then holders of any class of shares, in proportion to the number of shares of such class held by them, or make any other provisions as to the issue and allotment of the new shares: but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital.

#### ALTERATIONS OF CAPITAL

51. The Company in General Meeting may by resolution -

- (A) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- (B) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions

of Section 61 (1) (d) of the Act.

- (C) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.

And may also by Special Resolution -

- (D) Reduce its share capital and any capital redemption reserve fund and any share premium account in any manner authorised by law.

#### GENERAL MEETINGS

52. In every year the Company shall hold a General Meeting as its Annual General Meeting, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All General Meetings other than Annual General Meetings shall be called extraordinary.

53. The Directors may call an Extraordinary Meeting whenever they think fit, and, on the requisition of members in accordance with Section 132 of the Act, they shall forthwith convene an Extraordinary Meeting.

#### NOTICE OF GENERAL MEETINGS

54. Fourteen clear days' notice at the least (i.e., exclusive of the day on which the notice is served or deemed to be served and the day for which the notice is given), or (in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution) twenty one clear days' notice at the least, shall be given in manner hereinafter mentioned to such members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Company's Auditors.

55. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed :-



(A) In the case of a meeting called as the Annual General Meeting, by all the members having the right to attend and vote thereat; and

(B) In the case of any other meeting, by a majority in number of the members, having that right together holding not less than 95 per cent. in nominal value of the shares giving that right.

56. Every notice of meetings shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of such business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the resolution as a Special or Extraordinary Resolution, as the case may be. Every notice of meeting shall state with reasonable prominence that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not be a member.

57. The accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of sanctioning dividends, the consideration of the accounts and balance sheet, the ordinary reports of the Directors and Auditors and any other documents annexed to the balance sheet, the election of Directors in the place of those retiring by rotation or otherwise, the fixing of the remuneration of the Auditors, the re-election of the retiring Auditors, and the fixing of the remuneration of the Directors.

59. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three members present in person or by proxy shall be a quorum for all purposes.

60. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or such other place as the Directors may by not less than two days' notice to the members appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present shall be a quorum.

61. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within ten minutes after the time appointed for holding the meeting or be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman.

62. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-eight days or more, seven days' notice of the adjourned meeting shall be given in like manner as in the case of an original meeting, except that seven clear days' notice thereof shall be sufficient. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

63. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded :-

- (A) by the Chairman; or
- (B) by at least three members present in person or by proxy and entitled to vote; or
- (C) by any member or members present in person

or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

- (D) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

64. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

66. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman directs.

67. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

#### VOTES OF MEMBERS

68. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the

Company, on a show of hands every member present in person or by attorney shall have one vote only, and in case of a poll every member present in person or by attorney or by proxy shall have one vote for every share of which he is the holder.

69. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

70. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

71. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of the committee, receiver or curator bonis appointed by such Court, and such committee, receiver, curator bonis or other person may on a poll vote by proxy.

72. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

73. On a poll votes may be given either personally or by proxy.

74. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the Company.

75. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or an office or notarially certified copy of such power or authority, shall

be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

76. An instrument of proxy may be in the following form, or in any other form which the Directors shall approve.

LIMITED

"I, \_\_\_\_\_,  
 "of \_\_\_\_\_,  
 "being a member of the above-named Com-  
 "pany, hereby appoint \_\_\_\_\_,  
 "of \_\_\_\_\_,  
 "or failing him \_\_\_\_\_,  
 "of \_\_\_\_\_,  
 "as my proxy to vote for me and on my  
 "behalf at the Annual (or Extraordinary  
 "as the case may be) General Meeting of  
 "the Company to be held on the \_\_\_\_\_ day  
 "of \_\_\_\_\_ 19\_\_\_\_, and at any adjournment  
 "thereof.

"As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_.

"19\_\_\_\_."

77. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given; provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS.

78. Unless and until otherwise determined by the Company in General Meeting, the Directors shall not be less than two nor more than seven in number. The first Directors of the Company shall be DONALD HENRY MAY and EDWARD McCANN.

79. There shall not be any age limit for Directors, and Section 185, sub-section (1) to (6) of the Act shall not apply to the Company.

80. The remuneration of the Directors (other than that of Managing Directors) shall from time to time be determined by the Company in General Meeting and all such sums as are voted to them shall be divided amongst the Directors (other than as aforesaid) as they shall determine, or failing agreement, equally.

81. The Directors may repay to any Director all such reasonable travelling (including hotel and incidental) expenses as he may incur in attending meetings of the Board, or of Committees of the Board, or General Meetings, or which he may otherwise incur in or about the business of the Company.

82. Any Director who served as Chairman or Vice-Chairman of the Board or any Committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, or shall travel or go or reside abroad for any business or purposes of the Company may be paid such extra remuneration by way of salary, percentage of profit or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses.

83. Any Director of the Company may be or become a Director or Managing Director of any subsidiary company or any other company in which this Company may be interested as shareholder or otherwise. A Director may occupy any other office or place of profit in the Company (other than that of Auditor) or act in any professional capacity to the Company in conjunction with his office of Director, on such terms as to remuneration and otherwise as the Directors shall approve.

84. A Director shall not be required to hold any shares of the Company by way of qualification.

85. The office of a Director shall be vacated in any of the following events, namely:-

- (A) If (not being a Managing Director holding office as such for a fixed term) he resign

his office by writing under his hand left at the office.

- (B) If he have a receiving order made against him or compound with his creditors.
- (C) If he be found lunatic or become of unsound mind.
- (D) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.
- (E) If he be prohibited from being a Director by any order made under any provision of the Statutes.

86. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any other office or employment under the Company, or as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Directors after he becomes so interested. Provided, nevertheless, that a Director shall not vote in respect of any contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving any Director any security or indemnity in respect of money lent by him to, or obligations undertaken by him for the benefit of, the Company, nor to any contract or arrangement entered into with another company where the sole interest of such Director is that he is a director or creditor of or is a shareholder in a company in which the Company is interested and with which such contract or arrangement is to be made, nor shall it apply to any contract by a Director to subscribe for or

underwrite or guarantee the subscription of any shares or debentures of the Company, and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

87. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in relation to any contract so made, provided that no such notice shall be of effect unless either it is given at a meeting of the Directors or the Director giving it takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.

88. The Directors shall cause to be kept the register of the Directors' holdings of shares and debentures of the Company and of its subsidiary companies or holding company, if any, required by section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and shall produce the same at every Annual General Meeting as required by that Section.

#### POWERS OF DIRECTORS.

89. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Statutes or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by ordinary resolution of the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

90. The Directors may establish any local boards or agencies for managing any of the affairs



of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

91. The Directors may by power of attorney under the seal appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

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

93. Any debentures, debenture stock, bonds or other securities issued under the powers or provisions of these Articles may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares and otherwise.

94. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for

moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

#### MANAGING AND EXECUTIVE DIRECTORS

95. The Directors may from time to time appoint one or more of their body to the office of Managing or Technical Director, or to any other office (except that of Auditor) or employment under the Company, for such period and on such terms as they think fit, and may also continue any person appointed to be a Director in any other office or employment held by him before he was so appointed. A Director may hold two or more of such offices concurrently. A Director (other than a Managing Director) holding any such other office or employment is herein referred to as "an Executive Director".

96. A Director appointed to the office of Managing or Technical Director shall not, while holding that office, be subject to retirement by rotation, but his appointment shall be subject to determination ipso facto if he cease from any cause to be a Director or (subject to the terms of any contract between him and the Company) if the Directors resolve that his term of office as Managing or Technical Director be determined.

97. An Executive Director (other than a Technical Director) shall not as such be exempt from retirement by rotation, and his tenure of the office or employment by virtue of his holding whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Directors.

98. The remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Directors, and may be of any description, and (without limiting the generality of the foregoing) may include admission to, or continuance of, membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependents, or the payment of a

pension or other benefits to him or his dependents on or after retirement or death, apart from membership of any such scheme or fund.

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

#### ROTATION OF DIRECTORS

100. At the Annual General Meeting in every year one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

101. The Directors to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

102. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless at such meeting, with a view to reducing the number of Directors it is expressly resolved not to fill up such vacated office, or unless a motion for the re-election of such Director shall have been put to the meeting and lost.

103. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for the office of a Director at any General Meeting, unless not less than three or more than twenty-one clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present

and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. Provided that if the members present at a General Meeting unanimously consent, the Chairman of such meeting may waive the said notice and may submit to the meeting the name of any person duly qualified.

104. The Company in General Meeting may from time to time increase or reduce the number of Directors, and may also determine in what manner or rotation such increased or reduced number is to go out of office.

105. The Company may at any time by Ordinary Resolution (but not otherwise), and the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

106. The Company may by Extraordinary Resolution or, pursuant and subject to the provisions of Section 184 of the Act, by Ordinary Resolution, remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed 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.

107. Except as otherwise authorised by Section 183 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.

#### PROCEEDINGS OF DIRECTORS

108. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions

arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

109. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two.

110. The continuing Directors, or a sole continuing Director, may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up vacancies in the Board or of summoning General Meetings of the Company, but not for any other purpose.

111. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

112. A resolution in writing, signed by all the Directors for the time being in the United Kingdom, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held.

113. A meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

114. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Directors.

115. The meetings and proceedings of any such

committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

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

116A The person or persons for the time being entitled to exercise the control of more than one half of the votes which can be cast at general meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors (either as additional directors or to fill any vacancy amongst the directors) and to designate by notice in writing to the directors at the registered office of the Company that certain of the directors (the "Designated Directors") shall have voting rights at all proceedings of the directors (whether such proceedings are effected by meetings of the directors or by written resolutions of the directors) as hereinafter set out. Such person or persons having control as aforesaid shall have the power at any time and from time to time by notice in writing given to the directors of the Company at its registered office to remove a Designated Director from his position as a Designated Director.

116B At all proceedings of directors, the Designated Directors shall have such number of votes in aggregate as shall equal the total number of votes which can be cast by all the other directors from time to time. If at any time and from time to time there is a sole Designated Director or if only one Designated Director is present at a meeting of the directors, such Designated Director shall have such number of votes as shall equal the total number of votes which can be cast as aforesaid by all the other directors.

116C The Chairman of the directors (who shall always be a Designated Director) shall, in the case of an equality of votes, have a second or casting vote, in addition to such votes as he shall have as a Designated Director. The Chairman of the directors shall have the power to nominate another of the Designated Directors as his alternate for the purposes of acting as Chairman, and, on such appointment being made, such alternate Chairman, whilst so acting, shall be entitled to exercise and discharge all the functions, powers and duties (including, without limitation, the right as aforesaid to a second or casting vote) and undertake all the liabilities and obligations of the Chairman he so represents.

116D Regardless of the number of directors present at a meeting of the directors, there shall be no quorum for the transaction of business thereat unless there shall be at least one Designated Director present.

116E To the extent that there is any discrepancy or inconsistency between the provisions of Article 116A, 116B, 116C, 116D and 116E with the provisions of the remaining Articles of Association of the Company, the provisions of Article 116A, 116B, 116C, 116D and 116E shall have overriding effect.

SECRETARY.

117. The Secretary shall be appointed by the Directors. No meeting of Directors shall be held unless the Secretary or some other person appointed by the Directors to act in his place is present, or unless the Directors resolve that the meeting shall be held without the presence of the Secretary, in which case a record of any resolutions passed shall be kept by the Chairman, signed by him and handed to the Secretary immediately after the meeting for entry in the minute book.

MINUTES.

118. The Directors shall cause minutes to be made in books provided for the purpose :-

- (A) Of all appointments of officers made by the Directors.
- (B) Of the name of the Directors present at each meeting of Directors and of any committee of Directors.
- (C) Of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.

THE SEAL

119. The seal of the Company shall not be



affixed to any instrument except by the authority of a resolution of the Board and in the presence of two Directors or one Director and the Secretary each of whom shall sign such instrument.

120. All forms of certificate for shares, stock, debenture stock or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the seal and bear the autographic signatures of one or more Directors and the Secretary.

121. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

#### ALTERNATE DIRECTORS

122. Subject as provided by this Article, each Director shall have the power to nominate any other Director or with the approval of the majority of the Directors (which approval shall not be unreasonably withheld) any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on appointment being made the alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration, and shall not be entitled to claim any remuneration from the Company, provided that such person appointed as an alternate Director shall vacate his office as an alternate Director if and when such Director by whom he has been appointed vacates office as a Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director or each of the Directors so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company. Any instrument appointing an alternate Director shall, as nearly as circumstances will admit, be in the following form or to the effect namely :-

"I    Director of  
"  
"in pursuance of the powers in that behalf LIMITED,  
"contained in the Articles of Association  
"of the Company, do hereby nominate and  
"appoint .  
"of .  
"to act as alternate Director in my place  
"at any meeting of the Directors which I  
"am unable to attend, and to exercise and  
"discharge all my duties as a Director of  
"the Company.

"As witness my hand this                      day of                      .  
"19                      ."

## DIVIDENDS

123. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

124. No dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Directors.

125. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the shares. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

126. Any General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of paid-up shares or debentures of any other company, and the Directors shall give effect to such direction, and where any difficulty arises in regard to such distribution, the Directors may settle it as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific

assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividend as may seem expedient to the Directors.

127. The Directors may pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

128. The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

129. No dividend shall bear interest as against the Company.

130. Any dividend may be paid by cheque sent through the post to the registered address of the member or person entitled thereto and in case of joint holders to any one of such joint holders. Every such cheque shall be made payable to the order of the person to whom it is sent.

131. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

#### RESERVE FUNDS

132. (A) The Directors shall establish a reserve fund to be called the Capital Reserve, and all moneys realised from the sale of any capital assets of the Company in excess of the price at which the same stand in the books of the Company at the time (hereinafter called "the book price") shall (except in the case of a partial realisation of an asset when such money shall be used to write down the book price of the remainder of the asset until it is reduced to nil) be carried either to the credit of Capital Reserve or to a reserve for depreciation or contingencies. The Directors may also carry to the credit of the Capital Reserve any premiums received upon the issue of Debentures. Except as hereinafter provided the reserve for depreciation or contingencies shall be used only to reduce the book price of the Company's capital assets. The Capital Reserve shall not be available for dividend but may be used for any purpose to which the capital of the Company may be applied,

including particularly, without prejudice to the general terms of this Article, the writing down of the expenses of issues of Capital and of debentures or debenture stock.

(B) Any loss on the sale of capital assets shall be carried to debit of either Capital Reserve or the reserve for depreciation or contingencies except in so far as the Directors shall in their discretion decide to make good the same out of other funds of the Company.

133. Subject to the provisions of the preceding Article, the Board may, before recommending any dividend, set aside out of the profits of the Company and carry to a General Reserve Fund such sums as they think proper, and they may, without placing the same to reserve, from time to time carry forward any profits which they think it not prudent at the time to divide. The General Reserve Fund shall be available to meet contingencies, or for providing for dividends, or for repairing, improving and maintaining any of the property of the Company, and for such other purposes as the Board shall in their absolute discretion think conducive to the interest of the Company, and the Board may employ the sums so set apart or carried forward in the business, or invest the same in such investments as they may select, not being shares of the Company, or its holding company, if any, and either in the name of the Company or of any trustee for the Company, and they may also carry to the reserve fund any premium received on the issue of any debentures or debenture stock of the Company or any issue of any debentures or debenture stock of the Company or any accretion to the value of the assets of the Company realised upon the sale of the goodwill or property of the Company or any part thereof.

134. The Board may also, if they think fit, form a fund to cover risks from fire or accident to workmen, or other accident not for the time being covered by insurance outside the Company, and to be kept as a separate reserve fund, and they may, before recommending any dividend other than the fixed dividend on any Preference Shares, set aside out of the profits of the Company and carry to such fund such sums as they may think proper, and the said fund may from time to time be applied in or towards making good or discharging losses or liabilities arising from or caused by fire or accidents to workmen or other accidents, or may be wholly or partially discontinued, and applied in

any manner in which current profits of the Company may be applied, and whilst the fund is in force the Board may either employ the moneys representing or carried to the credit of the fund in the business, or invest the same in such investments as they may select, not being shares of the Company, and either in the name of the Company or of any trustee for the Company, and the Board shall not be bound to insure any properties of the Company against fire or other risk outside the Company, or to insure against liability for accidents to workmen or other accidents unless they shall think fit to do so.

135. The Directors shall transfer to share premium account as required by Section 56 of the Act sums equal to the amount or value of any premiums at which any shares of the Company shall be issued. Subject to the provisions of the said Section the provisions of these presents relating to sums carried or standing to General Reserve shall be applicable to sums carried and standing to share premium account.

#### CAPITALISATION OF PROFITS

136. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares (including profits carried and standing to any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled thereto if the same had been distributed by way of dividend in the proportions in which they would have been entitled to the same if so distributed, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or obligation of the Company of a nominal amount equal to such profits, such shares, debentures or obligations to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid, or partly in one way and partly in the other. Provided that the only purpose to which such sums standing to capital redemption reserve or share premium account shall be applied pursuant to this Article shall be

the payment up in full of unissued shares to be allotted and distributed as aforesaid.

137. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares, debentures or obligations, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise, as they think fit for the case of shares, debentures or obligations becoming distributable in fractions, and also to authorise any person to enter, on behalf of all the members concerned, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares, debentures or obligations to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts, or any part of the amounts, remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### ACCOUNTS

138. The Directors shall cause to be kept such books of accounts as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs, and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to :-

- (A) All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place.
- (B) All sales and purchases of goods by the Company, with a statement of the annual stocktaking.
- (C) The assets and liabilities of the Company.

139. The books of account shall be kept at the office or (subject to the provisions of Section 147 (3) of the Act) at such other place as the Directors think fit, and shall at all times be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Statutes or authorised by the Directors or by the Company in General Meeting.

140. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

141. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting and of the Directors' and Auditors' reports shall, at least twenty-one days previously to the meeting, be delivered or sent by post to every member and debenture holder of the Company of whose address the Company is aware, or in the case of joint holders of any share or debenture to one of the joint holders.

#### AUDIT

142. Auditors of the Company shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

143. The Auditors' report to the members made pursuant to the statutory provisions as to audit shall be read before the Company in General Meeting and shall be open to inspection by any member, who shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and Auditors' report in accordance with Section 158 (2) of the Act.

#### NOTICES

144. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members. In the

case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register of members, and notice so given shall be sufficient notice to all the joint holders.

145. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address; but, save as aforesaid, no members other than a registered member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

146. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

147. Any notice or document delivered or sent by post to, or left at the registered address of, any member in pursuance of these presents shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

#### WINDING UP

148. If the Company shall be wound up, the Liquidator may, with sanction of an Extraordinary Resolution of the contributories, divide amongst the contributories in specie the whole or any part of the assets of the Company, and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator with the like sanction shall think fit.



## INDEMNIFY

149. The Directors, Managers, Auditors, Secretary and other officers of the Company shall be indemnified out of its assets against all liability incurred by them as such in defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty or breach of trust, in which judgment is given in their favour, or in which they are acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to them by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

AUDREY JOB,  
23, Quarry Park Road,  
Cheam,  
Surrey.

Personal Secretary.

MARIA ROSARIO FINNIS,  
54, Manchester Street,  
W. 1.

Clerk.

D A T E D the 4th day of September, 1961.

WITNESS to the above Signatures:-

G. C. WADE,  
1, Elmstead Close,  
Totteridge, N.20.  
Chartered Accountant.

Certified to be a true  
and current copy of the  
Articles of Association  
of the Company as at  
17th February 1989

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

  
DIRECTOR

ARTICLES OF ASSOCIATION

of

BERNARD SUNLEY & SONS LIMITED

(Adopted by Special Resolution passed on  
29th March, 1966, reprinted as at 30th  
May, 1980, and amended by Special Resolution  
passed on 25th January 1989)

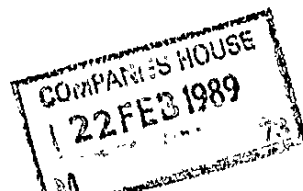
PRELIMINARY

1. The regulations contained in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles apply to the Company. Except as otherwise stated references herein to regulations in Table A shall be construed as referring to those in Part I thereof.

SHARE CAPITAL

2. The share capital of the Company is £4,400\* divided into 4,000 8 per cent. Cumulative "A" Preference Shares of £1 each, 300 8 per cent. Redeemable Cumulative Participating "B" Preference Shares of £1 each and 100 Ordinary Shares of £1 each.

3. [This Article related to the above mentioned Preference Shares and is no longer in force].



\*Since 29th March, 1966 the capital of the Company has been reorganised and increased and is now £1,000,100 divided into 100 Ordinary Shares of £1 each and 1,000,000 Deferred Shares of £1 each, the rights of which are set out in a Special Resolution passed on 10th December, 1979 and reprinted at the end of these Articles.

4. The unissued shares of the Company shall be at the disposal of the Directors, who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

#### GENERAL MEETINGS

5. 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 half an hour from the time appointed for such adjourned meeting those holders of shares of the Company who are present shall be a quorum and Regulation 4 of Table "A" shall be modified accordingly.

#### LIEN

6. The lien conferred by Regulation 11 of Table "A" shall also 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, and Regulation 11 of Table "A" shall be construed accordingly.

#### CALLS ON SHARES

7. In Regulation 15 of Table "A" the words "except in so far as may be otherwise agreed between the Company and any member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

8. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company entitled to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table "A" shall not apply.

## DIRECTORS

9. Unless and until determined by the Company in general meeting the Directors shall not be less than two. Regulation 75 of Table "A" shall not apply.

10. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

11. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company. Regulation 77 of Table "A" shall not apply.

12. 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 (including its holding Company). Regulation 79 of Table "A" shall not apply.

13. A Director shall be capable of contracting or of participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Regulation 84 of Table "A" shall be modified accordingly.

14. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Directors whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor cease for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the registered office of the Company and signed by the appointor.

15. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table "A" shall not apply.

16. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director nor shall any person be ineligible for appointment as a Director by reason of his having attained any particular age. Regulation 88 of Table "A" shall be modified accordingly.

17. Any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by him or them or, in the case of a corporate Member, by one of its directors on its behalf and left at or sent to the Registered Office of the Company, or the Company in general meeting, may at any time or from time to time appoint any person or persons to be a Director or Directors of the Company either as an additional Director or to fill any vacancy or remove any Director from office howsoever appointed.

17.A The person or persons for the time being entitled to exercise the control of more than one half of the votes which can be cast at general meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors (either as additional directors or to fill any vacancy amongst the directors) and to designate by notice in writing to

the directors at the registered office of the Company that certain of the directors (the "Designated Directors") shall have voting rights at all proceedings of the directors (whether such proceedings are effected by meetings of the directors or by written resolutions of the directors) as hereinafter set out. Such person or persons having control as aforesaid shall have the power at any time and from time to time by notice in writing given to the directors of the Company at its registered office to remove a Designated Director from his position as a Designated Director.

17.B At all proceedings of directors, the Designated Directors shall have such number of votes in aggregate as shall equal the total number of votes which can be cast by all the other directors from time to time. If at any time and from time to time there is a sole Designated Director or if only one Designated Director is present at a meeting of the directors, such Designated Director shall have such number of votes as shall equal the total number of votes which can be cast as aforesaid by all the other directors.

17.C The Chairman of the directors (who shall always be a Designated Director) shall, in the case of an equality of votes, have a second or casting vote,

in addition to such votes as he shall have as a Designated Director. The Chairman of the directors shall have the power to nominate another of the Designated Directors as his alternate for the purposes of acting as Chairman, and, on such appointment being made, such alternate Chairman, whilst so acting, shall be entitled to exercise and discharge all the functions, powers and duties (including, without limitation, the right as aforesaid to a second or casting vote) and undertake all the liabilities and obligations of the Chairman he so represents.

17.D Regardless of the number of directors present at a meeting of the directors, there shall be no quorum for the transaction of business thereat unless there shall be at least one Designated Director present.

17.E To the extent that there is any discrepancy or inconsistency between the provisions of Article 17A, 17B, 17C, 17D and 17E with the provisions of the remaining Articles of Association of the Company, the provisions of Article 17A, 17B, 17C, 17D and 17E shall have overriding effect.



18. Without prejudice to the powers contained in the preceding Article hereof, the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table "A") hold office until he is removed pursuant to the preceding Article. Regulations 89 to 97 (inclusive) of Table "A" shall not apply.

19. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall, subject as aforesaid, be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table "A" shall not apply.

20. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table "A" shall not apply.

21. The Directors may from time to time appoint any person to be joint, temporary or assistant Secretary to perform any duties of the Secretary and Regulations 110, 111 and 112 and the definition of "Secretary" in Regulation 1 of Table "A" shall be modified accordingly.

22. The Directors may delegate any of their powers to committees whether consisting of a member or members of the Board of Directors or not, as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform with any regulation that may be imposed on it by the Directors. Regulation 102 of Table "A" shall not apply.

## RESOLUTIONS

At EXTRAORDINARY GENERAL MEETINGS of the Company, duly convened and held on the dates stated below, the following Resolutions were duly passed:-

### Special Resolutions 29th March, 1966

THAT Clause 3 of the Memorandum of Association be deleted and the following new Clause substituted therefor:-  
[As printed herein.]

THAT the regulations contained in the 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 the existing Articles of Association.

### Special Resolution 31st March, 1966

THAT the name of the Company be changed to Bernard Sunley & Sons Limited.

### Special Resolutions 24th November, 1969

THAT each of the 4000 8 per cent. Cumulative 'A' Preference Shares of £1 each in the capital of the Company be converted into one Ordinary Share of £1.

THAT each of the 300 8 per cent. Redeemable Cumulative Participating 'B' Preference Shares of £1 each in the capital of the Company be converted into one Ordinary Share of £1.

### Special Resolutions 10th December, 1979

1. THAT the share capital of the Company be and is hereby increased to £1,000,100 by the creation of a further 100 new Ordinary Shares of £1 each.

2. THAT subject to the passing of Resolution No. 1 and upon the allotment of any new Ordinary Shares out of existing unissued share capital of the Company all the Ordinary Shares of £1 each of the Company in issue at the date hereof shall stand converted into 1,000,000

Deferred Shares of £1 each. The said Deferred Shares shall confer on the holders thereof:-

- (i) no right to participate in any dividend declared by the Company
- (ii) as to return of capital on a liquidation reduction of capital or otherwise the right to receive the amount paid up on such Shares after the holders of the Ordinary Shares have received the sum of £100,000 per Ordinary Share of £1
- (iii) no right to receive notice of or to attend or vote at any General Meeting of the Company

3. THAT the sum of £100 of the amount standing to the credit of the Company's Capital Reserve Account be capitalised and such amount be set free for distribution to Ordinary Shareholders of the Company by the issue of 100 New Ordinary Shares of £1 each credited as fully paid in proportion (as nearly as may be but disregarding fractions) to the number of Ordinary Shares held immediately prior to this meeting.

No. of Company : 743,682

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

BERNARD SUNLEY & SONS LIMITED

Passed 25 January 1989

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 10 Maltravers Street, London, WC2 on 25 January 1989, the following Resolution was duly proposed and passed as a Special Resolution:

RESOLUTION

1. That the Articles of Association of the Company be amended by the addition of the following new Article numbered 17A, 17B, 17C, 17D and 17E after the existing Article 17:-

17.A The person or persons for the time being entitled to exercise the control of more than one half of the votes which can be cast at general meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors (either as additional directors or to fill any vacancy amongst the directors) and to designate by notice in writing to

the directors at the registered office of the Company that certain of the directors (the "Designated Directors") shall have voting rights at all proceedings of the directors (whether such proceedings are effected by meetings of the directors or by written resolutions of the directors) as hereinafter set out. Such person or persons having control as aforesaid shall have the power at any time and from time to time by notice in writing given to the directors of the Company at its registered office to remove a Designated Director from his position as a Designated Director.

17.B At all proceedings of directors, the Designated Directors shall have such number of votes in aggregate as shall equal the total number of votes which can be cast by all the other directors from time to time. If at any time and from time to time there is a sole Designated Director or if only one Designated Director is present at a meeting of the directors, such Designated Director shall have such number of votes as shall equal the total number of votes which can be cast as aforesaid by all the other directors.

17.C The Chairman of the directors (who shall always be a Designated Director) shall, in the case of an equality of votes, have a second or casting vote,

in addition to such votes as he shall have as a Designated Director. The Chairman of the directors shall have the power to nominate another of the Designated Directors as his alternate for the purposes of acting as Chairman, and, on such appointment being made, such alternate Chairman, whilst so acting, shall be entitled to exercise and discharge all the functions, powers and duties (including, without limitation, the right as aforesaid to a second or casting vote) and undertake all the liabilities and obligations of the Chairman he so represents.

17.D Regardless of the number of directors present at a meeting of the directors, there shall be no quorum for the transaction of business thereat unless there shall be at least one Designated Director present.

17.E To the extent that there is any discrepancy or inconsistency between the provisions of Article 17A, 17B, 17C, 17D and 17E with the provisions of the remaining Articles of Association of the Company, the provisions of Article 17A, 17B, 17C, 17D and 17E shall have overriding effect.

.....*R. Collins*.....  
(Secretary)

No. of Company : 743,682

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

BERNARD SUNLEY & SONS LIMITED

Passed 25 January 1989

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 10 Maltravers Street, London, WC2 on 25 January 1989, the following Resolution was duly proposed and passed as a Special Resolution:

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1. That the Articles of Association of the Company be amended by the addition of the following new Article numbered 17A, 17B, 17C, 17D and 17E after the existing Article 17:-

17.A The person or persons for the time being entitled to exercise the control of more than one half of the votes which can be cast at general meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a director or directors (either as additional directors or to fill any vacancy amongst the directors) and to designate by notice in writing to

the directors at the registered office of the Company that certain of the directors (the "Designated Directors") shall have voting rights at all proceedings of the directors (whether such proceedings are effected by meetings of the directors or by written resolutions of the directors) as hereinafter set out. Such person or persons having control as aforesaid shall have the power at any time and from time to time by notice in writing given to the directors of the Company at its registered office to remove a Designated Director from his position as a Designated Director.

17.B At all proceedings of directors, the Designated Directors shall have such number of votes in aggregate as shall equal the total number of votes which can be cast by all the other directors from time to time. If at any time and from time to time there is a sole Designated Director or if only one Designated Director is present at a meeting of the directors, such Designated Director shall have such number of votes as shall equal the total number of votes which can be cast as aforesaid by all the other directors.

17.C The Chairman of the directors (who shall always be a Designated Director) shall, in the case of an equality of votes, have a second or casting vote,



in addition to such votes as he shall have as a Designated Director. The Chairman of the directors shall have the power to nominate another of the Designated Directors as his alternate for the purposes of acting as Chairman, and, on such appointment being made, such alternate Chairman, whilst so acting, shall be entitled to exercise and discharge all the functions, powers and duties (including, without limitation, the right as aforesaid to a second or casting vote) and undertake all the liabilities and obligations of the Chairman he so represents.

17.D Regardless of the number of directors present at a meeting of the directors, there shall be no quorum for the transaction of business thereat unless there shall be at least one Designated Director present.

17.E To the extent that there is any discrepancy or inconsistency between the provisions of Article 17A, 17B, 17C, 17D and 17E with the provisions of the remaining Articles of Association of the Company, the provisions of Article 17A, 17B, 17C, 17D and 17E shall have overriding effect.

.....R. Codrington

(Secretary)

No. 743682

THE COMPANIES ACT 1985

BERNARD SUNLEY & SONS LIMITED

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

PASSED 29<sup>th</sup> JULY 1989

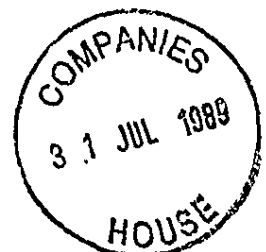
Pursuant to the provisions of Article 8 of the Company's Articles of Association, the underwritten Special Resolution was passed on the 29<sup>th</sup> day of July 1989.

SPECIAL RESOLUTION

THAT subject to the approval of the Registrar of Companies:-

- (A) the Company be re-registered as a public company limited by shares within the meaning of the Companies Act 1985.
- (B) the name of the Company be changed to "Bernard Sunley & Sons Plc".
- (C) the Memorandum of Association of the Company be altered as follows:-
  - (i) By deleting Clause 1 and substituting therefore the following:

"1. The name of the Company is  
"Bernard Sunley & Sons Plc"."



- (ii) By inserting as a new Clause 2 the following:

"The Company is to be a public company."

- (iii) By renumbering the existing Clauses 2 to 5 of the Memorandum of Association of the Company as Clauses 3 to 6 respectively.

- (D) the regulations set forth in the printed document submitted to the members and for the purpose of identification signed by the Chairman, 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.

A handwritten signature in dark ink, appearing to be "J. L. ...", written over a dotted line.

(CHAIRMAN)

**COMPANIES FORM No. 43(3)**

**Application by a private  
company for re-registration  
as a public company**

**43(3)**

Please do not  
write in  
this margin

Pursuant to section 43(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

Name of company

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

743682

\* BERNARD SUNLEY & SONS LIMITED

Insert existing full  
name of company

Insert full name of  
company amended  
to make it appropriate  
or this company as  
a public limited  
company

applies to be re-registered as a public company by the name of a  
BERNARD SUNLEY & SONS PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e) )
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

Use if section 44  
of Act does not  
apply

Signed

*[Signature]*

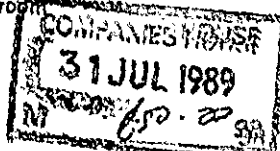
[Director] ~~XXXXXXXX~~ Date 29th July 1989

Presenter's name address and  
reference (if any): CTB/NJC

Taylor Joynson Garrett,  
10 Maltravers Street,  
LONDON WC2R 3BS

For official Use  
General Section

Post room



NW 650.00  
000397

BN

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES


MEMORANDUM OF ASSOCIATION

of

BERNARD SUNLEY & SONS PLC

(as amended by Special Resolution dated 29<sup>th</sup> July 1989)

1. The name of the Company is "BERNARD SUNLEY & SONS PLC".
2. The Company is to be a public company.
3. The registered office of the Company will be situate in England.
4. The objects for which the Company is established are:-
  - (a) To carry on business as public works and building contractors, civil, construction and mining engineers, earth movers, road making, spraying and surfacing contractors, stone, cement and concrete makers and contractors, builders, decorators, bricklayers, stonemasons, shopfront fitters, painters, plasterers, french polishers, paperhangers, plumbers, sanitary engineers, electricians, joiners and carpenters, and to carry on business as builders' merchants, glaziers, slaters, locksmiths, gas, electrical and water engineers, heating, ventilating, refrigerating and mechanical engineers, sheet metal workers, and manufacturers and merchants of materials and plant used for any of the said businesses.
  - (b) To carry on business in land and house and other property of any tenure, and any interest therein, and to create, sell and deal in freehold and leasehold ground or other rents, and to advance

  
COMPANIES  
31 JUL 1989  
HOUSE

\*The Company changed its name to Bernard Sunley & Sons Limited on 31st March, 1966. The name was further changed to Bernard Sunley & Sons Plc by Special Resolution on 29<sup>th</sup> July 1989.

upon the security of land or house or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, partition or otherwise with land, house property and any other property, real or personal.

- 810
- (c) To carry on any other business which may seem capable of being conveniently carried on in connection with any of the businesses aforesaid or otherwise calculated, directly or indirectly to enhance the value of or render more profitable any of the Company's property or rights.
  - (d) To acquire for any estate or interest and to take options over, construct and develop any property real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company, including shares and other interests in any company, the objects of which include the carrying on of any business or activity within the objects of this Company.
  - (e) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
  - (f) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
  - (g) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
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- (h) To guarantee the payment of money secured by or payable under or in respect of or the performance of shares, debentures, debenture stock, bonds, mortgages, charges, securities, obligations and contracts of any company whether British Colonial or Foreign or of any authority supreme municipal local or otherwise or of any person whomsoever including in particular, but without prejudice to the generality of the foregoing, the payment of money secured by or payable under or in respect of any debentures, debenture stock, bonds, mortgages, charges or securities which may at any time be created by Bernard Sunley & Sons Limited\* of which company the Company is a subsidiary and for that purpose to mortgage or charge the undertaking and all or any of the property and assets, present and future, and uncalled capital of the Company.
- (i) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (j) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (k) To establish or promote, or concur or participate in establishing or promoting, any company the establishment or promotion of which shall be considered desirable in the interest of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.

- (l) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (m) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (n) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees (including Directors and ex-Directors) of the Company, or of its predecessors in business, or of its holding company or subsidiary or associated companies (if any), or to the relations, connections or dependants (or to any other person in respect) of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interest of the Company or of its Members.
- (o) To act as secretaries, managers, registrars or transfer agents for any other company.
- (p) To distribute any of the property of the Company among its Members in specie or kind.
- (q) To do all or any of the things or matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (r) To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, 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 that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any wise limited or restricted by reference to or inference



from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the members is limited.

6. \*The share capital of the Company is £100, divided into 100 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
E. H. J. RECORD, 125 Becketts Park Drive, Headingley, Leeds, 6.  Solicitor.	One
BRIAN W. CHADWICK, 112 Goldington Avenue, Oakes, Huddersfield.  Solicitor.	One

DATED this 15th day of November, 1962.

WITNESS to the above Signatures:-

HILDA N. WEBSTER,  
29 Harrison Grove,  
Harrogate.

Spinster.

\*The capital of the Company has from time to time been increased and converted into different classes of shares. As at 29<sup>th</sup> July 1989 the capital is £1,000,100 divided into 1,000,100 Ordinary Shares of £1 each.

*Retelore*

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

BERNARD SUNLEY & SONS PLC

(ADOPTED BY SPECIAL RESOLUTION DATED *29<sup>th</sup>* JULY 1989)

Preliminary

- 1.(a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called 'Table A') shall apply to the company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the company
- (b) In these articles the expression 'the Act' means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification on re-enactment of that provision for the time being in force.



### Allotment of Shares

- 2.(a) Save as authorised by the Act, the company shall not give, whether directly or indirectly, any financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151 of the Act.
- (b) Save as permitted by section 101 (2) of the Act, no shares of the company shall be allotted except as paid up at least as to one-quarter of their nominal value and the whole of any premium.

### Share Capital

3. The authorised share capital at the date of adoption of these Articles is £1,000,100 divided into 1,000,100 ordinary shares of £1 each.

### General Meetings

- 4.(a) Every notice convening a general meeting shall comply with the provisions of section 372 (3) of the Act as to giving information to members in regard to their right to appoint proxies.
- (b) Clause 40 in Table A shall be read and construed as if the words 'at the time when the meeting proceeds to business' were added at the end of the first sentence.
- (c) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the

next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

- (d) Clause 41 in Table A shall not apply to the company.

#### Appointment of Directors

- 5.(a) The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the company.
- (b) Any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by him or them or, in the case of a corporate Member, by one of its directors on its behalf and left at or sent to the Registered Office of the Company, or the Company in general meeting, may at any time or from time to time appoint any person or persons to be a Director or Directors of the Company either as an additional Director or to fill any vacancy or remove any Director from office howsoever appointed.
- (c)(i) The person or persons for the time being entitled to exercise the control of more than one half of the votes which can be cast at general meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a

director or directors (either as additional directors or to fill any vacancy amongst the directors) and to designate by notice in writing to the directors at the registered office of the Company that certain of the directors (the "Designated Directors") shall have voting rights at all proceedings of the directors (whether such proceedings are effected by meetings of the directors or by written resolutions of the directors) as hereinafter set out. Such person or persons having control as aforesaid shall have the power at any time and from time to time by notice in writing given to the directors of the Company at its registered office to remove a Designated Director from his position as a Designated Director.

- (ii) At all proceedings of directors, the Designated Directors shall have such number of votes in aggregate as shall equal the total number of votes which can be cast by all the other directors from time to time. If at any time and from time to time there is a sole Designated Director or if only one Designated Director is present at a meeting of the directors, such Designated Director shall have such number of votes as shall equal the total number of votes which can be cast as aforesaid by all the other directors.
- (iii) The Chairman of the directors (who shall always be a Designated Director) shall, in the case of an equality of votes, have a second or casting vote in addition to such votes as he shall have as a Designated Director. The Chairman of the

directors shall have the power to nominate another of the Designated Directors as his alternate for the purposes of acting as Chairman, and, on such appointment being made, such alternate Chairman, whilst so acting, shall be entitled to exercise and discharge all the functions, powers and duties (including, without limitation, the right as aforesaid to a second or casting vote) and undertake all the liabilities and obligations of the Chairman he so represents.

- (iv) Regardless of the number of directors present at a meeting of the directors, there shall be no quorum for the transaction of business thereat unless there shall be at least one Designated Director present.
- (v) To the extent that there is any discrepancy or inconsistency between the provisions of Article 5(c) with the provisions of the remaining Articles of Association of the Company, the provisions of Article 5(c) shall have overriding effect.
- (d) Clause 88 of Table A shall be modified to take account of Article 5(c).

- 6. Without prejudice to the powers contained in Articles 5(b) and 5(c), the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 81 of Table A) hold office until he is removed pursuant to Article 5(b).

### Borrowing Powers

7. The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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 (including its holding company).

### Alternate Directors

- 8.(a) An alternate director shall not be entitled as such to receive any remuneration from the company save that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of clause 66 in Table A shall be modified accordingly.
- (b) A director, or any such other person as is mentioned in clause 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but

he shall count as only one for the purpose of determining whether a quorum is present.

#### Disqualification Directors

9. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and clause 81 in Table A shall be modified accordingly.

#### Gratuities and Pensions

- 10.(a) The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

#### Proceedings of Directors

- 11.(a) A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way



concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the company.

#### Indemnity

12.(a) Every director or other officer of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

- (b) Clause 118 in Table A shall not apply to the company.



# Hays Allan

Chartered Accountants

Southampton House  
317 High Holborn  
London WC1V 7NL

Telephone: 01-831 6233  
Telex: 887929  
Fax: 01-831 2416  
DX No. 1005

The Directors  
Bernard Sunley & Sons Limited  
221-241 Beckenham Road  
Beckenham  
Kent  
BR3 4UA

27th July 1989

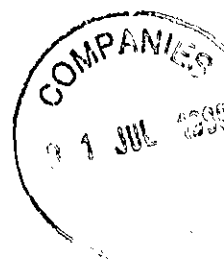
**AUDITORS' STATEMENT TO THE DIRECTORS OF BERNARD SUNLEY & SONS LIMITED PURSUANT  
TO SECTION 43 (3) (b) OF THE COMPANIES ACT 1985**

We have examined the balance sheet of Bernard Sunley & Sons Limited at 31st December 1988 which formed part of the accounts for the year ended on that date audited by us. The scope of our work for the purposes of this statement was limited to an examination of the relationship of the amounts stated in the audited balance sheet in connection with the company's proposed re-registration as a public company.

In our opinion the balance sheet shows that at 31st December 1988 the amount of the company's net assets was not less than the aggregate of its called up share capital and undistributable reserves.

*Hays Allan*

HAYS ALLAN



AUDITORS' REPORT TO THE MEMBERS OFBERNARD SUNLEY & SONS LIMITED

We have audited the accounts set out on pages 4 to 13 in accordance with approved auditing standards.

In our opinion the accounts give a true and fair view of the company's affairs at 31st December 1988 and of the loss and source and application of funds for the year ended on that date and have been properly prepared in accordance with the Companies Act 1985.

*Hays Allan*

HAYS ALLAN

Chartered Accountants.

Southampton House,  
317 High Holborn,  
London, WC1V 7NL.

24th July 1989.



BERNARD SUNLEY & SONS LIMITEDBALANCE SHEETAT 31ST DECEMBER 1988

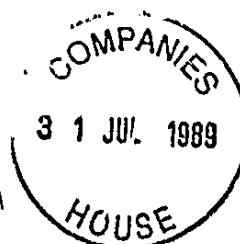
	<u>Note</u>	<u>1988</u> <u>£</u>	<u>1987</u> <u>£</u>
<b>FIXED ASSETS</b>			
Tangible assets	9	676,042	390,013
Investments	10	102	102
		<u>676,144</u>	<u>390,115</u>
<b>CURRENT ASSETS</b>			
Stocks and work in progress	11	2,625,035	1,756,955
Debtors	12	22,056,566	21,655,715
Cash at bank and in hand		20,389	3,637
		<u>24,701,990</u>	<u>23,416,307</u>
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>			
Bank overdrafts		2,238,304	843,096
Creditors	13	9,739,763	9,288,552
		<u>11,978,067</u>	<u>10,131,648</u>
<b>NET CURRENT ASSETS</b>		<u>12,723,923</u>	<u>13,284,659</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>13,400,067</u>	<u>13,674,774</u>
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>			
Deferred taxation	14	(37,000)	(158,500)
<b>NET ASSETS</b>		<u>£13,363,067</u>	<u>£13,516,274</u>
<b>CAPITAL AND RESERVES</b>			
<b>CALLED UP SHARE CAPITAL</b>	15	1,000,100	1,000,100
<b>PROFIT AND LOSS ACCOUNT</b>	16	12,362,967	12,516,174
		<u>£13,363,067</u>	<u>£13,516,274</u>

Approved by the board on 24th July 1989.

E. NORDLING

N.J. LINSTAD

Directors



**G**

COMPANIES FORM No. 43(3)(e)

**Declaration of compliance  
with requirements by a  
private company on application  
for re-registration as a public  
company****43(3)(e)**Please do not  
write in this margin

Pursuant to section 43(3)(e) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

743682

Name of company

\* **BERNARD SUNLEY & SONS LIMITED**\* insert full name  
of companyI, **NIGEL JOHN LINSTEAD**of **27 OVERHILL, UNDER WARMINGHAM,**  
**SURREY CR3 9JA**† delete as  
appropriate

§ insert date

~~the secretary~~ [a director] of the company, do solemnly and sincerely declare that:  
1 the company, on **29th** July 1989, passed a special resolution  
that the company should be re-registered as a public company;  
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;  
3 between the balance sheet date and the application for re-registration, there has been no change in  
the company's financial position that has resulted in the amount of its net assets becoming less than  
the aggregate of its called-up share capital and undistributable reserves.  
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 **21 Holborn Viaduct**  
**London EC1A 2DY**

Declarant to sign below

the **31st** day of **July**One thousand nine hundred and **Eighty nine**before me **[Signature]**A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.Presentor's name address and  
reference (if any): **CTB/NJC**  
**Taylor Joynson Garrett,**  
**10 Maltravers Street,**  
**LONDON WC2R 3BS**For official Use  
General Section

Post room

**31 JUL 1989****HOUSE**

# FILE COPY



CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF PRIVATE COMPANY  
AS A PUBLIC COMPANY

No. 743682

I hereby certify that

BERNARD SUNLEY & SONS LIMITED

formerly registered as a private company has this day  
been re-registered under the Companies Act 1985 as a  
public company under the name of

BERNARD SUNLEY & SONS PLC

and that the company is limited.

Given under my hand at Cardiff the 14TH AUGUST 1989

A handwritten signature in dark ink, appearing to read 'J. L. Dpear'.

An Authorised Officer

C461(B)

**G**

## COMPANIES FORM No. 353

**Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

**353**

Please do not  
write in  
this margin

Pursuant to section 353 of the Companies Act 1985

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

\* Insert full name  
of company

To the Registrar of Companies

For official use

--	--	--	--

Company number

743682

Name of company

\* BERNARD SUNLEY & SONS PLC

gives notice that the register of members is [new] kept at:

Southampton House	
317 High Holborn	
London	Postcode WC1V 7NL

† delete as  
appropriate

Signed

R. Collins

[Director][Secretary]† Date 29/9/89

Presenter's name address and  
reference (if any): DRR/ML

Hays Allen  
Southampton House  
317 High Holborn  
London, WC1V 7NL

For official Use  
General Section

Post room

RECEIVED  
SOUTHAMPTON HOUSE  
5 OCT 1989

# G

COMPANIES FORM No. 225(1)

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

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

7	4	3	6	8	2
---	---	---	---	---	---

Name of company

* BERNARD SUNLEY & SONS PLC
-----------------------------

\* Insert full name of company

gives notice 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

Day Month

3	0	0	9
---	---	---	---

**Note**  
Please read notes 1 to 4 overleaf before completing this form

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

Day Month Year

3	0	0	9	1	9	8	9
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of N/A  
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A  
and it is still in force.  
Signed R. Colling Designation‡ SECRETARY Date 29/9/89

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

Presenter's name address and reference (if any): DRR/ML

Mays Allan  
Southampton House  
317 High Holborn  
London, WC1V 7NA

For official Use  
General Section

Post room

HOUSE  
T 1989

20



No, 743682

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

BERNARD SUNLEY & SONS PLC

Passed on 18th October 1991

At an Extraordinary General Meeting of the above-named Company, duly convened and held on the above date, the following Resolutions were duly passed:

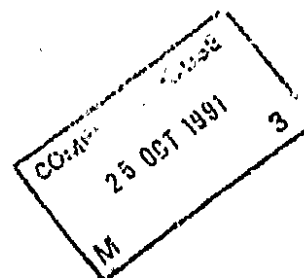
SPECIAL RESOLUTION

"That the regulations in the form attached to the notice of the Meeting and produced to the Meeting and initialled by the Chairman for the purposes of identification be and they are hereby adopted in place of and in substitution for the existing Articles of Association".

ORDINARY RESOLUTION

"That the entering into of an Agreement by the Company between Lonrho Plc (1), the Company (2), Mr. Nordling (3) and A/S Beteiligung GmbH be and is hereby approved pursuant to Section 320 of the Companies Act 1985".

.....   
Chairman



7143682

THE COMPANIES ACT 1985 TO 1989

A PUBLIC COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

BERNARD SUNLEY & SONS PLC

(ADOPTED BY SPECIAL RESOLUTION DATED 18th October 1991)

Preliminary

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") excluding Regulation 88 shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company
- (b) In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification on re-enactment of that provision for the time being in force.

"Board" means the Board of Directors of the Company at a duly convened meeting of the Directors at which a quorum is present.

223

### Allotment of Shares

2. (a) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151 of the Act.
- (b) Save as permitted by section 101 (2) of the Act no shares of the Company shall be allotted except as paid up at least as to one-quarter of their nominal value and the whole of any premium.

### Share Capital

3. The authorised share capital at the date of adoption of these Articles is £1,000,100 divided into 1,000,100 ordinary shares of £1 each.

### General Meetings

4. (a) Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.
- (b) Clause 40 in Table A shall be read and construed as if the words "at the time when the meeting proceeds to business" were added at the end of the first sentence.
- (c) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

- (d) Clause 41 in Table A shall not apply to the Company.

Appointment of Directors

5. (a) The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (b) Any Member or Members holding a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by him or them or, in the case of a corporate Member, by one of its directors on its behalf and left at or sent to the Registered Office of the Company, or the Company in general meeting, may at any time or from time to time appoint any person or persons to be a Director or Directors of the Company either as an additional Director or to fill any vacancy or remove any Director from office howsoever appointed;
- (c) Mr Nordling shall so long as he is entitled to remain a director of Zantander Limited (Company No 228077) be entitled to remain as a director of the Company.
6. Without prejudice to the powers contained in Articles 5(b) and (c) the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 81 of Table A) hold office until he is removed pursuant to Article 5(b) or (in the case of Mr. Nordling) ceases to be entitled to hold office under Article 5(c).

Director's Powers

7. (a) The Board may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any

security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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 (including its holding Company).

- 119 (b) Save with the express prior written authorisation of the Board, any document requiring to be signed or any act requiring to be taken on behalf of the Company shall only be valid if such document is signed or such act is authorised in writing by at least two directors or one director and the Secretary of the Company.

#### Alternate Directors

8. (a) An alternate director shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of clause 66 in Table A shall be modified accordingly.
- (b) A director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of deterring in whether a quorum is present.

### Disqualification of Directors

9. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and clause 81 in Table A shall be modified accordingly.

### Gratuities and Pensions

10. (a) The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary Company of the Company or of its holding Company (if any) notwithstanding that he may be or may have been a Director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

### Proceedings of Directors

11. (a) A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

*Red*

- (c) All directors (and their respective alternate directors) shall be entitled to notice of board and general meetings (and of any resolutions to be passed otherwise than at a meeting) by facsimile at each of such addresses in any part of the world (not exceeding two at any one time) as he may have notified for the time being to the Company Secretary.
- (d) The quorum for any meeting of the Board of the Company shall be any two Directors present in person or by their duly appointed alternates.

#### Indemnity

12. (a) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

- (b) Clause 118 in Table A shall not apply to the Company.

*R.L.R.*