

976112/1

NO. OF COMPANY.....*500004*.....

THE COMPANIES ACTS, 1948 TO 1967

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

Pursuant to Section 15 (2)

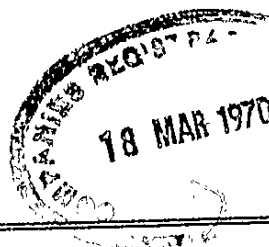
(SEE FOOTNOTE OVERLEAF)

NAME OF

COMPANY

WILLIAM IRWIN & CO.,

..... LIMITED.



CAT. NO. C.F.41.

JORDAN & SONS, LIMITED

7, 8 & 9 Fetter Lane, London E.C.4.

Company Registration Agents, Printers and Publishers

Presented by

Document Filer's Reference

.....
Ford & Warren, Solicitors,.....

61, Albion Street,.....

I, SIR DONALD KABERRY, Baronet

of 61, Albion Street, Leeds, 1 in the County of York

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] ~~for a person named in the Articles of Association as a~~ Director/Secretary;

~~of the said Company, and that I am not~~

~~not a member of the Company, and that I am not~~

~~of the said Company, and that I am not~~

of the said Company, and that I am not 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 Leeds in the County
of York

the 16th day of March

One thousand nine hundred and seventy

before me,

D. W. W.
A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding

976112/2

NO. OF COMPANY.....*0004*.....

COMPANY HAVING A SHARE CAPITAL



NAME OF COMPANY..... WILLIAM IRWIN & CO.,.....

..... LIMITED

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891

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

The Nominal Capital of the above-named Company is £ 200,000

Signature.....

W. Irwin

Date.....

16th March 1970

Description.....

DIRECTOR

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

CAT. No. C.A. 25

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers,
7, 8 & 9, Fetter Lane, London, E.C.4

Presented for registration by

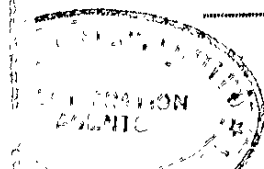
Ford & Warren, Solicitors,

61, Albion Street,

Leeds, 1.

Document Filer's Reference

18 MAR 1970



FORM NO. 25

THIS DOCUMENT IS RESERVED FOR BINDING AND MUST NOT BE DISPOSED OF

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

376112

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WILLIAM IRWIN & CO., LIMITED.



1. The Name of the Company is "WILLIAM IRWIN & CO., 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 acquire and take over as a going concern and carry on the business of Builders and Building Contractors now carried on by William Irwin (Holdings) Limited at Leeds in the County of York, under the style of "William Irwin & Co., Limited," together with all or any of the personal property and assets of the proprietors of that business used in connection therewith or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed and is expressed to be made between the said William Irwin (Holdings) Limited of the one part and this Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.
 - (B) To carry on all or any of the businesses of Builders and Building Contractors, Civil Engineers, Contractors for the construction, maintenance, repair, decoration and alteration of Buildings of all kinds, Builders' Merchants, Proprietors, Hirers, Letters on Hire, Manufacturers, Repairers, Merchants and Factors of, Agents for and Dealers in Builders' and General Contractors' Plant, Machinery, Implements, Equipment and Appliances of all kinds, Merchants of and Dealers in Stone, Sand, Gravel, Bricks, Tiles, Slates, Lime, Cement, and General Building Materials and Requisites and Plastic and Plastic Substances, Materials and Goods of every description, Plumbers, Painters and Decorators, Timber Merchants and Sawmill Proprietors, Importers of and Dealers in Joinery, Hard and Soft Woods, Veneers, Mouldings and Building Woodwork of all kinds, Carpenters, Joiners, Turners, Coopers and Packing Case Makers, Cabinet Makers, Shop and Office Fitters, French Polishers, Electrical, Gas, Hot Water, Heating, Mechanical, Motor and General Engineers, Hardware Merchants and General Ironmongers, Garage and Petrol Filling Station Proprietors, Motor Dealers, Agents and Distributors, Cafe and Restaurant Proprietors, Caterers, Confectioners, Tobacconists and Newsagents, Travel Agents, Haulage Contractors, Undertakers, Insurance Agents, Property Owners, Repairers and Jobbers, Auctioneers, Valuers, Architects, Surveyors, House, Land and Estate Agents; to manufacture, buy,



178 MAR 1970

sell, and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company.

- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.
- (S) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (W) To procure the Company to be registered or recognised in any part of the world.
- (X) 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 expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, 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 £200,000, divided into 200,000 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p><i>Donlin</i></p> <hr/> <p>NEWBY MANOR HUBY NR HARROGATE BUILDING CONTRACTOR</p>	<p>one</p>
<p><i>Blow</i></p> <p>8 WYNMORE CRESCENT BRAMHOPE NR LEEDS SECRETARY</p>	<p>one</p>
TOTAL SHARES TAKEN.	Two

Dated this 16th day of March 1970

Witness to the above Signatures :-

Howard Raberry
Solicitor
Leeds.

976112/4

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

WILLIAM IRWIN & CO., LIMITED.



PRELIMINARY.

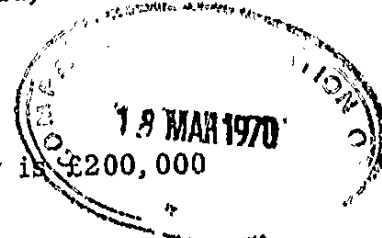
1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply 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 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A) of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Director of the Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendor Company without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is £200,000 divided into 200,000 Shares of £1 each.



5. Subject to the provisions of the Agreement referred to in Article 3 hereof, 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.

6. 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 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 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.

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

10. The following persons shall be the first Directors of the Company:

William Irwin,
Ernest Frank Barker,
Charles Grove and
Eric Moore.

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

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

WINDING UP.

13. 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Donn M.

NEWBY MANOR

HUBY

NR HARROGATE

BUILDING CONTRACTOR

Cliff

8 WYNMORE CRESCENT

BRAMHOPE

NR LEEDS.

Dated this *16th* day of *March* 19*70*

Witness to the above Signatures :-

Thos Haby
Solicitor
Leeds-1.



CERTIFICATE OF INCORPORATION

No. 976112

I hereby certify that

WILLIAM IRWIN & CO., 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 2ND APRIL, 1970.


(F. L. KNIGHT)


Assistant Registrar of Companies

WILLIAM IRWIN & CO. LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held on 29th October 1979 at Low Hall Road, Horsforth, Leeds, LS18 4EW the following resolutions were duly passed as special resolutions :-

SPECIAL RESOLUTIONS

1. THAT on the recommendation of the Directors it is desirable to capitalise the sum of £11,543 being part of the sum standing to the credit of the Company's profit and loss account and accordingly that such sum be set free for distribution among the Members of the Company on the Register immediately prior to the passing of this Resolution on the footing that the same be not paid in cash but be applied in paying up in full 11,543 unissued Ordinary Shares of £1 each in the capital of the Company, such Shares to be allotted credited as fully paid up among such Members in the proportion of one new Ordinary Share of £1 for each ten Ordinary Shares of £1 in the capital of the Company held immediately prior to the passing of this Resolution provided that no such holder shall be entitled to receive a fractional part of a share.
2. FORTHWITH on the allotment of such 11,543 Ordinary Shares of £1 each, each of the 115,431 Ordinary Shares of £1 each in the capital of the Company in issue immediately prior to such allotment shall be converted into a Deferred Share of £1 carrying the rights but subject to the restrictions following, namely :-
 - (a) the Deferred Shares shall confer on the holders thereof no right to receive any dividend in respect of any financial year or other period of the Company ending before the year 2000 and in respect of the financial year or other period ending in that year and thereafter shall confer the right to receive by way of dividend in respect of such year or other period a dividend at the rate of one per cent of the rate of dividend paid on Ordinary Shares of the Company in respect of such year or period in excess of 25 per cent;
 - (b) in the event of a repayment of assets whether on a winding up or a reduction of capital or otherwise the holders of the said Deferred Shares shall be entitled to receive out of the surplus assets of the Company a sum (not exceeding 1p per share) equal to one per cent of the sum receivable in respect of each of the Ordinary Shares of the Company in excess of £25 per Ordinary Share;
 - (c) the holders of the said Deferred Shares shall have no right as such to receive notice of or to attend or vote at any General Meeting of the Company.



Chairman.

28/11

976112

WILLIAM IRWIN & CO. LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company held on 12th November 1979 at Low Hall Road, Horsforth, Leeds the following resolution was duly passed as a Special Resolution :-

RESOLUTION

THAT each of the 115,431 Deferred Shares of £1 each in the capital of the Company shall be converted into an Ordinary Share of £1, such shares ranking pari passu as one class with the existing Ordinary Shares of £1 each in the capital of the Company.

K. Duxbury
Chairman.

AMENDED BY DOCS 32433

Number of } 976112
Company } 24

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

WILLIAM IRWIN & CO.

LIMITED

Passed 13th October, 1977.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Low Hall Road, Horsforth Leeds LS18 4EW

on the 13th day of October, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

1. That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby extended by re-numbering Sub-Clause (A) of Clause 3 of the said Memorandum as Sub-Clause (A) (i) and by adding the following new Sub-Clause as Sub-Clause (A) (i):—

(A) (i) To acquire, hold and deal in stocks, shares, debenture stocks, bonds obligations and other securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad; to acquire any such stocks, shares, debentures, debenture stock, bonds obligations or other securities, by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and

Signature

K. J. Duxbury

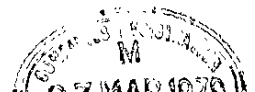
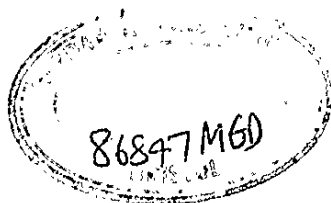
Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

powers conferred by or incident to the ownership thereof; to facilitate and encourage the creation, issue or conversion of shares, stocks, debentures, debenture stock, bonds, obligations, and other securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies; to provide management, financial and advisory services to business concerns, undertakings and companies; to enter into assist or participate in mining, prospecting and speculative ventures, and financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description; to carry on the business of a holding Company in all its branches and to co-ordinate the policy and administration of any Companies of which this Company is a member or which are in any manner controlled by or connected with the Company.

K. L. Lusk



Number of } 976112 31
Company }



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

WILLIAM IRWIN & CO. LIMITED

Passed 1st November, 1976.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Low Hall Road, Horsforth, Leeds

on the 1st day of November, 1976 the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

1. That the scheme for the acquisition by William Irwin & Co. (North) Limited to acquire part of the undertaking of the Company as a going concern being the business of builders and building contractors carried on by the Company as a going concern at Low Hall Road, Leeds be and the same is hereby approved and that the Directors be and are hereby authorised to do all such acts and things as are necessary for the implementation of the scheme.

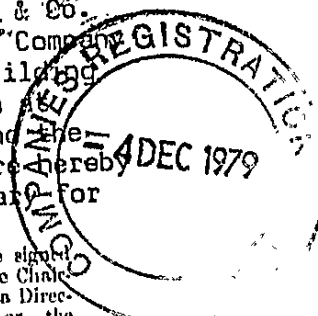
2. That the scheme for the acquisition by William Irwin & Co. (East) Limited to acquire part of the undertaking of the Company as a going concern being the business of builders and building contractors carried on by the Company as a going concern at Micklegate, Selby in the County of North Yorkshire be and the same is hereby approved and that the Directors be and are hereby authorised to do all such acts and things as are necessary for the implementation of the scheme.

Signature

E. J. Barker

CHAIRMAN

To be signed by the Chairman, a Director, or the Secretary of the Company.

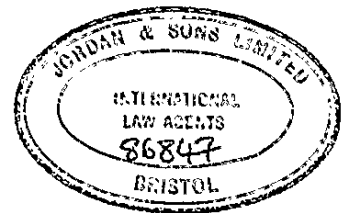


NOTE.— To be filed within 15 days after the passing of the Resolution(s).

No. of Company: 976112/32

form No. C.A.51

THE COMPANIES ACTS 1948 TO 1976



(COPY)

SPECIAL **resolution** (1)

pursuant to section 141 of the Companies Act 1948

of

..... WILLIAM IRWIN & CO. Limited

Passed the 13th day of OCTOBER 1976

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Low Hall Road, Horsforth, Leeds LS18 4EW

on the 13th day of OCTOBER 1976

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

(2)

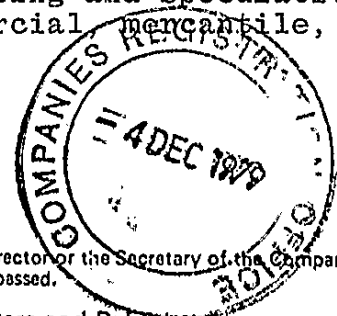
That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby extended by re-numbering Sub-Clause (A) of Clause 3 of the said Memorandum as Sub-Clause (A)(ii) and by adding the following new Sub-Clause as Sub-Clause (A)(i):—

- (A)(i) To acquire, hold and deal in stocks, shares, debenture stocks, bonds obligations and other securities issued or guaranteed by any company, and debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad; to acquire any such stocks, shares, debentures, debenture stock, bonds obligations or other securities, by original subscription, tender, purchase, exchange or otherwise 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 or incident to the ownership thereof; to facilitate and encourage the creation, issue or conversion of shares, stocks, debentures, debenture stock, bonds, obligations, and other securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies; to provide management, financial and advisory services to business concerns, undertakings and companies; to enter into assist or participate in mining, prospecting and speculative ventures, and financial, commercial mercantile,

NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

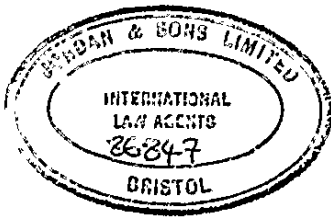
(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed.



industrial and other transactions, undertakings and businesses of every description: to carry on the business of a holding Company in all its branches and to co-ordinate the policy and administration of any Companies of which this Company is a member or which are in any manner controlled by or connected with the Company.

K. Lumbury
Director and Secretary.

AMENDING Doc 24.



Company Number 976112 33 STATUTORY DECLARATION

I, KENNETH DUXBURY of 4 Pool Bank Close, Pool in Wharfedale, Leeds.21

Director DO SOLEMNLY AND SINCERELY DECLARE as follows:-

1. I am a Director and the Company Secretary of William Irwin & Co. Limited (hereinafter called "the Company") a Company incorporated on the 2nd day of April 1970 and allocated the number 976112.
2. A document being a copy of a Special Resolution of the Company altering Clause 3 (A) of the Company's Memorandum of Association (hereinafter referred to as "the said document") was lodged with the Registrar of Companies for filing purportedly pursuant to Section 141 of the Companies Act 1948 on or about 23rd March 1979.
3. Due to a clerical error which was made by the Company's Agents the said document incorrectly stated that the Special Resolution set out thereon was passed on 13th October 1977 whereas the Special Resolution set out thereon was in fact passed on the 13th October 1976.
4. From my own knowledge I am satisfied that the said document was incorrectly lodged and that the date of the passing of the Special Resolution is incorrectly shown on the said document and I therefore hereby request that the Registrar of Companies cancels the said document and places on the Public File the correct copy of the Special Resolution which is submitted and sent herewith.

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 Leeds West Yorkshire
this 8th day of August
1979

Before me

K. Duxbury

I. Goldman

A Commissioner for Oaths/Solicitor.

IAN J. GOLDMAN, LL.B.
A SOLICITOR EMPOWERED
TO ADMINISTER OATHS

DATED 8th August 1979

STATUTORY DECLARATION

of

Mr. KENNETH DUXBURY

Ford & Warren,
Solicitors,
LEEDS.1.



976112
Spicer and Pegler
Chartered Accountants

29 PARK PLACE LEEDS LS1 2ST
TELEPHONE LEEDS (0532) 439021
TELEX 556491 FSANO G
FAX (0532) 445560
DOCUMENT EXCHANGE 26423
ALSO AT HULL

The Secretary
William Irwin & Co Ltd
Low Hall Road
Horsforth
Leeds LS18 4EW

OUR REFERENCE WJAS/BC
YOUR REFERENCE

14 September 1987

Dear Sir

WILLIAM IRWIN & CO LTD

In accordance with the terms of the agreement for the acquisition of The Irwin Group Limited we hereby give notice in writing of our resignation as auditors of the above company.

We confirm that we do not believe that there are any circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

We confirm that we have no claims outstanding against the company.

Yours faithfully

We hereby certify this to be a true copy of the original notice of resignation

Lambert... Storey. XLO
21st September 1987

J. M. Jones, C. Jones, Paul D. Taylor, W. J. Ann, A. Smith, James A. Ferguson, Andrew S. Turner, A. R. Barrett, Timothy C. R. Harvey, Howard B. Dixon

LEEDS: R. A. P. David, R. J. Beard, T. J. Kendall, M. Holland, C. D. Bastin, D. T. Young, J. P. Waddington, D. J. Ward, R. G. Cheshire, P. J. Oliver, C. J. Wheatcroft, D. F. Robinson, J. E. Morgan, P. E. Cornish, P. H. Wilkenhoime, J. M. Maney, P. J. Morgan, A. V. Dearden, A. F. Mide, C. G. Davis, N. T. Davey, R. G. Nicol, J. H. Bentley, R. G. Wilkin, A. I. Patterson, J. A. B. Kingston, R. J. Sharp, G. W. Boon, C. Denton, P. Harrex, A. C. Harper, P. H. Caswell, W. D. Barnes, D. H. Barr, S. M. Haslam, I. R. Winton, K. J. Worthing, W. R. H. Ingh, D. R. Miles, D. P. C. Rank, P. Shirley, BIRMINGHAM: M. D. Stirling, J. A. Horton, B. J. A. Bennett, P. T. Miles, I. K. Norbury, A. B. K. Taylor, G. K. Allibird, P. H. Bendall, P. J. N. Harris, J. B. Atkinson, R. D. Edwards, R. J. Gunn, D. F. Moody, BOLTON: A. Lennon, BOURNEMOUTH: P. T. G. Saugst, J. E. Gay, B. G. Ford, A. J. Bowers, A. J. Hunt, BRISTOL: R. C. Bennett, P. Stoppard, P. N. Whitley, A. R. L. Young, M. J. G. Grant, M. J. Hagen, CAMBRIDGE: R. A. Miller, R. T. Summerfield, P. R. Bligh, S. Midwinter, M. H. D. O'Callaghan, V. R. Hedley Lewis, P. J. Sutton, R. C. Stevens, D. J. Harvey, K. J. Gummere, CARDIFF: H. M. Ireland, D. Davies, G. N. Davies, G. H. H. Ainsworth, CHESTER: N. D. Guilford, GROVEDON: J. D. M. Cole, A. I. Bass, J. K. McKay, R. A. Powlson, V. A. Martin, HULL: J. A. Farmer, MANCHESTER: P. L. F. Grater, J. C. Bell, P. M. Stelford, H. Brerley, D. A. Greenwood, R. E. Kison, A. G. Calder, A. P. R. G. McInnes, R. K. Arnold, J. Salmon, NEWCASTLE UPON TYNE: L. H. Gault, D. N. White, M. H. Gilbert, D. P. Wilkison, NOTTINGHAM: B. R. Dunn, R. C. Tunton, P. J. R. Dunn, I. G. Shaw, P. W. Sutton, P. L. Hippenon, J. W. H. Trehearne, E. J. Harvey, IP: Dawson, PETERBOROUGH: A. T. Swinbank, A. R. Blake, S. M. Radford, SOUTHAMPTON: J. Burgess, G. H. Russell, M. J. Hicks, R. J. Gibbs, UNBRIDGE: H. W. Veary, R. P. Spicer

DUDLEY, NEWARK, ST ALBANS, SCOTLAND, NORTHERN IRELAND, CHANNEL ISLANDS, ISLE OF MAN & WORLDWIDE

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

225(1)

Please do not
write in this
margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

* insert full name
of company

Name of company

WILLIAM IRWIN & Co. LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Note
Please read notes
1 to 5 overleaf
before completing
this form

Day Month

3	1	0	3
---	---	---	---

† delete as appropriate

3 1 8 5
The current accounting reference period of the company is to be treated as ~~shortened~~ ☒ extended[†] and ~~is to be treated as having come to an end~~ ☒ will come to an end[†] on

Day Month Year

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

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

See note 4c and
complete as
appropriate

The company is a [subsidiary]~~holding-company~~† of

CAMPBELL & ARMSTRONG Pte

company number 750 587

the accounting reference date of which is 31st MARCH.

Signed

[Director][Secretary]† Date

26/10/87

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

For official Use
General Section

Postream

COMPANIES REGISTRATION
27 OCT 1987
CUT OFFICE 28

G

COMPANIES FORM No. 225(1)

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

225(1)

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

00976112

*Insert full name of company.

Name of company

WILLIAM IRWIN & CO. LIMITED

Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

2. Gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

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

Day Month Year

3 1 1 2 1 9 9 3

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of _____

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

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

6. Signed

Tony E

Designation† Receiver

Date 28/11/93

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

DSL/DS

LAMBERT STOREY

Solicitors

JOHN DALTON HOUSE

121 DEANS GATE

MANCHESTER M3 2AB

For official use
D.E.B.

Post room

1 DEC 1993

HOUSE

WILLIAM IRWIN & CO. LIMITED

Company No: 976112

WRITTEN RECORD OF A DECISION BY A SINGLE MEMBER OF THE COMPANY

taken pursuant to Section 382B of the Companies Act 1985
(as amended by The Companies (Single Member Private Limited Companies)
Regulations 1992 (S.I. 1992 No. 1699)

ORDINARY RESOLUTION

- (1) THAT the authorised share capital of the Company be and it is hereby increased from £200,000 to £1,200,000 by the creation of 1,000,000 12% Cumulative Redeemable Preference Shares of £1 each

SPECIAL RESOLUTION

- (2) THAT the Company's Articles of Association be altered by:-
- (a) deleting in its entirety Regulation 4 and substituting therefor the following:-
- "4. The share capital of the Company at the date of the adoption of this Article is £1,200,000 divided into 200,000 Ordinary Shares of £1 each and 1,000,000 12% Cumulative Redeemable Preference Shares of £1 each"
- (b) By inserting after Regulation 4 the following new Regulation 4A:-
- " PREFERENCE SHARE RIGHTS
- 4A 12% Cumulative Redeemable Preference Shares
- The 12% Cumulative Redeemable Preference Shares ("the Preference Shares") in the Company shall have the following rights attached to them:-
- (1) Rights as to Profits, Assets and Voting and otherwise:
- (i) As Regards Profits:

The Preference Shares shall entitle the holders thereof, pari passu with any further Preference Shares created to rank pari passu therewith as regards priority in respect of income, and in priority to any dividend or return of capital on any other class of shares, to a fixed cumulative preferential dividend on the capital



for the time being paid up thereon at the rate of 12 per cent per annum (net of the associated tax credit), such dividend to be payable by equal half-yearly instalments on 31st December and 30th June in each year in respect of the half-yearly periods ending on those respective dates the first such payment of dividend to be in respect of the period from the date of such issue up to and including 30th June 1995 and to be paid not earlier than 30th June 1995

(ii) As Regards Assets:

The Preference Shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital, *pari passu* with any further preference shares created to rank *pari passu* therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon and together also with a sum equal to any arrears or accruals of the fixed cumulative preferential dividend thereon calculated down to the date of repayment whether or not such dividend shall have been declared or earned.

(iii) As Regards Voting:

The Preference Shares shall not entitle the holders to receive notice of or be counted as part of the quorum of or to attend or vote at any General Meeting of the Company unless the business of the Meeting includes the consideration of a Resolution for the winding up of the Company or any Resolution directly or adversely modifying or abrogating any of the special rights or privileges attached to the Preference Shares in which case the holders thereof shall only be entitled to receive notice of or to be counted as part of the quorum of and to attend and vote at the

relevant Meeting in respect of such Resolution or Resolutions and upon a show of hands every holder present in person shall be entitled to one vote and upon a poll be entitled to one vote for every share held by him

For the purposes of determining whether or not a Resolution directly or adversely modifies or abrogates any of the special rights or privileges attached to the Preference Shares the following shall be considered to be a modification or abrogation of the special rights or privileges attached to the Preference Shares:

- (a) the creation by the Company of any other class of shares giving the holders thereof a right preferential to the Preference Shares to dividend, return of capital or the application of surplus assets on a winding up;
- (b) if the Company is put into receivership, liquidation (other than a liquidation in connection with the reconstruction or amalgamation of the Company) or an administrative receiver is appointed
- (c) the sale of a major part of the trade undertaking or business of the Company
- (d) if the Company ceases to trade

(iv) Other Rights:

The Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets (save surplus assets on a winding up as set out in sub-Article (2) of this Article below) of the Company or to vote

(2) Application of surplus assets on a winding up:

In the winding up of the Company the surplus assets shall be applied to the following purposes and in the following order of priority:-

FIRST to the repayment of capital paid up or credited as paid up on the Preference Shares (and in priority to any other preference shares created by the Company in respect of capital) together also with any arrears or accruals of fixed dividend in accordance with the rights of all such shares; **SECONDLY** to the repayment of the capital paid up or credited as paid up on any other preference shares created by the Company in accordance with the rights attached to them;

THIRDLY to the repayment of the capital paid up or credited as paid up on the Ordinary Shares of £1 each; and

FOURTHLY any surplus assets shall be distributed to the holders of the Ordinary Shares of £1 each in proportion to the number of Ordinary Shares of £1 each held by them respectively

(3) Redemption of Preference Shares:

- (i) Subject to the provisions of Chapter VII of the Companies Act 1985 (as amended by the Companies Act 1989) the Preference Shares shall be redeemed at par without notice on 31st December 1999 or earlier on receipt of 3 months prior written notice of redemption given by the Company to the registered holder or holders and specifying the number of Preference Shares to be redeemed and the date of redemption (such date or dates to be called "the due redemption date"). Any number of notices of redemption may be served in respect of any number of Preference Shares in issue at the date of service of a notice of redemption. The redemption date specified in a notice of redemption served in respect of the whole of the Preference Shares in issue or the balance of such Shares shall be hereinafter called "the final due redemption date"
- (ii) On the due redemption date or the final due redemption date as the case may be the registered holder or holders of the Preference Shares shall be bound to deliver up to the Company

the certificate or certificates thereof for cancellation and thereupon the Company shall pay to him or them the redemption moneys payable in respect of such Shares as provided by sub-paragraph (i) of this sub-Article (3)

- (iii) In the event of the Company determining to redeem some only of the Preference Shares issued those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of shares) of each holding of such Shares on the due redemption date
- (iv) All Preference Shares redeemed in accordance with the foregoing provisions of this sub-Article (3) shall rank for dividend down to the due date for redemption thereof or the final due redemption date as the case may be. All Preference Shares redeemed as aforesaid shall be cancelled but the Company shall after each due redemption date issue new share certificates to the holder or holders of the Preference Shares for the balance of Shares (if any) then held by him or them
- (v) The Preference Shares to be redeemed shall cease to rank for dividend after the due redemption date or the final due redemption date unless on the certificates for the Preference Shares being tendered to the Company it shall fail to effect such redemption
- (vi) No Preference Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent permitted by the Companies Act 1985 (as amended)"

ORDINARY RESOLUTION

- (3) THAT the Directors be and they are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities within the meaning of Section 80 and for the purposes of Section 80A of the Companies Act 1985 up to an aggregate nominal amount of £1,000,000 PROVIDED THAT this authority shall be limited to the allotment

of up to 1,000,000 12% Cumulative Preference Shares of £1 each to Campbell & Armstrong plc and PROVIDED FURTHER THAT this authority shall expire on or before 31st December 1999 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired

Dated this 20th day of December 1994

The Inverclyde Group Limited

The Member

2852Z



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

--	--	--	--

976112

Name of company

*Insert full name
of company

* WILLIAM IRWIN & CO. LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 20th December 1994 the nominal capital of the company has been
increased by £ 1,000,000 beyond the registered capital of £ 200,000.

†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 (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 overleaf

Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designation SECRETARY Date 28th Dec 94.Presentor's name, address and
reference (if any):DSL/DL

For official use

General section

Post room



The 12% Cumulative Redeemable Preference Shares ("Preference Shares") were issued with the following rights attached:

A prior right to a fixed cumulative preferential gross dividend of 12% per annum net of associated tax credit payable on 31st December and 30th June by two half-yearly instalments the first payment due 30th June 1995

On a winding up or reduction of capital involving a return of capital the Preference Shares rank pari passu with any further preference shares created to rank pari passu therewith and have priority to a return of capital over any other class of shares plus a sum equal to arrears or accruals of the fixed cumulative preferential dividend calculated to the date of repayment whether or not the dividend has been declared or earned

The Preference Shares do not entitle the holders to receive notice, attend or vote at any general meeting unless the business includes a resolution to wind up the company or a resolution directly or adversely modifying or abrogating the special rights or privileges attached to the Preference Shares when a holder will be entitled to one vote for every share held on a poll or one vote if present in person.

The Preference Shares shall not confer any further rights to participate in profits or assets or to vote

On a winding up surplus assets will be applied in the priority following:-

- (i) Repayment of capital paid up or credited as paid up on the Preference Shares together with arrears or accruals of fixed dividends
- (ii) Repayment of capital on other preference shares created by the company
- (iii) Repayment of capital paid up or credited as paid up on Ordinary Shares
- (iv) Surplus assets to be distributed to the holders of the Ordinary Shares.

The Preference Shares shall be redeemed at par on 31st December 1999 or earlier on 3 months prior written notice of redemption given by the company. All Preference Shares redeemed shall rank for dividend down to the due date for redemption. All Preference Shares redeemed shall be cancelled. No Preference Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes or out of capital as permitted by law.

COMPANY LIMITED BY SHARES

Tough
Director

Memorandum of Association

OF



WILLIAM IRWIN & CO., LIMITED.

1. The Name of the Company is "WILLIAM IRWIN & CO., 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 acquire and take over as a going concern and carry on the business of Builders and Building Contractors now carried on by William Irwin (Holdings) Limited at Leeds in the County of York, under the style of "William Irwin & Co., Limited," together with all or any of the personal property and assets of the proprietors of that business used in connection therewith or belonging thereto and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed and is expressed to be made between the said William Irwin (Holdings) Limited of the one part and this Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.
 - (B) To carry on all or any of the businesses of Builders and Building Contractors, Civil Engineers, Contractors for the construction, maintenance, repair, decoration and alteration of Buildings of all kinds, Builders' Merchants, Proprietors, Hirers, Letters on Hire, Manufacturers, Repairers, Merchants and Factors of, Agents for and Dealers in Builders' and General Contractors' Plant, Machinery, Implements, Equipment and Appliances of all kinds, Merchants of and Dealers in Stone, Sand, Gravel, Bricks, Tiles, Slates, Lime, Cement, and General Building Materials and Requisites and Plastic and Plastic Substances, Materials and Goods of every description, Plumbers, Painters and Decorators, Timber Merchants and Sawmill Proprietors, Importers of and Dealers in Joinery, Hard and Soft Woods, Veneers, Mouldings and Building Woodwork of all kinds, Carpenters, Joiners, Turners, Coopers and Packing Case Makers, Cabinet Makers, Shop and Office Fitters, French Polishers, Electrical, Gas, Hot Water, Heating, Mechanical, Motor and General Engineers, Hardware Merchants and General Ironmongers, Garage and Petrol Filling Station Proprietors, Motor Dealers, Agents and Distributors, Cafe and Restaurant Proprietors, Caterers, Confectioners, Tobacconists and Newsagents, Travel Agents, Haulage Contractors, Undertakers, Insurance Agents, Property Owners, Repairers and Jobbers, Auctioneers, Valuers, Architects, Surveyors, House, Land and Estate Agents; to manufacture, buy,

sell, and deal in all plant, machinery, tools, implements, apparatus, articles and things of all kinds capable of being used in the foregoing businesses or any of them or which may be conveniently dealt with or are necessary with such businesses or are likely to be required by any of the customers of or persons having dealings with the Company.

- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest

in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants.
- (S) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (T) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (U) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- (V) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing
- (W) To procure the Company to be registered or recognised in any part of the world
- (X) 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 expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, 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 £200,000 divided into 200,000 shares of £1 each

* On 20th December 1994 the authorised share capital of the Company was increased from £200,000 to £1,200,000 by the creation of 1,000,000 12% Cumulative Redeemable Preference Shares of £1 each

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
W. Irwin, Newby Manor, Huby, Nr. Harrogate. Building Contractor.	One
C. Grove, 8 Wynmore Crescent, Bramhope, Nr. Leeds. Secretary.	One
TOTAL SHARES TAKEN.	Two

Dated this 16th day of March, 1970.

Witness to the above Signatures:-

Donald Kaberry,
Solicitor,
Leeds, 1.

THE COMPANIES ACTS 1948 to 1989



Director

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WILLIAM IRWIN & CO., LIMITED

(Amended by Special Resolution passed on
the 20th day of December 1994)

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 insofar 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 and 5 (but not Clause 1) in Part II of Table A shall also apply to the Company
3. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A) of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Director of the Vendor to the Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendor Company without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof

SHARE CAPITAL AND SHARES

- 4.* The share capital of the Company at the date of the adoption of this Article is £1,200,000 divided into 200,000 Ordinary Shares of £1 each and 1,000,000 12% Cumulative Redeemable Preference Shares of £1 each

* By Special Resolution passed on 20th December 1994 the authorised share capital was increased to £1,200,000

PREFERENCE SHARE RIGHTS

4A 12% Cumulative Redeemable Preference Shares

The 12% Cumulative Redeemable Preference Shares ("the Preference Shares") in the Company shall have the following rights attached to them:-

(1) Rights as to Profits, Assets and Voting and otherwise:

(i) As Regards Profits:

The Preference Shares shall entitle the holders thereof, *pari passu* with any further Preference Shares created to rank *pari passu* therewith as regards priority in respect of income, and in priority to any dividend or return of capital on any other class of shares, to a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 12 per cent per annum (net of the associated tax credit), such dividend to be payable by equal half-yearly instalments on 31st December and 30th June in each year in respect of the half-yearly periods ending on those respective dates the first such payment of dividend to be in respect of the period from the date of such issue up to and including 30th June 1995 and to be paid not earlier than 30th June 1995

(ii) As Regards Assets:

The Preference Shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital, *pari passu* with any further preference shares created to rank *pari passu* therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon and together also with a sum equal to any arrears or accruals of the fixed cumulative preferential dividend thereon calculated down to the date of repayment whether or not such dividend shall have been declared or earned.

(iii) As Regards Voting:

The Preference Shares shall not entitle the holders to receive notice of or be counted as part of the quorum of or to attend or vote at any General Meeting of the Company unless the business of the Meeting includes the consideration of a Resolution for the winding up of the Company or any Resolution directly or adversely modifying or abrogating any of the special rights or privileges attached to the Preference Shares in which case the holders thereof shall only be entitled to receive notice of or to be counted as part of the quorum of and to attend and vote at the relevant Meeting in respect of such Resolution or Resolutions and upon a show of hands every holder present in person shall be entitled to one vote and upon a poll be entitled to one vote for every share held by him

For the purposes of determining whether or not a Resolution directly or adversely modifies or abrogates any of the special rights or privileges attached to the Preference Shares the following shall be considered to be a modification or abrogation of the special rights or privileges attached to the Preference Shares:

- (a) the creation by the Company of any other class of shares giving the holders thereof a right preferential to the Preference Shares to dividend, return of capital or the application of surplus assets on a winding up;
 - (b) if the Company is put into receivership, liquidation (other than a liquidation in connection with the reconstruction or amalgamation of the Company) or an administrative receiver is appointed
 - (c) the sale of a major part of the trade undertaking or business of the Company
 - (d) if the Company ceases to trade
- (iv) Other Rights:

The Preference Shares shall not confer on the holders thereof any further rights to participate in the profits or assets (save surplus assets on a winding up as set out in sub-Article (2) of this Article below) of the Company or to vote

(2) Application of surplus assets on a winding up:

In the winding up of the Company the surplus assets shall be applied to the following purposes and in the following order of priority:-

FIRST to the repayment of capital paid up or credited as paid up on the Preference Shares (and in priority to any other preference shares created by the Company in respect of capital) together also with any arrears or accruals of fixed dividend in accordance with the rights of all such shares;

SECONDLY to the repayment of the capital paid up or credited as paid up on any other preference shares created by the Company in accordance with the rights attached to them;

THIRDLY to the repayment of the capital paid up or credited as paid up on the Ordinary Shares of £1 each; and

FOURTHLY any surplus assets shall be distributed to the holders of the Ordinary Shares of £1 each in proportion to the number of Ordinary Shares of £1 each held by them respectively

(3) Redemption of Preference Shares:

- (i) Subject to the provisions of Chapter VII of the Companies Act 1985 (as amended by the Companies Act 1989) the Preference Shares shall be redeemed at par without notice on 31st December 1999 or earlier on receipt of 3 months prior written notice of redemption given by the Company to the registered holder or holders and specifying the number of Preference Shares to be redeemed and the date of redemption (such date or dates to be called "the due redemption date"). Any number of notices of redemption may be served in respect of any number of Preference Shares in issue at the date of service of a notice of redemption. The redemption date specified in a notice of redemption served in respect of the whole of the Preference Shares in issue or the balance of such Shares shall be hereinafter called "the final due redemption date"
- (ii) On the due redemption date or the final due redemption date as the case may be the registered holder or holders of the Preference Shares shall be bound to deliver up to the Company the certificate or certificates thereof for cancellation and thereupon the Company shall pay to him or them the redemption moneys payable in respect of such Shares as provided by sub-paragraph (i) of this sub-Article (3)
- (iii) In the event of the Company determining to redeem some only of the Preference Shares issued those to be redeemed shall be a rateable proportion (as nearly as practicable without involving fractions of shares) of each holding of such Shares on the due redemption date
- (iv) All Preference Shares redeemed in accordance with the foregoing provisions of this sub-Article (3) shall rank for dividend down to the due date for redemption thereof or the final due redemption date as the case may be. All Preference Shares redeemed as aforesaid shall be cancelled but the Company shall after each due redemption date issue new share certificates to the holder or holders of the Preference Shares for the balance of Shares (if any) then held by him or them
- (v) The Preference Shares to be redeemed shall cease to rank for dividend after the due redemption date or the final due redemption date unless on the certificates for the Preference Shares being tendered to the Company it shall fail to effect such redemption
- (vi) No Preference Shares shall be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent permitted by the Companies Act 1985 (as amended)

5. Subject to the provisions of the Agreement referred to in Article 3 hereof, 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.

6. 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 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 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.

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

10. The following persons shall be the first Directors of the Company:

William Irwin,
Ernest Frank Barker,
Charles Grove and
Eric Moore.

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

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

WINDING UP.

13. 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.