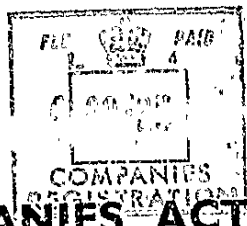


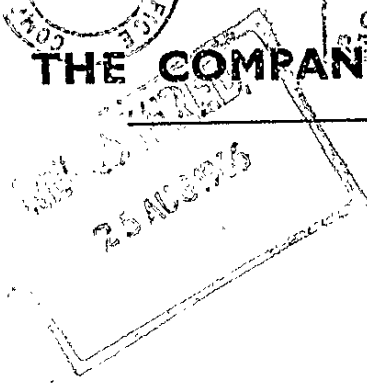
886418

No of Company.....



Form No. 41

# 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

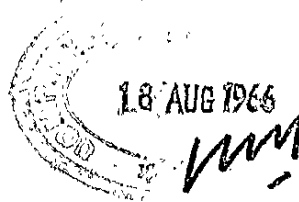
SCIENTIFIC CLASS  
LABORATORIES Limited.

Presented by

KENNETH E. CORRIE

20/8/66

NEEDLE CASES



SHARP THORNE PRESS LTD. 5 GROVE ROAD, SURBITON, SURREY

Telephone: ELMbridge 3382/3

I, RONALD BUNNY CONROYED BLOXHAM  
of 9 ASHGREEN CLOSE  
TRENTHAM  
STOKE-ON-TRENT

Do solemnly and sincerely declare that I am <sup>A</sup>~~(a)~~ <sup>as</sup> ~~THE~~ PERSON NAMED  
IN THE ARTICLES OF ASSOCIATION AS A  
DIRECTOR,

AV-8  
of

SCIENTIFIC GLASS LABORATORIES, 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 believing the same to be true and  
by virtue of the provisions of the Statutory Declarations Act, 1935.

Declared at Newcastle-under-Lyme  
in the County of  
Stafford  
the 16<sup>th</sup> day of August  
one thousand nine hundred and sixty-six  
before me.

[Signature]  
(b) A Commissioner for Oaths.

R.B. Bloxham  
(R.B.C. BLOXHAM)

- (a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") "engaged  
in the formation," or "A person named in the Articles of Association as a Director or  
Secretary,"  
(b) or Notary Public or Justice of the Peace.

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

No. of Company..... 886418/2

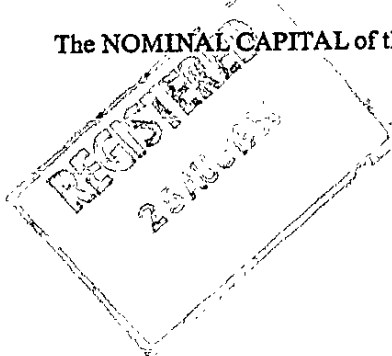


SCIENTIFIC GLASS LABORATORIES LIMITED

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.

The NOMINAL CAPITAL of the above-named Company is £ 100



nature

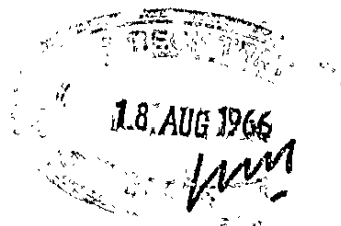
G. B. Bloxham

Description

Director

Date

16-8-66



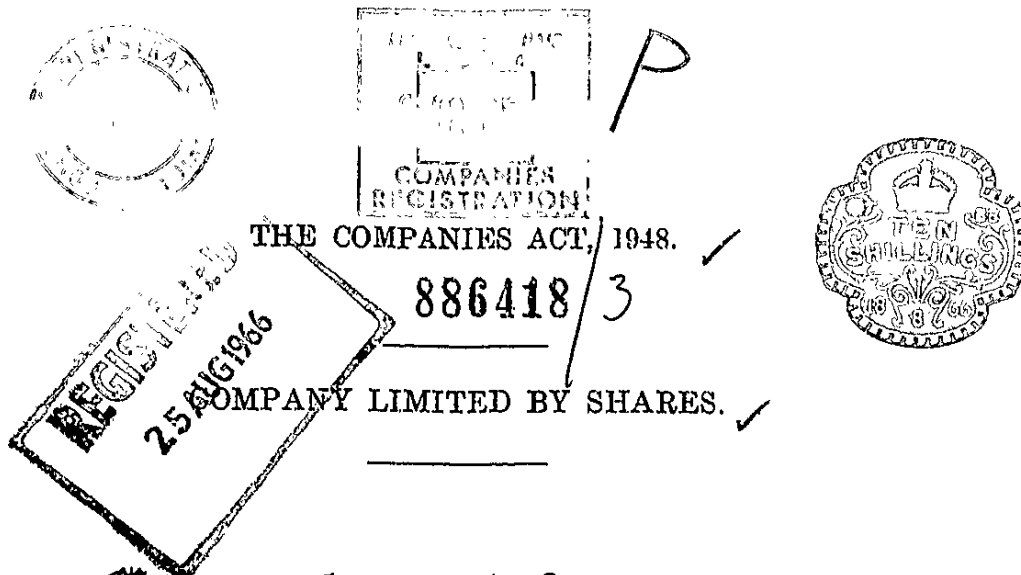
Presented for registration by

EXPRESS COMPANY REGISTRATIONS LTD.,  
70 FINSBURY PAVEMENT,  
LONDON, E.C.2.  
Telephone : NAT. 5434/5

Stamps  
LCS 303

HC/ 3860.

NOTE—This margin is reserved for Endings, and must not be written upon.



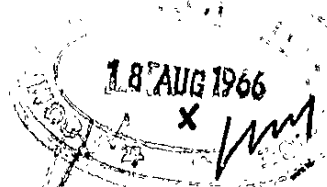
## Memorandum of Association

OF

SCIENTIFIC GLASS LABORATORIES LIMITED ✓

1. The name of the Company is "Scientific Glass Laboratories Limited". ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-

- (A)
- (1) To carry on the business of glass blowing and to manufacture and sell laboratory and scientific glassware and apparatus, glass-blown industrial equipment and components and generally any articles, apparatus and goods manufactured either wholly or partly from glass or similar substances.
  - (2) To carry on business as engineers, designers, draughtsmen, consultants, joiners, welders, enamellers, polishers, painters, warehousemen, storage contractors, glaziers and to execute and undertake agency and commission work and to act generally as agents, factors and brokers for the sale or purchase of goods. ✓



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock 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 undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the Members is limited. .

5. The share capital of the Company is £ 100 divided into 100 shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

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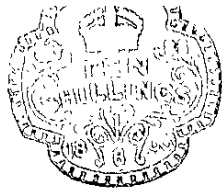
WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names. ✓

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Ronald Bunny Conroy Bloxham</i> RONALD BUNNY CONROYED BLOXHAM 9 ASH GREEN CLOSE, TRENTHAM, STOKE-ON-TRENT. GENERAL MANAGER.	<i>ONE</i> ONE
<i>Poppy Bloxham</i> POPPY BLOXHAM, 9 ASH GREEN CLOSE, TRENTHAM STOKE-ON-TRENT HOUSEWIFE	ONE ONE

DATED the 16th day of August, 1966

WITNESS to the above signatures :-

*Donald Farrer.*  
 DONALD FARRER.  
 6, HILL VIEW.  
 MILTON.  
 S-O-T.



THE COMPANIES ACT, 1948. ✓

886418 / 4 ✓

COMPANY LIMITED BY SHARES. ✓

**Articles of Association** ✓

OF

SCIENTIFIC GLASS LABORATORIES LIMITED ✓

PRELIMINARY

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

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

SHARES

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

LIEN

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

GENERAL MEETING

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

of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

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

#### DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

8. The first Directors of the Company shall be RONALD BUNNY CONROYED BLOXHAM AND POPPY BLOXHAM. ✓

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

10. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

BORROWING POWERS

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

SECRETARY

12. The first Secretary of the Company shall be POPPY BLOXHAM.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
<i>Ronald Bunny Conroyed Bloxham</i> <del>RONALD BUNNY CONROYED BLOXHAM,</del> <del>A ASH GREEN CLOSE,</del> <del>TRENTHAM</del> <del>STORE-ON-TRENT.</del> <del>GENERAL MANAGER.</del>
<i>Poppy Bloxham</i> <del>Poppy Bloxham,</del> <del>A ASH GREEN CLOSE,</del> <del>TRENTHAM</del> <del>STORE-ON-TRENT.</del> <del>HOUSEWIFE.</del>

DATED the 16th day of August, 1966

WITNESS to the above signatures :-

*Donald Farrer.*  
DONALD FARRER.  
6, HILL VIEW.  
MILTON.  
S.O.T.

C.173

DUPLICATE FOR THE FILE.

No. 886418



## Certificate of Incorporation

I Hereby Certify that

SCIENTIFIC GLASS LABORATORIES LIMITED

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

Given under my hand at London this TWENTY-FIFTH DAY OF AUGUST  
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

*L.S. Whitfield*

Assistant Registrar of Companies.

Certificate  
received by

*a. Goldstein*

Date

*12.8.66*

886418. /20

form No. C.A. 51

# THE COMPANIES ACTS 1948 TO 1967

[COPY]

## ORDINARY resolution (1)

pursuant to section 141 ( ) of the Companies Act 1948 (2)

of.....  
SCIENTIFIC GLASS LABORATORIES Limited

Passed the Fifth day of September, 1973.

At an Extraordinary General Meeting of the members of the above-named company,  
duly convened and held at (3) "Marsh Trees House",  
Marsh Parade, Newcastle, Staffs.

on the Fifth day of September, 1973,

the following (1) Ordinary RESOLUTION was duly passed:—  
(4)

That the share capital of the Company be  
increased from £100 to £3,000 by the creation  
of 2,900 new shares of £1 each ranking in all  
respects pari passu with the 100 existing  
shares of £1 each in the capital of the Company.

*C. Dale*

### NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
- (3) Insert the full address of the place where the meeting was held.
- (4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.  
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.



Jordan & Sons Limited  
International Law Agents, Consultants & Publishers  
82 City Road London EC1Y 2BX  
Telephone: 01-253 6214 Telex No. 261010

43513

886418

✓ number of company  
form No. 10  
no filing fee payable

*LA*

# THE COMPANIES ACTS 1948 TO 1967

SEP 13 1973 10.00

Notice of  
**increase in nominal capital**  
pursuant to section 63 of the Companies Act 1948

name of company

SCIENTIFIC GLASS LABORATORIES Limited



**Jordan & Sons Limited**  
Company Registration Agents, Printers & Publishers  
City Office: Wilco House 82 City Road London EC1  
Telephone: 01-253 6214 Telex No. 261010

43513

Presented by.....  
G. E. THORNTON & CO.  
CHARTERED ACCOUNTANTS  
100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 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# To the Registrar of Companies

SCIENTIFIC GLASS LABORATORIES Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated Fifth September, 1973, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 2,900 beyond the registered Capital of £100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
2,900	Ordinary	£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:—

That they rank equally in all respects pari passu with the £100 existing shares of £1 each in the Capital of the Company.

None of the new Shares are Preference Shares, and are (2) [not] redeemable.

*[Signature]* (Signature)  
DIRECTOR & SECRETARY (State whether Director or Secretary)  
Dated 22nd Sept 1973

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

(2) Delete as appropriate.



886418/  
36

Company number 886418  
Scientific Glass Laboratories Limited

Companies Acts 1948 to 1980

Companies Limited by shares

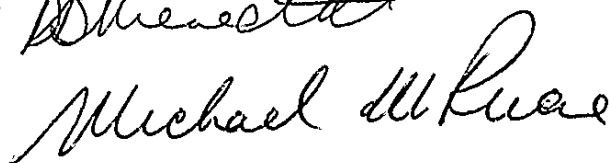
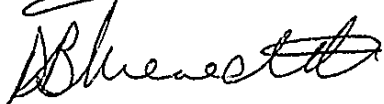
special resolutions of Scientific Glass Laboratories Limited

Passed on 20 October 1981

By resolutions in writing signed pursuant to paragraph 5 of Part II of Table A in schedule 1 of the Companies Act 1948 by all the members of the company for the time being entitled to receive notice of and attend and vote at general meetings of the company the following special resolutions were duly passed

- 1 That the objects of the company be varied by deleting the whole of paragraph 3 of its memorandum of association and substituting therefor a new paragraph 3 in the form of the paragraph set out in the draft annexed to this resolution
- 2 That the existing articles of association of the company shall cease to apply to it and that the company adopts in substitution for them new articles of association in the form of the draft annexed to this resolution

SIGNED



Company number 886418  
Scientific Glass Laboratories Limited

New objects referred to in the annexed special resolution

- 3.0 The objects for which the Company is established are:
- 3.1 To carry on the business of a manufacturer of and dealer in laboratory apparatus and chemical substances and general merchant;
- 3.2 To carry on any other business which may seem to the directors of the Company capable of being conveniently or profitably carried on in connection with that business or calculated directly or indirectly to enhance or render more profitable any of the Company's assets; and
- 3.3 To do all such other things which may seem to the directors of the Company to be incidental or conducive to the attainment of the above objects and without prejudice to the generality of the foregoing the Company shall have power to carry on its business alone or in association with any one or more persons (whether natural or legal) or by any one or more subsidiary companies and to pay all expenses of and incidental to the formation of the Company and to sell lease or dispose of any property of the Company and to draw and accept and negotiate instruments to borrow money and guarantee the indebtedness of others on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security and to invest monies of the Company in such manner as the directors determine to promote other companies to sell the undertaking of the Company for cash or any other consideration and to distribute assets in specie to members of the Company.

Company number 886418

The Companies Acts 1948 to 1980

Company limited by shares

# ARTICLES OF ASSOCIATION

of

SCIENTIFIC GLASS LABORATORIES LIMITED

## 1.0 PRELIMINARY AND INTERPRETATION

1.1 Subject as hereinafter provided the regulations contained in Table A ("Table A") in the first schedule to the Companies Act 1948 shall apply to the Company.

1.2 In regulation 1 of Table A between the words "in these regulations" and "the Act" there shall be inserted the words "and in any articles adopting the same".

1.3 Where there is any conflict between the provisions of these regulations and those of Table A applying to the Company by virtue of these regulations, the provisions of these regulations shall prevail.

2.0 SHARE CAPITAL

- 2.1 The lien conferred by regulation 11 of Table A shall apply to fully paid shares and to all shares registered in the name of any person indebted or under any liability to the Company, whether he is the sole registered holder thereof or one of two or more joint holders.
- 2.2 In regulation 15 of Table A the words "exceed one-fourth of the nominal value of the share or" shall be deleted.
- 2.3:0 The directors are authorised for a period expiring 5 years from the date on which is passed the resolution adopting these articles of association to exercise the power of the Company generally and without condition to allot the whole or any part of the capital of the Company from time to time commissioned provided that
- 2.3:1 the aggregate amount issued shall not without the consent of the Company given by an ordinary resolution of its members exceed £50,000 and
- 2.3:2 each allotment is made pursuant to such offer as is mentioned in sub-section 17(i) of the Companies Act 1980 and that the period for the acceptance of such offer shall be 14 days from the date on which notice of it is given by the Company to its members.

### 3.0 RESTRICTION ON TRANSFERS

- 3.1 No shares may be transferred otherwise than in accordance with the following clauses of this regulation. Any transfer made or purported to be made otherwise than in accordance with this regulation shall be deemed to be a transfer notice made by the transferor under regulation 3.3.
- 3.2 For the purposes of this regulation the noun "transfer" shall include the renunciation or other disposal of shares allotted or rights in respect of shares granted to a member and the verb "to transfer" shall be construed accordingly.
- 3.3 Any member of the Company and the personal representatives or receiver or liquidator of any member ("the Vendor") who intends to transfer any shares shall inform the directors of his intention by a written notice ("the Transfer Notice") stating the number of shares intended to be transferred the name and address of the intended transferee and the price. A Transfer Notice shall not be revocable without the consent of the Company given by a resolution in writing signed by each director or his alternate or by a special resolution of its members.
- 3.4 The directors and the Vendor shall within one month of the date of the Transfer Notice proceed to fix the price of the shares comprised in it and in case of difference the price shall be fixed in accordance with the provisions of regulation 3.10. The price so fixed shall be conclusive and binding on the Vendor.
- 3.5 The directors shall, within a period of 14 days after the fixing of the price of the said shares, notify in writing all the members of the number of the shares to be sold and the price and shall invite each member to make an offer in writing within 21 days of the date of the said notice, stating the number of shares he is willing to purchase, which offer shall constitute an irrevocable offer to purchase some or all of the shares comprised in it at the price mentioned in the said notice of the directors.

3.6 After the expiration of 21 days from the date of the notice given by the director to the members, and provided that members have stated their willingness to purchase the whole of the said shares comprised in the Transfer Notice, the directors shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase them, such division to be made as nearly as possible in proportion to the nominal value of the existing shares of the class comprised in the Transfer Notice held by them at the close of business on the day of the Transfer Notice, except that no member shall be bound to accept more shares than the number of shares notified by him to the directors as aforesaid, any number of shares not being capable of being divided equally being allocated amongst the members at the discretion of the directors.

3.7 Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price to the directors. If he fails to do so the chairman of the board of directors for the time being, or failing him another director nominated for that purpose by resolution of the directors shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the purchasers. On the completion of the transfer the directors shall pay the price to the Vendor.

3.8 At any time on or after the death of or making of a receiving order against or passing of any resolution or making of an order to wind up any member or the termination of the employment or directorship of any employee or director of the Company, who is a member and does not thereupon become a pensioner of the Company, the directors may by a written notice to the personal representatives or receiver or liquidator of the member or the former employee or director declare that this regulation shall take effect, and the said personal representatives, receiver, liquidator or former employee or director shall thereupon be deemed to have served a Transfer Notice under regulation 3.3 in respect of the whole of the shares in the capital of the Company held by the said member.

- 3.9:0 The restrictions on transfer contained in the preceding clauses shall not apply to and the directors shall be bound to register:
- 3.9:1 any transfer exempted from such provisions by a resolution in writing signed by each director or his alternate or by a special resolution of the Company;
- 3.9:2 any transfer by a corporate shareholder to an associated company (that is to say any holding company or subsidiary company of such corporate shareholder and any other subsidiary company of any such holding company); and
- 3.9:3 any transfer by any member or the personal representative or receiver of any deceased or bankrupt member to all or any of the spouse or children or remoter issue of that member or the trustees of any settlement under which any one or more of such persons including the member is entitled to a beneficial interest.
- 3.10 The price to be fixed for the purposes of regulation 3.4 shall be assessed by an accountant (to be selected by the Vendor and the directors of the Company or in default of agreement within 14 days starting on the date of the Transfer Notice to be nominated by the President for the time being of the Institute of Chartered Accountants on the application of the first to apply to him of the said parties) disregarding the absence of any dividend or other return to the shareholders and the fact that the shares to be valued represent a majority or (as the case may be ) a minority interest in the share capital of the Company.

4.0 ALTERATION OF CAPITAL

4.1 In regulations 44 and 45 of Table A the word "ordinary" shall be deleted and the word "special" shall be substituted therefor.

5.0 PROCEEDINGS AT GENERAL MEETINGS

5.1 In regulation 54 of Table A the words "member present shall be a quorum" shall be deleted and the words "meeting shall be dissolved" shall be substituted therefor.

5.2 In regulation 53 of Table A between the words "proxy" and "shall" there shall be inserted the words "holding together over 50% of the issued shares in the capital of the Company".

5.3 In regulation 60 of Table A the words "the chairman of the meeting at which the show of hands takes place or at which a poll is demanded" shall be deleted and there shall be inserted in lieu thereof the words "no person".

5.4 At the end of regulation 73A of Table A the stop shall be replaced by a comma, and there shall be added the words "and may consist of several documents in like form each signed by one or more directors".

6.0 DIRECTORS

6.1 In regulation 75 of Table A the words "number of the directors and the" shall be deleted.

6.2 The number of the directors shall be not less than two and not more than ten.

7.0 BORROWING POWERS

7.1 The proviso to regulation 79 of Table A shall not apply to the Company.



8.0 POWERS AND DUTIES OF DIRECTORS

- 8.1 Paragraph (2) of regulation 84 of Table A shall not apply.
- 8.2 In regulation 84(4) of Table A the words "other than his own appointment or the arrangement of the terms thereof" shall be deleted.
- 8.3 A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does vote his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such matter is considered.
- 8.4 The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or the widow or dependants of any such person in respect of services rendered by him to the Company whether as a director, managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or have been a director of the Company, and the Company may make payments towards insurance 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.
- 8.5 The directors shall not without the previous sanction of a special resolution of the Company in general meeting sell or dispose of the business of the Company or the shares of any subsidiary of the Company or any part of such business or shares or any interest in land or buildings where a substantial part of the Company's business is for the time being carried on and shall procure that the directors of any subsidiary shall not without the previous sanction of a special resolution of the Company in general meeting carry out any such transaction in relation to such subsidiary.

9.0 DISQUALIFICATION OF DIRECTORS

9.1 In regulation 88 (a) of Table A the words and figures "or 185" shall be deleted.

9.2 There shall be no retiring age for directors and section 185 of the Act shall not apply to the Company.

10.0 ROTATION AND ELECTION OF DIRECTORS

10.1 The directors shall not be subject to retirement by rotation and accordingly all references in Table A to rotation shall be disregarded.

10.2 On any resolution on the appointment or removal of a director, who at the time of the meeting at which such resolution is proposed is the registered holder of not less than 25 per cent of the issued ordinary shares in the capital of the Company, such director shall have such number of votes as exceeds by 1 vote one half of the total number of votes exercisable at such meeting both on a show of hands and on a poll.

11.0 PROCEEDINGS OF DIRECTORS

11.1 In regulations 98 and 104 of Table A the words "the chairman" shall be deleted and there shall be inserted in lieu thereof the words "no person".

11.2 Any directors may appoint any person approved by the board of directors to be an alternate director and may at any time revoke any such appointment. An alternate director shall be entitled to receive notice of and attend and vote at meetings of the directors, but shall not be entitled to receive any remuneration from the Company. Any appointment or revocation made under this article shall be in writing under the hand of the director making it.

11.3 At the end of regulation 106 of Table A the stop shall be replaced by a comma, and there shall be added the words "and may consist of several documents in like form each signed by one or more directors".

( ) 11.4 In regulation 74 of Table A after the words "a member of the Company" there shall be added the words "or a director of the Company" and after the words "or any class of members of the Company" there shall be added the words "or (as the case may be) at any meeting of the directors of the Company".

11.5 No director who holds less than 25% of the issued share capital of the Company shall be entitled to vote on any resolution relating to the transfer of any shares in the capital of the Company or to be included in the quorum of any meeting at which any such resolution is moved.

12.0 MANAGING DIRECTOR

12.1 Regulations 107 and 109 inclusive of Table A shall not apply.

12.2 The directors may from time to time appoint a managing director of the Company, and may fix his remuneration either by way of salary or commission, or by conferring a right to participation in the profits of the Company, or by combination of two or more of those modes.

12.3 Every managing director shall be liable to be dismissed or removed by the board of directors, and another person may be appointed in his place. The directors may enter into agreement with any person who is or is about to become a managing director with regard to the length and terms of his employment but so that the remedy of any such person for any breach of such agreement shall be in damages only and he shall have no right or claim to continue in such office contrary to the will of the directors or of the Company in general meeting.

12.4 A managing director shall be subject to the same provisions as regards removal and disqualification as the other directors, and if he ceases to hold the office of director from any cause he shall ipso facto cease to be a managing director.

13.0 NOTICES

A director or alternate director who is not a member of the Company shall be entitled to receive notice of an attend and speak at any general meeting of the Company; and regulation 134 of Table A shall be modified accordingly.

14.0 INFORMATION

- 14.1 The directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1970.
- 14.2 If any such person fails to comply with any such request by the directors to the satisfaction of the directors within a period of three months from the date of such request, no dividends declared on the shares in the Company held by such person shall be paid to him until he has so complied; but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.

Company number 886418

The Companies Acts 1948 to 1980

Company limited by shares

886418/  
37

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Memorandum and articles of association  
of  
Scientific Glass Laboratories Limited

---

Incorporated	25 August 1966
Objects altered	20 October 1981
New articles adopted	20 October 1981

Kent Jones and Done  
Stoke-on-Trent  
5Sc8



DUPLICATE

form No. C.A. 51

THE COMPANIES ACTS 1948 TO 1967

[COPY]

*ORDINARY* resolution (1)

pursuant to section 141 ( ) of the Companies Act 1948 (2)

of.....  
SCIENTIFIC GLASS LABORATORIES..... Limited

Passed the Fifth day of September 1973..

At an Extraordinary General Meeting of the members of the above-named company,  
duly convened and held at (3) "Marsh Trees House",  
Marsh Parade, Newcastle, Staffs.

on the Fifth day of September 1973..

the following (1) Ordinary RESOLUTION was duly passed:—  
(4)

That the share capital of the Company be  
increased from £100 to £3,000 by the creation  
of 2,900 new shares of £1 each ranking in all  
respects pari passu with the 100 existing  
shares of £1 each in the capital of the Company.

*W Dale*

NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.
- (3) Insert the full address of the place where the meeting was held.
- (4) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.  
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

**Jordan & Sons Limited**  
International Law Agents, Consultants & Publishers  
82 City Road London EC1Y 2BX  
Telephone: 01-253 6214 Telex No. 261010



Company number 886418  
Scientific Glass Laboratories Limited

Companies Acts 1948 to 1980

Companies Limited by shares

special resolutions of Scientific Glass Laboratories Limited

Passed on 20 October 1981

By resolutions in writing signed pursuant to paragraph 5 of Part II of Table A in schedule 1 of the Companies Act 1948 by all the members of the company for the time being entitled to receive notice of and attend and vote at general meetings of the company the following special resolutions were duly passed

- 1 That the objects of the company be varied by deleting the whole of paragraph 3 of its memorandum of association and substituting therefor a new paragraph 3 in the form of the paragraph set out in the draft annexed to this resolution
- 2 That the existing articles of association of the company shall cease to apply to it and that the company adopts in substitution for them new articles of association in the form of the draft annexed to this resolution

SIGNED C.Dale  
D.B.Meredith  
Michael M.Ruanne



Company number 886418  
The Companies Acts 1948 to 1980  
Company limited by shares

MEMORANDUM OF ASSOCIATION  
of  
SCIENTIFIC GLASS LABORATORIES LIMITED

- 1 The name of the Company is Scientific Glass Laboratories Limited;
- 2 The registered office of the Company will be situate in England.
- 3.0 The objects for which the Company is established are:
  - 3.1 To carry on the business of a manufacturer of and dealer in laboratory apparatus and chemical substances and general merchant;
  - 3.2 To carry on any other business which may seem to the directors of the Company capable of being conveniently or profitably carried on in connection with that business or calculated directly or indirectly to enhance or render more profitable any of the Company's assets; and
  - 3.3 To do all such other things which may seem to the directors of the Company to be incidental or conducive to the attainment of the above objects and without prejudice to the generality of the foregoing the Company shall have power to carry on its business alone or in association with any one or more persons (whether natural or legal) or by any one or more subsidiary companies and to pay all expenses of and incidental to the formation of the Company and to sell lease or dispose of any property of the Company and to draw and accept and negotiate instruments to borrow money and guarantee the indebtedness of others on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security and to invest monies of the Company in such manner as the directors determine to promote other companies to sell the undertaking of the Company for cash or any other consideration and to distribute assets in specie to members of the Company.

# Kent Jones and Done

Solicitors

AAReeves  
RWRamage  
JGMoore  
DMMorris  
MCGee  
JADone  
Consultant

Churchill House 47 Regent Road  
Stoke-on-Trent ST1 3RQ

Telephone 0782 264411 Telex 36468

GEN-5/ARUN  
5Sc22  
18 November 1981

Dear Sir,

Scientific Glass Laboratories Limited  
Company number 886418



Further to our letter of 11 November, we return to you the memorandum and articles of association, having received a copy of the resolution increasing the capital and have added a footnote to the memorandum.

Yours faithfully,

A large, stylized handwritten signature, likely belonging to The Registrar of Companies, written in dark ink.

The Registrar of Companies,  
Companies House,  
Crown Way,  
Maindy,  
Cardiff  
CF4 3UZ.

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 Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the articles of association may from time to time prescribe.

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

Names, addresses and descriptions of subscribers	Number of shares taken by each subscriber
Ronald Bunny Conroyed Bloxham 9 Ash Green Close, Trentham, Stoke-on-Trent General Manager	One
Poppy Bloxham 9 Ash Green Close, Trentham, Stoke-on-Trent Housewife	One

Dated 16 August 1966

WITNESS to the above signatures

Donald Farrer

6 Hill View,  
Milton,  
Stoke-on-Trent

\* Note. By an ordinary resolution passed on 5 September 1973 the share capital of the company was increased to £3000 by the creation of 2900 shares of £1 each ranking in all respects pari passu with the existing shares of £1 each in the capital of the company, //

Company number 886418

The Companies Acts 1948 to 1980

Company limited by shares

## ARTICLES OF ASSOCIATION

of

SCIENTIFIC GLASS LABORATORIES LIMITED

### 1.0 PRELIMINARY AND INTERPRETATION

1.1 Subject as hereinafter provided the regulations contained in Table A ("Table A") in the first schedule to the Companies Act 1948 shall apply to the Company.

1.2 In regulation I of Table A between the words "in these regulations" and "the Act" there shall be inserted the words "and in any articles adopting the same".

1.3 Where there is any conflict between the provisions of these regulations and those of Table A applying to the Company by virtue of these regulations, the provisions of these regulations shall prevail.

2.0 SHARE CAPITAL

- 2.1 The lien conferred by regulation 11 of Table A shall apply to fully paid shares and to all shares registered in the name of any person indebted or under any liability to the Company, whether he is the sole registered holder thereof or one of two or more joint holders.
- 2.2 In regulation 15 of Table A the words "exceed one-fourth of the nominal value of the share or" shall be deleted.
- 2.3:0 The directors are authorised for a period expiring 5 years from the date on which is passed the resolution adopting these articles of association to exercise the power of the Company generally and without condition to allot the whole or any part of the capital of the Company from time to time commissioned provided that
- 2.3:1 the aggregate amount issued shall not without the consent of the Company given by an ordinary resolution of its members exceed £50,000 and
- 2.3:2 each allotment is made pursuant to such offer as is mentioned in sub-section 17(i) of the Companies Act 1980 and that the period for the acceptance of such offer shall be 14 days from the date on which notice of it is given by the Company to its members.

3.0 RESTRICTION ON TRANSFERS

- 3.1 No shares may be transferred otherwise than in accordance with the following clauses of this regulation. Any transfer made or purported to be made otherwise than in accordance with this regulation shall be deemed to be a transfer notice made by the transferor under regulation 3.3.
- 3.2 For the purposes of this regulation the noun "transfer" shall include the renunciation or other disposal of shares allotted or rights in respect of shares granted to a member and the verb "to transfer" shall be construed accordingly.
- 3.3 Any member of the Company and the personal representatives or receiver or liquidator of any member ("the Vendor") who intends to transfer any shares shall inform the directors of his intention by a written notice ("the Transfer Notice") stating the number of shares intended to be transferred the name and address of the intended transferee and the price. A Transfer Notice shall not be revocable without the consent of the Company given by a resolution in writing signed by each director or his alternate or by a special resolution of its members.
- 3.4 The directors and the Vendor shall within one month of the date of the Transfer Notice proceed to fix the price of the shares comprised in it and in case of difference the price shall be fixed in accordance with the provisions of regulation 3.10. The price so fixed shall be conclusive and binding on the Vendor.
- 3.5 The directors shall, within a period of 14 days after the fixing of the price of the said shares, notify in writing all the members of the number of the shares to be sold and the price and shall invite each member to make an offer in writing within 21 days of the date of the said notice, stating the number of shares he is willing to purchase, which offer shall constitute an irrevocable offer to purchase some or all of the shares comprised in it at the price mentioned in the said notice of the directors.

- 3.6 After the expiration of 21 days from the date of the notice given by the director to the members, and provided that members have stated their willingness to purchase the whole of the said shares comprised in the Transfer Notice, the directors shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase them, such division to be made as nearly as possible in proportion to the nominal value of the existing shares of the class comprised in the Transfer Notice held by them at the close of business on the day of the Transfer Notice, except that no member shall be bound to accept more shares than the number of shares notified by him to the directors as aforesaid, any number of shares not being capable of being divided equally being allocated amongst the members at the discretion of the directors.
- 3.7 Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price to the directors. If he fails to do so the chairman of the board of directors for the time being, or failing him another director nominated for that purpose by resolution of the directors shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the purchasers. On the completion of the transfer the directors shall pay the price to the Vendor.
- 3.8 At any time on or after the death of or making of a receiving order against or passing of any resolution or making of an order to wind up any member or the termination of the employment or directorship of any employee or director of the Company, who is a member and does not thereupon become a pensioner of the Company, the directors may by a written notice to the personal representatives or receiver or liquidator of the member or the former employee or director declare that this regulation shall take effect, and the said personal representatives, receiver, liquidator or former employee or director shall thereupon be deemed to have served a Transfer Notice under regulation 3.3 in respect of the whole of the shares in the capital of the Company held by the said member.

- 3.9:0 The restrictions on transfer contained in the preceding clauses shall not apply to and the directors shall be bound to register;
- 3.9:1 any transfer exempted from such provisions by a resolution in writing signed by each director or his alternate or by a special resolution of the Company;
- 3.9:2 any transfer by a corporate shareholder to an associated company (that is to say any holding company or subsidiary company of such corporate shareholder and any other subsidiary company of any such holding company); and
- 3.9:3 any transfer by any member or the personal representative or receiver of any deceased or bankrupt member to all or any of the spouse or children or remoter issue of that member or the trustees of any settlement under which any one or more of such persons including the member is entitled to a beneficial interest,
- 3.10 The price to be fixed for the purposes of regulation 3.4 shall be assessed by an accountant (to be selected by the Vendor and the directors of the Company or in default of agreement within 14 days starting on the date of the Transfer Notice to be nominated by the President for the time being of the Institute of Chartered Accountants on the application of the first to apply to him of the said parties) disregarding the absence of any dividend or other return to the shareholders and the fact that the shares to be valued represent a majority or (as the case may be ) a minority interest in the share capital of the Company.



4.0 ALTERATION OF CAPITAL

- 4.1 In regulations 44 and 45 of Table A the word "ordinary" shall be deleted and the word "special" shall be substituted therefor.

5.0 PROCEEDINGS AT GENERAL MEETINGS

- 5.1 In regulation 54 of Table A the words "member present shall be a quorum" shall be deleted and the words "meeting shall be dissolved" shall be substituted therefor.

- 5.2 In regulation 53 of Table A between the words "proxy" and "shall" there shall be inserted the words "holding together over 50% of the issued shares in the capital of the Company".

- 5.3 In regulation 60 of Table A the words "the chairman of the meeting at which the show of hands takes place or at which a poll is demanded" shall be deleted and there shall be inserted in lieu thereof the words "no person".

- 5.4 At the end of regulation 73A of Table A the stop shall be replaced by a comma, and there shall be added the words "and may consist of several documents in like form each signed by one or more directors".

6.0 DIRECTORS

- 6.1 In regulation 75 of Table A the words "number of the directors and the" shall be deleted.

- 6.2 The number of the directors shall be not less than two and not more than ten.

7.0 BORROWING POWERS

- 7.1 The proviso to regulation 79 of Table A shall not apply to the Company.

8.0 POWERS AND DUTIES OF DIRECTORS

8.1 Paragraph (2) of regulation 84 of Table A shall not apply.

8.2 In regulation 84(4) of Table A the words "other than his own appointment or the arrangement of the terms thereof" shall be deleted.

8.3 A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does vote his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such matter is considered.

8.4 The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or the widow or dependants of any such person in respect of services rendered by him to the Company whether as a director, managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he may be or have been a director of the Company, and the Company may make payments towards insurance 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.

8.5 The directors shall not without the previous sanction of a special resolution of the Company in general meeting sell or dispose of the business of the Company or the shares of any subsidiary of the Company or any part of such business or shares or any interest in land or buildings where a substantial part of the Company's business is for the time being carried on and shall procure that the directors of any subsidiary shall not without the previous sanction of a special resolution of the Company in general meeting carry out any such transaction in relation to such subsidiary.

9.0 DISQUALIFICATION OF DIRECTORS

9.1 In regulation 88 (a) of Table A the words and figures "or 185" shall be deleted.

9.2 There shall be no retiring age for directors and section 185 of the Act shall not apply to the Company.

10.0 ROTATION AND ELECTION OF DIRECTORS

10.1 The directors shall not be subject to retirement by rotation and accordingly all references in Table A to rotation shall be disregarded.

10.2 On any resolution on the appointment or removal of a director, who at the time of the meeting at which such resolution is proposed is the registered holder of not less than 25 per cent of the issued ordinary shares in the capital of the Company, such director shall have such number of votes as exceeds by 1 vote one half of the total number of votes exercisable at such meeting both on a show of hands and on a poll.

11.0 PROCEEDINGS OF DIRECTORS

11.1 In regulations 98 and 104 of Table A the words "the chairman" shall be deleted and there shall be inserted in lieu thereof the words "no person".

11.2 Any directors may appoint any person approved by the board of directors to be an alternate director and may at any time revoke any such appointment. An alternate director shall be entitled to receive notice of and attend and vote at meetings of the directors, but shall not be entitled to receive any remuneration from the Company. Any appointment or revocation made under this article shall be in writing under the hand of the director making it.

11.3 At the end of regulation 106 of Table A the stop shall be replaced by a comma, and there shall be added the words "and may consist of several documents in like form each signed by one or more directors".

- (.) 11.4 In regulation 74 of Table A after the words "a member of the Company" there shall be added the words "or a director of the Company" and after the words "or any class of members of the Company" there shall be added the words "or (as the case may be) at any meeting of the directors of the Company".
- 11.5 No director who holds less than 25% of the issued share capital of the Company shall be entitled to vote on any resolution relating to the transfer of any shares in the capital of the Company or to be included in the quorum of any meeting at which any such resolution is moved.

12.0 MANAGING DIRECTOR

12.1 Regulations 107 and 109 inclusive of Table A shall not apply.

12.2 The directors may from time to time appoint a managing director of the Company, and may fix his remuneration either by way of salary or commission, or by conferring a right to participation in the profits of the Company, or by combination of two or more of those modes.

12.3 Every managing director shall be liable to be dismissed or removed by the board of directors, and another person may be appointed in his place. The directors may enter into agreement with any person who is or is about to become a managing director with regard to the length and terms of his employment but so that the remedy of any such person for any breach of such agreement shall be in damages only and he shall have no right or claim to continue in such office contrary to the will of the directors or of the Company in general meeting.

12.4 A managing director shall be subject to the same provisions as regards removal and disqualification as the other directors, and if he ceases to hold the office of director from any cause he shall ipso facto cease to be a managing director.

13.0 NOTICES

A director or alternate director who is not a member of the Company shall be entitled to receive notice of an attend and speak at any general meeting of the Company; and regulation 134 of Table A shall be modified accordingly.

14.0 INFORMATION

- 14.1 The directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1970.
- 14.2 If any such person fails to comply with any such request by the directors to the satisfaction of the directors within a period of three months from the date of such request, no dividends declared on the shares in the Company held by such person shall be paid to him until he has so complied; but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.

15/12

SCIENTIFIC GLASS LABORATORIES LTD

COMPANY 886418

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

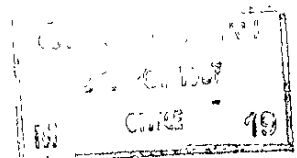
PASSED ON 13 October 1987

AT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE ABOVE  
COMPANY DULY CONVENED AND HELD AT *Canal Lane Tursell*  
*Stoke on Trent* ON 13 October 1987 THE FOLLOWING SPECIAL  
RESOLUTIONS WERE DULY PASSED

1. THAT THE ARTICLES OF ASSOCIATION OF THE COMPANY BE ALTERED BY  
ADDING AN ADDITIONAL REGULATION AS REGULATION 2.4 AS FOLLOWS  
PURCHASE OF OWN SHARES  
2.4 THE COMPANY MAY SUBJECT TO THE PROVISIONS OF PART V OF THE  
COMPANIES ACT 1985 PURCHASE ANY SHARES (INCLUDING REDEEMABLE  
SHARES) IN ITS OWN CAPITAL AND THE DIRECTORS ARE AUTHORISED  
SUBJECT AS AFORESAID TO EXERCISE THE COMPANY'S POWERS IN THAT  
BEHALF.
2. THAT THE COMPANY ENTER INTO AN AGREEMENT IN THE FORM OF THE  
DRAFT PRODUCED TO THE MEETING AND FOR THE PURPOSE OF  
IDENTIFICATION SIGNED BY THE CHAIRMAN BEING AN AGREEMENT  
INTENDED TO BE MADE BY BETWEEN THE COMPANY AND MR. C. DALE ("THE  
VENDOR") FOR THE PURCHASE BY THE COMPANY FROM THE VENDOR OF 34  
ORDINARY £1.00 SHARES IN THE CAPITAL OF THE COMPANY AND THAT  
THE DIRECTORS BE AUTHORISED TO TAKE ALL SUCH STEPS AS ARE  
NECESSARY FOR THE PURPOSE OF EXECUTING AND PERFORMING THE SAID  
AGREEMENT NOTWITHSTANDING THEIR OWN INTEREST IN IT.

SIGNED *Michael H. P...*

19SC608D



Part Doc

Company Number 886418  
The Companies Acts 1948 to 1980  
and The Companies Act 1985  
Company Limited by shares

## ARTICLES OF ASSOCIATION

of

### SCIENTIFIC GLASS LABORATORIES LIMITED

#### 1.0 PRELIMINARY AND INTERPRETATION

1.1 Subject as hereinafter provided the regulations contained in Table A ("Table A") in the first schedule to the Companies Act 1948 shall apply to the Company.

1.2 In regulation 1 of Table A between the words "in these regulations" and "the Act" there shall be inserted the words "and in any articles adopting the same".

1.3 Where there is any conflict between the provisions of these regulations and those of Table A applying to the Company by virtue of these regulations, the provisions of these regulations shall prevail.

#### 2.0 SHARE CAPITAL

2.1 The lien conferred by regulation 11 of Table A shall apply to fully paid shares and to all shares registered in the name of any person indebted or under any liability to the Company, whether he is the sole registered holder thereof or one of the two or more joint holders.



2.2 In regulation 15 of Table A the words "exceed one-fourth of the nominal value of the share or" shall be deleted.

2.3:0 The directors are authorised for a period expiring 5 years from the date on which is passed the resolution adopting these articles of association to exercise the power of the company generally and without condition to allot the whole or any part of the capital of the Company from time to time commissioned provided that

2.3:1 the aggregate amount issued shall not without the consent of the Company given by an ordinary resolution of its members exceed £50,000 and

2.3:2 each allotment is made pursuant to such offer as is mentioned in sub-section 17(i) of the Companies Act 1980 and that the period for the acceptance of such offer shall be 14 days from the date on which notice of it is given by the Company to its members.

#### PURCHASE OF OWN SHARES

2.4 The company may subject to the provisions of part V of the Companies Act 1985 purchase any shares (including redeemable shares) in its own capital and the directors are authorised subject as aforesaid to exercise the company's powers in that behalf.

### 3.0 RESTRICTION ON TRANSFERS

3.1 No shares may be transferred otherwise than in accordance with the following clauses of this regulation. Any transfer made or purported to made otherwise than in accordance with this regulation shall be deemed to be a transfer notice made by the transferor under regulation 3.3.

3.2 For the purposes of this regulation the noun "transfer" shall include the renunciation or other disposal of shares allotted or rights in respect of shares granted to a member and the verb "to transfer" shall be construed accordingly.

3.3 Any member of the Company and the personal representatives or receiver or liquidator of any member ("the Vendor") who intends to transfer any shares shall inform the directors of his intention by a written notice ("the Transfer Notice") stating the number of shares intended to be transferred the name and address of the intended transferee and the price. A Transfer Notice shall not be revocable without the consent of the Company given by a resolution in writing signed by each director or his alternate or by a special resolution of its members.

3.4 The directors and the Vendor shall within one month of the date of the Transfer Notice proceed to fix the price of the shares comprised in it and in case of difference the price shall be fixed in accordance with the provisions of regulation 3.10. The price so fixed shall be conclusive and binding on the Vendor.

3.5 The directors shall, within a period of 14 days after the fixing of the price of the said shares notify in writing all the members of the number of the shares to be sold and the price and shall invite each member to make an offer in writing within 21 days of the date of the said notice, stating the number of shares he is willing to purchase, which offer shall constitute an irrevocable offer to purchase some or all of the shares comprised in it at the price mentioned in the said notice of the directors.

3.6 After the expiration of 21 days from the date of the notice given by the director to the members, and provided that members have stated their willingness to purchase the whole of the said shares comprised in the Transfer Notice, the directors shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase them, such division to be made as nearly as possible in proportion to the nominal value of the existing shares of the class comprised in the Transfer Notice held by them at the close of business on the day of the Transfer Notice, except that no member shall be bound to accept more shares than the number of shares notified by him to the directors as aforesaid, any number of shares not being capable of being divided equally being allocated amongst the members at the discretion of the directors.

3.7 Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price to the directors. If he fails to do so the chairman of the board of directors for the time being, or failing him another director nominated for that purpose by resolution of the directors shall forthwith be deemed to be duly appointed attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor a transfer of transfers of the said shares to the purchasers. On the completion of the transfer the directors shall pay the price to the Vendor.

3.8 At any time on or after the death of or making of a receiving order against or passing of any resolution or making of an order to wind up any member or the termination of the employment or directorship of any employee or director of the Company, who is a member and does not thereupon become a pensioner of the Company, the directors may by a written notice to the personal representatives or receiver or liquidator of the member of the former employee or director declare that this regulation shall take effect, and the said personal representatives, receiver, liquidator, or former employee or director shall thereupon be deemed to have served a Transfer Notice under regulation 3.3 in respect of the whole of the shares in the capital of the Company held by the said member.

- 3.9:0 The restrictions on transfer contained in the preceding clauses shall not apply to and the directors shall be bound to register:
- 3.9:1 any transfer exempted from such provisions by a resolution in writing signed by each director or his alternate or by a special resolution of the Company;
- 3.9:2 any transfer by a corporate shareholder to an associated company (that is to say any holding company or subsidiary company of such corporate shareholder and any other subsidiary company of such holding company); and
- 3.9:3 any transfer by any member or the personal representative or receiver of any deceased or bankrupt member to all or any of the spouse or children or remoter issue of that member or the trustees or any settlement under which any one or more of such persons including the member is entitled to a beneficial interest.

3.10 The price to be fixed for the purposes of regulation 3.4 shall be assessed by an accountant (to be selected by the Vendor and the directors of the Company or in default of agreement within 14 days starting on the date of the Transfer Notice to be nominated by the President for the time being of the Institute of Chartered Accountants on the application of the first to apply to him of the said parties) disregarding the absence of any dividend or other return to the shareholders and the fact that the shares to be valued represent a majority or (as the case may be) a minority interest in the share capital of the Company.

#### 4.0 ALTERATION OF CAPITAL

- 4.1 In regulations 44 and 45 of Table A the word "ordinary" shall be deleted and the word "special" shall be substituted therefor.

#### 5.0 PROCEEDINGS AT GENERAL MEETING

- 5.1 In regulation 54 of Table A the words "member present shall be a quorum" shall be deleted and the words "meeting shall be dissolved" shall be substituted therefor.
- 5.2 In regulation 53 of Table A between the words "proxy" and "shall" there shall be inserted the words "holding together over 50% of the issued shares in the capital of the Company".
- 5.3 In regulation 60 of Table A the words "the chairman of the meeting at which the show of hands takes place or at which a poll is demanded" shall be deleted and there shall be inserted in lieu thereof the words "no person".
- 5.4 At the end of regulation 73A of Table A the stop shall be replaced by a comma, and there shall be added the words "and may consist of several documents in like form each signed by one or more directors".

#### 6.0 DIRECTORS

- 6.1 In regulation 75 of Table A the words "number of the directors and the " shall be deleted.

6.2 The number of the directors shall be not less than two and not more than 10.

7.0 BORROWING POWERS

7.1 The proviso to regulation 79 of Table A shall not apply to the Company.

8.0 POWERS AND DUTIES OF DIRECTORS

8.1 Paragraph (2) of regulation 84 of Table A shall not apply.

8.2 In regulation 84(4) of Table A the words "other than his own appointment or the arrangement of the terms thereof" shall be deleted.

8.3 A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does vote his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such matter is considered.


8.4 The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or the widow or dependants of any such person in respect of services rendered by him to the Company whether as a director, managing director or in any other office or employment under the Company or indirectly as an officer or employee or any subsidiary company of the Company, notwithstanding that he may be or have been a director of the Company, and the Company may make payments towards insurance 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.

8.5 The directors shall not without the previous sanction of a special resolution of the Company in general meeting sell or dispose of the business of the Company or the shares of any subsidiary of the Company or any part of such business or shares or any interest in land or buildings where a substantial part of the Company's business is for the time being carried on and shall procure that the directors of any subsidiary shall not without the previous sanction of a special resolution of the Company in general meeting carry out any such transaction in relation to such subsidiary.

#### 9.0 DISQUALIFICATION OF DIRECTORS

9.1 In regulation 88 (a) of Table A the words and figures "or 185" shall be deleted.





9.2 There shall be no retiring age for directors and section 185 of the Act shall not apply to the Company.

10.0 ROTATION AND ELECTION OF DIRECTORS

10.1 The directors shall not be subject to retirement by rotation and accordingly all references in Table A to rotation shall be disregarded.

10.2 On any resolution on the appointment or removal of a director, who at the time of the meeting at which such resolution is proposed is the registered holder of not less than 25 per cent of the issued ordinary shares in the capital of the Company, such director shall have such number of votes as exceeds by 1 vote one half of the total number of votes exercisable at such meeting both on a show of hands and on a poll.

11.0 PROCEEDINGS OF DIRECTORS

11.1 In regulations 98 and 104 of Table A the words "the chairman" shall be deleted and there shall be inserted in lieu thereof the words "no person".

- 11.2 Any directors may appoint any person approved by the board of directors to be an alternate director and may at any time revoke any such appointment. An alternate director shall be entitled to receive notice of and attend and vote at meetings of the directors, but shall not be entitled to receive any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the director making it.
- 11.3 At the end of regulation 106 of Table A the stop shall be replaced by a comma, and there shall be added the words "and may consist of several documents in like form each signed by one or more directors".
- 11.4 In regulation 74 of Table A after the words " a member of the Company" there shall be added the words "or a director of the Company" and after the words "or any class of members of the Company" there shall be added the words "or (as the case may be) at any meeting of the directors of the Company".
- 11.5 No director who holds less than 25% of the issued share capital of the Company shall be entitled to vote on any resolution relating to the transfer of any shares in the capital of the Company or to be included in the quorum of any meeting at which any such resolution is moved.
- 12.0 **MANAGING DIRECTOR**
- 12.1 Regulations 107 and 109 inclusive of Table A shall not apply.

12.2 The directors may from time to time appoint a managing director of the Company, and may fix his remuneration either by way of salary or commission, or by conferring a right to participation in the profits of the Company, or by combination of two or more of those modes.

12.3 Every managing director shall be liable to be dismissed or removed by the board of directors, and another person may be appointed in his place. The directors may enter into agreement with any person who is or is about to become a managing director with regard to the length and terms of his employment but so that the remedy of any such person for any breach of such agreement shall be in damages only and he shall have no right or claim to continue in such office contrary to the will of the directors or of the Company in general meeting.

12.4 A managing director shall be subject to the same provisions as regards removal and disqualification as the other directors, and if he ceases to hold the office of director from any cause he shall ipso facto cease to be a managing director.

### 13.0 NOTICES

A director or alternate director who is not a member of the Company shall be entitled to receive notice of and attend and speak at any general meeting of the Company; and regulation 134 of Table A shall be modified accordingly.

#### 4.0 INFORMATION

14.1 The directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1970.

14.2 If any such person fails to comply with any such request by the directors to the satisfaction of the directors within a period of three months from the date of such request, no dividends declared on the shares in the Company held by such person shall be paid to him until he has so complied; but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.



COMPANIES FORM No. 169

**Return by a company purchasing its own shares**

8/10/87

**169**

Please do not write in this margin

Pursuant to section 169 of the Companies Act 1985

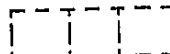


Please complete legibly, preferably in black type, or bold block lettering

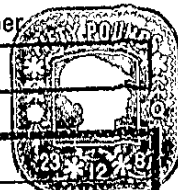
To the Registrar of Companies

For official use

Company number



886418



Name of company

\* Scientific Glass Laboratories Ltd

\* insert full name of company

**Note**

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

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

Class of shares	Ordinary			
Nominal value of each share	£1.00			
Date(s) on which the shares were delivered to the company	13 October 1987			
Number of shares purchased	34			
Maximum prices paid <sup>£</sup> for each share				
Minimum prices paid <sup>£</sup> for each share				

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was:

£30600

† delete as appropriate

Signed

*[Signature]*

[Director][Secretary]† Date 13 October 1987

Presentor's name address and reference (if any): 19Sc608  
Kent Jones and Done  
47 Regent Road  
Hanley, Stoke on Trent  
ST1 3RQ

For official Use  
General Section

COMPANIES REGISTRATION

Post room

18 NOV 1987

OFFICE

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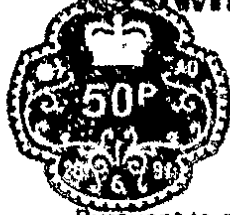
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COMPANIES FORM No. 169

169

Return by a company purchasing  
its own shares



Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this margin

To the Registrar of Companies

For official use

Company number

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

\* insert full name  
of company

Name of company

SCIENTIFIC GLASS INDUSTRIES LIMITED

Note

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

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

Class of shares	ORDINARY			
Nominal value of each share	£1			
Date(s) on which the shares were delivered to the company	29 <sup>th</sup> MARCH, 1991			
Number of shares purchased	33			
Maximum prices paid £ for each share	£1409.090909			
Minimum prices paid £ for each share				

§ A private company  
is not required to  
give this information

The aggregate amount paid by the company for the shares to which this return relates was:

£146,500.00

† delete as  
appropriate

Signed

Michael McRuone

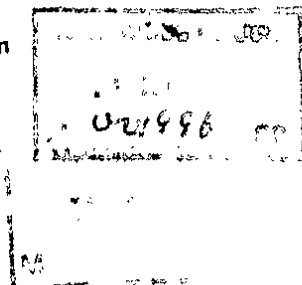
[Director][Secretary]† Date

24/5/91

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

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General Section

Post room



**NUMBER OF COMPANY: 886418**

**THE COMPANIES ACT 1985**

**PURSUANT SECTION 88(2)**

**ORDINARY RESOLUTION**

**OF**

**SCIENTIFIC GLASS LABORATORIES LIMITED**

**PASSED ON THE 30TH. DAY OF MARCH, 1993**

At an Extraordinary General Meeting of the above named Company, duly convened and held at the Registered Office of the Company on the 30th. day of March, 1993, a resolution was duly passed to make a bonus issue of 90 £1 Ordinary Shares for each £1 Ordinary Share held, by utilising the Company's Revenue Reserves.

.....*Michael M. Ruane*.....  
DIRECTOR

Dated.....*30/3/93*.....

