

# THE COMPANIES ACT, 1948.

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

Pursuant to Section 15(2) of The Companies Act, 1948

ROWECORD ENGINEERING

Limited

I, STANLEY HAROLD DAVIS

of 1/3 Leonard Street, London, E.C.2.

do Solemnly and Sincerely Declare that I am (A) a person named in the  
Articles of Association as Secretary.

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

Declared at 11 Upper Brook Street  
London, W.1.

the 31<sup>st</sup> day of October  
One Thousand Nine Hundred and  
Sixty Seven

Before Me, Richard Raker  
A Commissioner for Oaths

- (A) "A Solicitor of the Supreme Court Engaged in the Formation" or  
"A Person named in the Articles of Association as a Director" or  
"A Person named in the Articles of Association as Secretary".  
(B) or a Notary Public or Justice of the Peace.

Presented for Filing by

HART & CO. (BUSH HOUSE) LTD.

Company Registration Agents

1/3 Leonard Street, City Road, London, E.C.2

HART & CO. (BUSH HOUSE) LTD.  
COMPANY REGISTRATION AGENTS

1-3 LEONARD STREET, CITY ROAD,  
LONDON, E.C.2

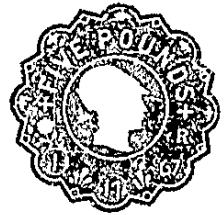
Telephone: CLerkenwell 4108

FORM NO. 41  
(The Filing Fee is 5/6)

This return is reserved for binding.

COMPANY LIMITED BY SHARES

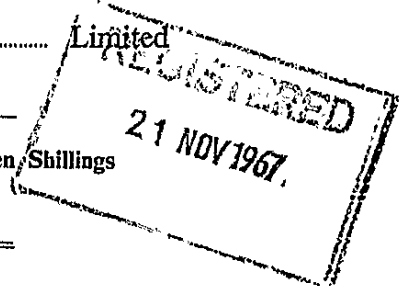
Statement of the Nominal Capital  
of



£ ROWECORD ENGINEERING

Limited

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



THE NOMINAL CAPITAL OF THE ABOVE COMPANY IS

£ 1000

(Signature)

(Officer)

SECRETARY

Dated the 31st day of October 1967

Presented for Filing by

HART & Co. (BUSH HOUSE) LIMITED

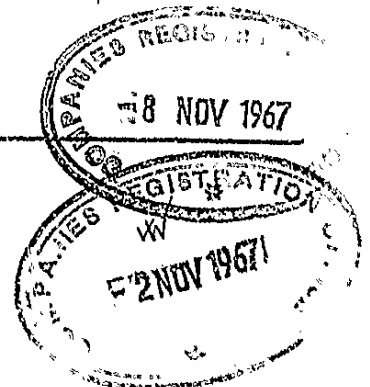
Company Registration Agents

1/3 Leonard Street, City Road, E.C.2

HART & CO. (BUSH HOUSE) LTD.  
COMPANY REGISTRATION AGENTS

1-3 LEONARD STREET, CITY ROAD.  
LONDON, E.C.2

Telephone: CL Erkenwell 4108



REGISTERED

21 NOV 1967



20-00  
The Companies Act, 1948  
COMPANIES  
REGISTRATION

COMPANY LIMITED BY SHARES

923182

3



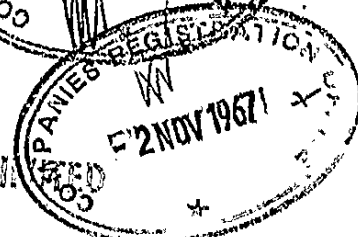
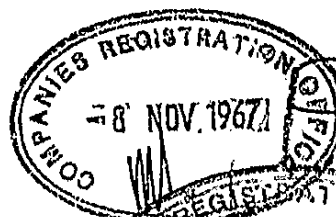
# Memorandum of Association

OF

ENGINEERING

ROWECORD ~~ENGINEERS~~ LIMITED

1. The name of the Company is ROWECORD ~~ENGINEERS~~ LIMITED  
ENGINEERING LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are-  
(A) To carry on the trade or business of engineers,  
founders, smiths, machinists, manufacturers and patentees;  
to enter into any contracts in relation to, and to erect,  
construct, maintain, alter, repair, pull down and restore,  
either alone or jointly with any other companies or persons  
works of all descriptions, including wharves, docks, piers,  
railways, tramways, waterways, roads, bridges, warehouses,  
factories, mills, engines, machinery, railway carriages, and  
wagons, ships and vessels of every description, gas works,  
electric works, water works, drainage and sewage works  
and buildings of every description; to purchase or otherwise  
acquire, houses, offices, workshops, buildings and premises,  
and any fixed and movable machinery, tools, engines, boilers,  
plant, implements, patterns, stock-in-trade, patents and patent  
rights, convenient to be used in or about the trade or business  
of engineers, founders, smiths or machinists.



HART & CO. (NEW HOUSE) LTD

1/3 LONDON ST. E.C.4

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations and Securities, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others, with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (K) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Assurance Companies Act 1909, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

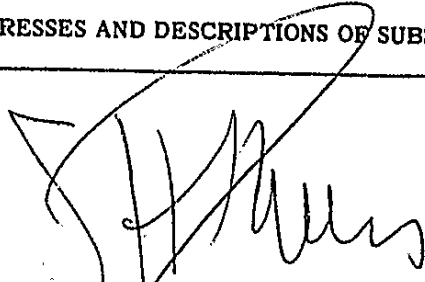
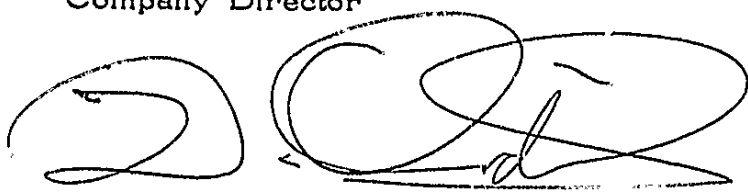
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited. ✓ SD

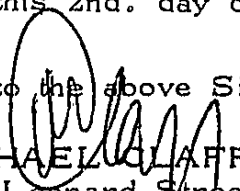
5. The share capital of the Company is £1000 divided into 1000 Shares of £1 each. ✓

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
 STANLEY HAROLD DAVIS 1-3 Leonard Street, City Road, London, E.C.2. Company Director	ONE
 DAVID ORDISH 1-3 Leonard Street, City Road, London, E.C.2. Office Manager	ONE

Dated this 2nd. day of October, 1967. ✓

Witness to the above Signatures-

  
MICHAEL CLAFF  
1-3 Leonard Street,  
City Road, London, E.C.2.  
Company Director.



COMPANY LIMITED BY SHARES ✓



# Articles of Association

OF

✱ ROWECORD ENGINEERING LIMITED ✓

## PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1948, and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91 and 92 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## SHARES

3. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act, and provided also that no share or debenture shall be issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any share or debenture in any circumstances in which the Company would by reason thereof lose its status as an exempt private company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new Shares from time to time to be created, shall before they are issued, be offered to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by notice in writing specifying the number of Shares offered and limiting the time in which the offer if not accepted will lapse and determine, and after the expiration of such time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares offered, the Directors may subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid dispose of any such new or original Shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning same cannot in the view of the Directors be eventually offered in the manner aforesaid.

## LIEN

5. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

## PROCEEDINGS AT GENERAL MEETINGS

6. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

7. The words "twenty one" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority), or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

## DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than seven, and the names of the first Director or Directors shall be determined in writing by the Subscribers to the Memorandum of Association of the Company. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors. ✓

10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

11. Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director.

12. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

13. The office of a Director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt, or enters into any arrangement with his creditors.
- (3) If he becomes of unsound mind.
- (4) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act.

#### BORROWING POWERS OF DIRECTORS

14. The proviso to regulation 79 of Part I of Table A shall be omitted.

#### SECRETARY

15. The first Secretary of the Company shall be Stanley Harold Davis.

#### SEAL

16. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

#### INDEMNITY

17. Subject to the Provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



STANLEY HAROLD DAVIS

1-3 Leonard Street,  
City Road, London, E.C.2.

Company Director



DAVID ORDISH

1-3 Leonard Street,  
City Road, London, E.C.2.

Office Manager

Dated the 2nd. day of October 1967. ✓

Witness to the above Signatures-



MICHAEL CLAFF

1-3 Leonard Street,  
City Road, London, E.C.2.

Company Director.



## CERTIFICATE OF INCORPORATION

No. 923182

I hereby certify that

**ROWECORD ENGINEERING LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 21ST NOVEMBER, 1967.

A handwritten signature in cursive script, appearing to read 'B. A. Styles'.

*Assistant Registrar of Companies*

C.173

NO. OF COMPANY 923182

COMPANY HAVING A SHARE CAPITAL.

NAME OF  
COMPANY ROWECORD ENGINEERING

LIMITED

## Statement of Increase of Nominal Capital

*pursuant to Section 112 of the Stamp Act, 1891.*

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 22nd July, 1971 been increased by the addition thereto of the sum of £ 6,000 beyond the Registered Capital of £1,000

Signature.....

Date ..... Description..... DIRECTOR.....

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

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

CAT. No. C.A.26.

JORDAN & SONS, LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.  
Company Registration Agents.

Presented for registration by Rowecord Engineering Ltd.,  
c/o Mullens & Robinson, Chartered Accountants,  
51 Tydraw Street,  
Port Talbot,  
Glam.

(Ref. P.A.G.M. / 465)

Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here,



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

COPY

SPECIAL

## Resolution

(pursuant to Section 141 ( ) of the Companies Act 1948) †

OF

ROWECORD ENGINEERING

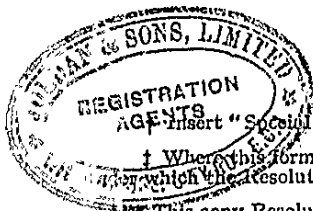
LIMITED

Passed the 22ND day of JULY 1971

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Laleston Country Club, Laleston, near Bridgend.

On the 22nd day of July, 1971, the following  
† Special Resolutions<sup>were</sup> duly passed:—

1. That the Share Capital of the Company be increased from £1,000 divided into 1,000 shares of £1. (which shall hereafter be called "A" Shares ) to £7,000 by the creation of 1,750 new "A" Shares and 4,250 "B" of £1. each.
2. That the new Articles of Association already approved by this Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Regulations thereof.

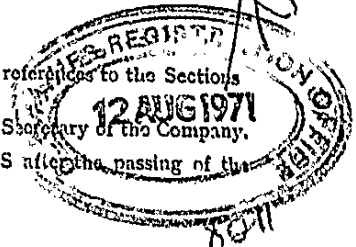


† Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections of the Act under which the Resolution was passed.

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 Resolution.

JORDAN & SONS, LTD.  
The Company Registration Agents  
100, Fleet Street, London, E.C.4  
Telephone: 01-263 6214 Telex 231010



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROWECORD ENGINEERING

LIMITED

*(Adopted by Special Resolution passed 22nd July 1971.)*

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, 75, 77 and 89 to 94 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL & SHARES

3. (i) The Share Capital of the Company at the time of the adoption of these Articles is £7,000 divided into 7000 Shares of £1 each, whereof 2750 Shares are "A" Shares and 4250 Shares are "B" Shares.

(ii) The "A" Shares and the "B" Shares shall as to Dividends and distribution of assets in a winding up rank pari passu according to the amounts paid up or credited as paid up on the said Shares respectively as if they constituted one class of Ordinary Shares and as to voting shall confer the respective rights hereinafter contained.

4. All further Shares of either class authorised to be issued shall be allotted or issued in equal proportions of "A" and "B" Shares. The Shares of each class shall be offered to the Members holding Shares of the same class in proportion to the number of Shares held by them respectively, and every such offer shall be made by notice specifying the number and class of Shares to which the Member is entitled and limiting a time (not being less than one calendar month) within which the offer if not accepted will be deemed to be declined. Subject as aforesaid, all 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.



R. M. M. M.



5. 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.

#### TRANSFER AND TRANSMISSION OF SHARES

6. No Share shall be transferred except at the fair value certified by the Auditor for the time being of the Company, whose certificate shall be produced to the Directors upon application being made for registration of such transfer. On certifying such fair value of the "B" Shares, the Auditor shall take no account of the restricted voting rights attached to such Shares which shall for this purpose be deemed to rank equally in all respects with the "A" Shares.

#### GENERAL MEETINGS

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 52 in Part I of Table A shall be read and construed as if the words "the appointment of and" were omitted therefrom.

9. 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".

10. Clause 57 in Part I of Table A shall be read and construed as if the words "twenty one" were substituted for the word "thirty".

#### VOTES OF MEMBERS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

12. The holders of "B" Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of "B" Shares; except where such General Meeting is called to consider and vote upon resolutions concerning the declaration and payment of dividends, the remuneration of the Directors of the Company or any matter affecting or relating to the rights attached to the holders of the "B" Shares by virtue of their holding of such Shares; and Clauses 62 and 134 in Part I of Table A shall be modified accordingly.

#### DIRECTORS

13. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than four.

*B. J. ...*

14. From time to time the holders of the "A" Shares shall be entitled to appoint a Director of the Company (each such Director being hereinafter referred to as an "A" Director) and the holders of "B" Shares shall be entitled to appoint a Director of the Company (each such Director being hereinafter referred to as a "B" Director) but so that neither class shall at any one time be represented by more than two Directors.

15. The following persons are the Directors of the Company at the time of the adoption of these Articles:-

BENJAMIN FINLEY Hoppe (who shall be deemed to be a A Director)

CLIFFORD JOHN THOMAS Brown (who shall be deemed to be a B Director)

WILLIAM Jones (who shall be deemed to be a A Director)

16. Any person who is appointed or deemed to have been appointed a Director under this Article shall (subject to the provisions of Clause 88 in Part I of Table A) be entitled to retain office as a Director until he is removed by the holders for the time being of the class of shares by whom he was appointed.

17. An appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hands of the holders for the time being of a majority of the issued Shares of the class in respect of which the appointment or removal of such Director is made (or, where any holder is a company, under the hands of the Secretary of the Company), and such instrument shall only take effect on the service thereof at the Registered Office of the Company. Every such instrument shall be annexed or attached to the Directors' Minute Book as soon as practicable after such service.

18. A Director shall not be required to hold any share qualification.

19. A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these present with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. Where a Director who has been appointed to be an alternate Director is present at a Meeting of the Board in the absence of his appointer such alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment, and such instrument shall only take effect on the service thereof at the Registered Office of the Company.

20. The quorum necessary for the transaction of business at any Meeting of the Directors of the Company shall be one Director appointed by the holders of "A" Shares and one Director appointed by the holders of "B" Shares and for this purpose an alternate Director nominated in accordance with the provision of Article 19 hereof shall be reckoned as constituting the Director by whom he has been nominated.

B. J. M. M.

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

22. 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.

#### SEAL

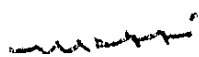
23. Clause 113 in Part I of Table A shall be read and construed as if the words "or some other person appointed by the Directors for the purpose" were omitted therefrom.

#### WINDING UP

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

#### INDEMNITY

25. Subject to the provisions of Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 in Part I of Table A, every Director, officer and official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.



*21117*  
No. OF COMPANY 923182 */19*

*OK*  
*3-6-01*  
[C.F. 10]  
AUG 12 03 6281

THE COMPANIES ACTS, 1948 TO 1967.

*10.002.50*  
*3.50*

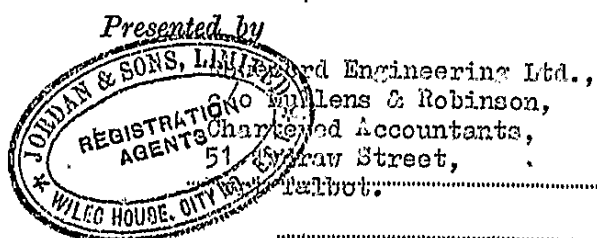
*B*  
**Notice of Increase in Nominal Capital.**

*Pursuant to Section 63*

NAME OF  
COMPANY ROMECORD ENGINEERING

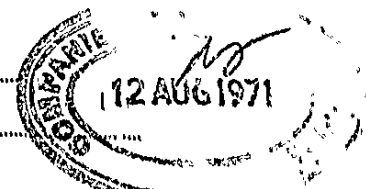
LIMITED.

CAT. No. C.F. 10.  
JORDAN & SONS LTD  
The Company Registration Agents  
190, Fleet Street  
LONDON, E.C.4.



*Document Filer's Reference*

*804*  
PAGE 465



# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ROWECORD ENGINEERING

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) SPECIAL Resolution of the Company dated the 22nd day of JULY, 1971, the nominal Capital of the Company has been increased by the addition thereto of the sum of £6,000 beyond the registered Capital of £1,000.

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal Amount of each Share
1750	A	£1.
4250	B	£1.

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

See Extract from Articles of Association attached.

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

(Signature).....



(State whether Director, or Secretary) ..... Director.

Dated the 22nd day of July, 1971.

- (a) "Ordinary," "Extraordinary" or "Special"  
(b) Delete as appropriate.

This margin to be reserved for binding

ROWECORD ENGINEERING LIMITED.

EXTRACT FROM ARTICLES OF ASSOCIATION.

The "A" shares and the "B" Shares shall as to dividends and distribution of assets in the winding up <sup>from</sup> pari passu according to the amounts paid up or credited as paid up on the said shares respectively as if they constituted one class of Ordinary shares and as to voting shall confer the respective rights herein after contained

At any general meeting a resolution put to the vote of the Meeting shall be decided on a show of hands before or immediately unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

The holders of "B" shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of "B" shares; except where such General Meeting is called to consider and vote upon resolutions concerning the declaration and payment of dividends, the remuneration of the Directors of the Company or any matter affecting or relating to the rights attached to the holders of the "B" shares by virtue of their holding of such Shares; and Clauses 62 and 134 in Part 1 of Table A shall be modified accordingly.

INDISTINCT ORIGINAL

# THE COMPANIES ACTS 1948 TO 1967

[COPY]

ORDINARY

## resolution (1)

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

of Rowe Card Engineering

Limited

Passed the 21<sup>st</sup> day of February 1974

At an Extraordinary General Meeting of the members of the above-named company,  
duly convened and held at (3) West Side, Old Town Dock,  
Newport, Mon

on the 21<sup>st</sup> day of February 1974,

the following (1) ORDINARY RESOLUTION was duly passed:—

(4) That the share Capital of the Company be increased from £7000 to £35,000 by the creation of 28,000 new shares of £1 each, whereof 11,000 shall be "A" shares & 17,000 shall be "B" shares. The said "A" shares and "B" shares shall rank pari passu in all respects with the existing shares of each class in the capital of the company.

Director

DIRECTOR

### 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

THE COMPANIES ACTS 1948 TO 1967

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

name of company

ROWECORD ENGINEERING

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



Presented by ROWECORD ENGINEERING LTD, c/o  
Hallens & Holman, Chartered Accountants,  
18 Station Road, Port Talbot

Presenter's Reference PAGM/465.





**To the Registrar of Companies**

ROWECORD ENGINEERING

..... Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) ORDINARY Resolution of the Company dated 21<sup>st</sup> February 1974, the nominal Capital of the Company has been increased by the addition thereto of the sum of £28,000 beyond the registered Capital of £7,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
<u>11,000</u> <u>(eleven thousand)</u>	<u>A</u>	<u>£1</u>
<u>17,000</u> <u>(seventeen thousand)</u>	<u>B</u>	<u>£1</u>

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

The said "A" shares and "B" shares shall rank pari passu in all respects with the existing shares of each class in the capital of the company.

..... of the new Shares are Preference Shares, and are (2) [not] redeemable.

B. J. J. J. (Signature)

Director (State whether Director or Secretary)

Dated 21<sup>st</sup> February 1974

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

(2) Delete as appropriate.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

## Memorandum of Association

OF

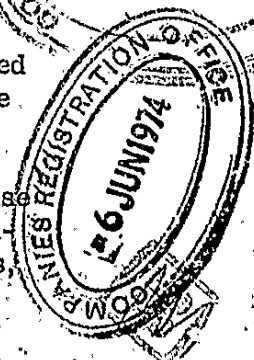
ROWECORD ENGINEERING LIMITED.

26 R  
CERTIFICATION  
WE HEREBY CERTIFY that this pr  
incorporates all alterations made to  
this Company's Memorandum of  
Association by filed resolutions and  
is lodged in compliance with the  
requirements of the European  
Communities Act 1972.

DATED 5.6.74  
p.p. JORDAN & SONS LIMITED

1. The name of the Company is "ROWECORD ENGINEERING LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To carry on the trade or business of engineers, founders, smiths, machinists, manufacturers and patentees; to enter into any contracts in relation to, and to erect, construct, maintain, alter, repair, pull down and restore, either alone or jointly with any other companies or persons, works of all descriptions, including wharves, docks, piers, railways, tramways, waterways, roads, bridges, warehouses, factories, mills, engines, machinery, railway carriages, and wagons, ships and vessels of every description, gas works, electric works, water works, drainage and sewage works and buildings of every description; to purchase or otherwise acquire, houses, offices, workshops, buildings and premises, and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, convenient to be used in or about the trade or business of engineers, founders, smiths or machinists.
  - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
  - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or

- 9 APR 1974



in connection with the Company's business or any branch or department thereof.

- (D) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stock, Bonds, Obligations and Securities, guaranteed by any company constituted or carrying on business in any part of the world and Debentures, Debenture Stock, Bonds, Obligations and Securities guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To apply for, purchase or otherwise acquire and hold any patents, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, and information so acquired.

- (K) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or experts or agents.
- (L) To employ experts to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (M) To transact or carry on any kinds of agency business and generally to undertake and carry out all such operations and transactions, (except assurance business within the meaning of the Assurance Companies Act 1909, as amended from time to time), as an individual person may undertake and carry out.
- (N) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire, hold, dispose of shares, stocks, securities and guarantee the payment of the dividend, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (O) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (P) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (R) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly

in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (S) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (T) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (W) To aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (X) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

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

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

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4. The liability of the members is limited.

5. The Share Capital of the Company is £35,000 divided into 35,000 Shares of £1 each.

✓ 35000

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by filed resolutions and is lodged in compliance with the requirements of the European Communities Act 1972.

DATED 8.6.74  
p.p. JORDAN & SONS LIMITED

THE COMPANIES ACTS, 1948 to 1967

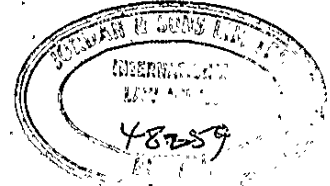
COMPANY LIMITED BY SHARES

**Articles of Association**

OF

ROWECORD ENGINEERING LIMITED.

(Adopted by Special Resolution passed  
22nd July 1971)



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, 75, 77 and 89 to 94 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

3. (i) The Share Capital of the Company is £35,000 divided into 35,000 Shares of £1 each, whereof 13,750 Shares are "A" Shares and 21,250 Shares are "B" Shares.

(ii) The "A" Shares and the "B" Shares shall as to Dividends and distribution of assets in a winding up rank pari passu according to the amounts paid up or credited as paid up on the said Shares respectively as if they constituted one class of Ordinary Shares and as to voting shall confer the respective rights hereinafter contained.

4. All further Shares of either class authorised to be issued shall be allotted or issued in equal proportions of "A" and "B" Shares. The Shares of each class shall be offered to the Members holding Shares of the same class in proportion to the number of Shares held by them respectively, and every such offer shall be made by.

notice specifying the number and class of Shares to which the Member is entitled and limiting a time (not being less than one calendar month) within which the offer if not accepted will be deemed to be declined. Subject as aforesaid, all 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.

5. 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.

#### TRANSFER AND TRANSMISSION OF SHARES.

6. No Share shall be transferred except at the fair value certified by the Auditor for the time being of the Company, whose certificate shall be produced to the Directors upon application being made for registration of such transfer. On certifying such fair value of the "B" Shares, the Auditor shall take no account of the restricted voting rights attached to such Shares which shall for this purpose be deemed to rank equally in all respects with the "A" Shares.

#### GENERAL MEETINGS.

7. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

8. Clause 52 in Part I of Table A shall be read and construed as if the words "the appointment of and" were omitted therefrom.

9. 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".

10. Clause 57 in Part I of Table A shall be read and construed as if the words "twenty one" were substituted for the word "thirty".

#### VOTES OF MEMBERS.

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried, (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the



minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

12. The holders of "B" Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of "B" Shares; except where such General Meeting is called to consider and vote upon resolutions concerning the declaration and payment of dividends, the remuneration of the Directors of the Company or any matter affecting or relating to the rights attached to the holders of the "B" Shares by virtue of their holding of such Shares; and Clauses 62 and 134 in Part I of Table A shall be modified accordingly.

#### DIRECTORS.

13. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than four.

14. From time to time the holders of the "A" Shares shall be entitled to appoint a Director of the Company (each such Director being hereinafter referred to as an "A" Director) and the holders of "B" Shares shall be entitled to appoint a Director of the Company (each such Director being hereinafter referred to as a "B" Director) but so that neither class shall at any one time be represented by more than two Directors.

15. The following persons are the Directors of the Company at the time of the adoption of these Articles:-

B. F. Hoppe (who shall be deemed to be a "A" Director)  
C. J. T. Brown (who shall be deemed to be a "B" Director)  
W. Jones (who shall be deemed to be a "A" Director)

16. Any person who is appointed or deemed to have been appointed a Director under this Article shall (subject to the provisions of Clause 88 in Part I of Table A) be entitled to retain office as a Director until he is removed by the holders for the time being of the class of shares by whom he was appointed.

17. An appointment or removal of a Director under the powers conferred by this Article shall be made by instrument in writing under the hands of the holders for the time being of a majority of the issued Shares of the class in respect of which the appointment or removal of such Director is made (or, where any holder is a company, under the hands of the Secretary of the Company), and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed or attached to the Directors' Minute Book as soon as practicable after such service.

18. A Director shall not be required to hold any share qualification.

19. A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these presents with regard to Directors. An alternate Director shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. Where a Director who has been appointed to be an alternate Director is present at a Meeting of the Board in the absence of his appointer such alternate Director shall have one vote in addition to his vote as Director. Every appointment and revocation of appointment of an alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment, and such instrument shall only take effect on the service thereof at the Registered Office of the Company.

20. The quorum necessary for the transaction of business at any Meeting of the Directors of the Company shall be one Director appointed by the holders of "A" Shares and one Director appointed by the holders of "B" Shares and for this purpose an alternate Director nominated in accordance with the provision of Article 19 hereof shall be reckoned as constituting the Director by whom he has been nominated.

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

22. 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 contractor arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

#### SEAL.

23. Clause 113 in Part I of Table A shall be read and construed as if the words "or some other person appointed by the Directors for the purpose" were omitted therefrom.

#### WINDING UP.

24. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them

respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

#### INDEMNITY.

25. Subject to the provisions of Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 in Part I of Table A, every Director, officer and official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.



# Return by a company purchasing its own shares

F762

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

[-157]

923182

\* Insert full name of company

Name of company

\* ROWECORD ENGINEERING 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	'A'	'B'		
Nominal value of each share	£1	£1		
Date(s) on which the shares were delivered to the company	10.4.1987	10.4.1987		
Number of shares purchased	2,250	6,416		
Maximum prices paid \$ for each share	N/A	N/A		
Minimum prices paid \$ for each share	N/A	N/A		

\$ 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:  
\$ N/A £152,204.04 x 0.5% = £761.02.

† delete as appropriate

Signed

*[Signature]*

[Director][Secretary]† Date

10/4/87

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 251010

*£761.02*

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

*West Side  
Old Town Dock  
Newport  
N60*

For official Use  
General Section

Post room

*Mid 761.02  
008669*

Number of Company 923182/61

13

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION OF

ROWECORD ENGINEERING LIMITED

At an Extraordinary General Meeting of the holders of the 'B' shares of the above-named Company, duly convened and held at West Side Old Town Dock, Newport, Gwent. on the 14th day of September 1987, the following EXTRAORDINARY RESOLUTION was passed:-

EXTRAORDINARY RESOLUTION

That this separate class meeting of the holders of the issued 'B' shares of £1 each in the capital of the Company hereby agrees to the passing as a Special Resolution of the Resolution to be proposed at an Extraordinary General Meeting of the Company to be held on 14th September 1987 as set out in the notice of that meeting (a copy of which notice has been produced to this meeting and signed by the Chairman hereof for the purpose of identification) and to the alteration or abrogation of any of the special rights at present attaching to the said 'B' shares to be effected thereby or involved therein and directs and authorised the Directors to act pursuant to such Resolution.



B. F. Hoppe  
Chairman

28-9-87

Number of Company 923182/60

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

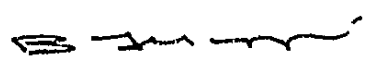
EXTRAORDINARY RESOLUTION OF

ROWECORD ENGINEERING LIMITED

At an Extraordinary General Meeting of the holders of the 'A' shares of the above-named Company, duly convened and held at West Side Old Town Dock, Newport, Gwent on the 14th day of September 1987, the following EXTRAORDINARY RESOLUTION was passed:-

EXTRAORDINARY RESOLUTION

That this separate class meeting of the holders of the issued 'A' shares of £1 each in the capital of the Company hereby agrees to the passing as a Special Resolution of the Resolution to be proposed at an Extraordinary General Meeting of the Company to be held on 14th September 1987 as set out in the notice of that meeting (a copy of which notice has been produced to this meeting and signed by the Chairman hereof for the purpose of identification) and to the alteration or abrogation of any of the special rights at present attaching to the said 'A' shares to be effected thereby or involved therein and directs and authorised the Directors to act pursuant to such Resolution.

  
B. F. Hoppe  
Chairman

28-9-87

Number of Company 923182

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

ROWECORD ENGINEERING LIMITED

Passed the 14th day of September 1987

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at West Side, Old Town Dock, Newport, Gwent.

On the 14th day of September 1987, the following SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

(a) That the 3,250 issued 'A' shares of £1 each and the 2,084 issued 'B' shares of £1 each are designated 5,334 issued Ordinary shares of £1 each and the 10,500 unissued 'A' shares of £1 each and the 19,166 unissued 'B' shares of £1 each are designated 29,666 unissued Ordinary shares of £1 each all Ordinary shares having attached the rights and restrictions set out in the Articles of Association as proposed to be adopted pursuant to paragraph (C) below.

(b) That the capital of the Company be increased from £35,000 to £200,000 by the creation of 165,000 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.

(c) That the Regulations contained in the document attached hereto and for the purpose of identification marked 'A' shall be the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles.



(d) That upon the recommendation of the Directors the sum of £194,666 being part of the accumulated capital and revenue reserves, be capitalised and appropriated as capital to and among the holders of the 5,334 shares of £1 each in the capital of the Company as appearing in the Register of Members as at the close of business on the 11th day of September 1987 and that the Directors be authorised and directed to apply such sum in paying up in full 194,666 shares of £1 each in the capital of the Company and to allot and distribute such new shares, credited as fully paid, to and among the holders of the shares at the rate of 72 such new shares for every two existing shares held by them.

.....  
D. F. Hoppe  
Chairman



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROWECORD ENGINEERING LIMITED

(Adopted pursuant to a Special Resolution dated the *14<sup>th</sup>* day of *September* 1987)

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) All Shares shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

## SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

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

(d) Clause 46(b) in Table A shall be read and construed as though the words "any member" were substituted for the words "at least two members".

#### APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

## BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

## DISQUALIFICATION OF DIRECTORS

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

## GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clauses 3(v) and (w) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS

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

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

## INDEMNITY

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

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

## TRANSFER OF SHARES

14. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 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

[1319]

923182

Name of company

\* ROWECORD ENGINEERING LIMITED

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 14th September, 1987 the nominal capital of the company has been  
increased by £ 165,000 beyond the registered capital of £ 35,000.

‡ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.‡

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

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriatePlease tick here if  
continued overleafSigned APHOPPEDesignation‡  
DIRECTOR.Date 14/9/87.

PRINTED AND SUPPLIED BY

**Jordans**JORDAN & SONS LIMITED  
21 ST THOMAS STREET  
BRISTOL BS1 6JS  
TELEPHONE 0272 230600  
TELEX 449119 FAX 0272 230663  
DX 78161 BRISTOL  
TELECOM GOLD 74 JCH007THE COMPANY  
ASSOCIATION

5/87

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

Rowecord Engineering Ltd  
West side of  
Old Town Dock  
Newport  
Qwen  
CL12700 / DRI BRISTOL

For official Use  
General Section

Post room

**CLASSI DATE**  
**14 SEP 1987**  
**CRO**