

Number of Company: 841682

138

THE COMPANIES ACTS 1948 to 1981

SPECIAL RESOLUTION

of LITTLER INVESTMENTS LIMITED



At an Extraordinary General Meeting of the members of the
above-named company, duly convened and held at16... Church....

... Street, ... Suffolk - Ipswich ...

on the3rd..... day ofJuly..... 1984.

the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects clause be and the same are hereby altered by relettering the existing sub-clause of clause 3 as sub-clause (A)(i) and by inserting immediately thereafter the following new sub-clause to be lettered (ii):-

(A) (ii) To carry on all or any of the businesses of agricultural engineers and contractors, manufacturers, merchants, hirers and letters on hire of, and dealers in tractors, agricultural, horticultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; farmers, graziers, millers, stock and poultry breeders and dealers, producers, raisers and growers of and dealers in corn, grain, cereals, forage, fodder, foodstuffs and farm produce of all kinds; nurserymen and market gardeners, seedsmen, bulb merchants, manufacturers, processors, growers, importers, exporters, raisers and merchants of, and dealers in seeds, bulbs, plants, vegetables, fruit, flowers, shrubs and horticultural produce of every description; merchants, manufacturers and processors of, agents for and dealers in additives, fertilizers, lime products, chemicals, liquid and other manures and manurial products, soil conditioners, and the like; agricultural and horticultural sundriesmen and merchants, manufacturers, repairers, merchants, hirers and letters on hire of, and dealers in agricultural, horticultural, gardening, farm and dairy plant, implements, machinery, utensils and requisites of all kinds; grocers and provision merchants, wine and spirit merchants, carriers, haulage and cartage contractors, and general merchants, L.C.

importers, exporters and shippers, agents and brokers, factors, traders and dealers; and to buy, sell, manufacture, repair, alter, hire, let on hire, export, import and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things capable of being used in connection with the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company; and to establish purchase or otherwise acquire shops, workrooms, or other premises for the storage, sale or manufacture of goods dealt in by the Company.


CHAIRMAN.

No: 841682

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

LITTLER INVESTMENTS LIMITED

(As altered by Special Resolution passed on the 3rd day of July, 1984)

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

(A) (i) To operate as a holding and investment company and to acquire such freehold, leasehold, or other property for any estate or interest whatever, and such building leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporate, policies of life assurance, and such other property and rights and interest in property, as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in stocks, shares, debentures, debenture stock, bonds, obligations, or securities, policies of life assurance, lands, building leases, underleases, or other property or assets, and may acquire the same for the purposes of investment only and with a view to holding and managing the same and receiving the income therefrom, and so that if from time to time it shall be found necessary or advisable for the Company to realise all or any part of its property or assets, the Company shall have power to do so, but any surpluses arising on or from such realisation shall be dealt with as capital surpluses, not available for the payment of dividends.

(ii) To carry on all or any of the businesses of agricultural engineers and contractors, manufacturers, merchants, hirers and letters on hire of, and dealers in tractors, agricultural, horticultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; farmers, graziers, millers, stock and poultry breeders and dealers, producers, raisers and growers of and dealers in corn, grain, cereals, forage, fodder, foodstuffs and farm produce of all kinds; nurserymen and market gardeners, seedsmen, bulb merchants, manufacturers, processors, growers, importers, exporters, raisers and merchants of, and



dealers in seeds, bulbs, plants, vegetables, fruit, flowers, shrubs and horticultural produce of every description; merchants, manufacturers and processors of, agents for and dealers in additives, fertilizers, lime products, chemicals, liquid and other manures and manurial products, soil conditioners and the like; agricultural and horticultural sundriesmen and merchants, manufacturers, repairers, merchants, hirers and letters on hire of, and dealers in agricultural, horticultural, gardening, farm and dairy plant, implements, machinery, utensils and requisites of all kinds; grocers and provision merchants, wine and spirit merchants, carriers, haulage and cartage contractors, and general merchants, importers, exporters and shippers, agents and brokers, factors, traders and dealers; and to buy, sell, manufacture, repair, alter, hire, let on hire, export, import and deal in plant, machinery, appliances, apparatus, utensils, materials, produce, articles and things capable of being used in connection with the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company; and to establish purchase or otherwise acquire shops, workrooms, or other premises for the storage, sale or manufacture of goods dealt in by the Company.

(B) To build, construct, maintain, alter, renovate, repair, furnish, enlarge, pull down and remove or replace any houses, garages, showrooms, shops, offices, flats or other buildings and to manage, lease, grant licences or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property, to collect rents and income, and to supply to tenants and occupiers such amenities, facilities and advantages as may be deemed expedient.

(C) To lend and advance money to or give credit to such persons, firms or companies on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms or companies, and to co-ordinate the policy, administration and management of any subsidiary companies of or any other companies of which this Company is a Member or which are in any manner controlled by this Company and to assist financially or otherwise any such subsidiary or other company.

(D) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(E) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(F) To act as agents or brokers and as trustees for any person, firm, or company, and also to act in any of the affairs of the Company through or by means of agents, brokers, trustees, or others.

(G) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(H) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company.

(I) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on its operations; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.

(J) To promote any other company for the purposes of acquiring the whole or any part of the property and undertaking any of the liabilities of this Company, or of undertaking any operations which may appear likely to assist or benefit this Company or to enhance the value of any property of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(K) To sell or otherwise dispose of the whole or any part of the undertaking or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.

(L) To distribute among the Members of the Company in kind, any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

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

4. The liability of the Members is limited.

5. The Share Capital of the Company is £5,000 divided into 5,000 Shares of £1 each.