

Number of }  
Company }

990861

1

## 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) of the Companies Act 1948*

Insert the  
Name of the  
Company.

VENORA

LIMITED

Presented by

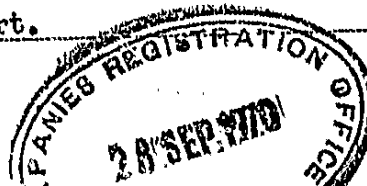
T.A. Prickett & Son

Solicitors, 75 Wellington Road South,

Stockport.

Presentor's Reference S/4441/PB

16 SEP 1969



Form No. 41  
(No filing fee payable)

I, Wilfrid Graham Hilton

of 75 Wellington Road South Stockport in the County of Chester

Do solemnly and sincerely declare that I am <sup>(a)</sup> A Solicitor of the

Supreme Court engaged in the formation

of Vencra

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 Stockport in the County of  
Chester

the 11th day of September

one thousand nine hundred and seventy

*W. G. Hilton*

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

Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Number of  
Company

990861

2

# STATEMENT OF THE NOMINAL CAPITAL

OF

VENCRA

LIMITED



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £400

Signature

W.S. Hill

Solicitor engaged in the formation of the Company

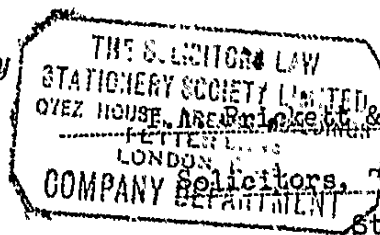
Description

Dated the 11th day of September 1970

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

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by



Presenter's Reference S/WNM/PB...

Stockport.

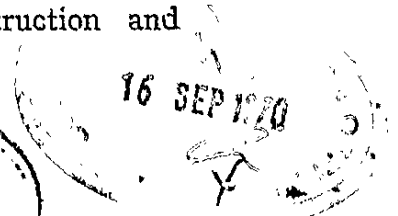
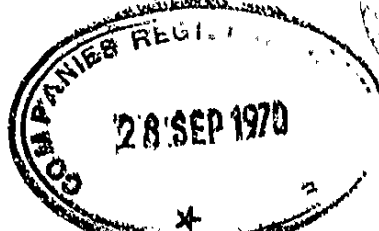
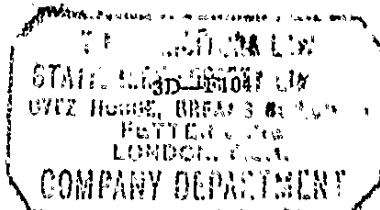
REGISTRATION Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED  
11-12 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;  
11 Hanover Street, W.1; 55-59 Newhall Street, Birmingham 2; 31 Charles Street, Cardiff CF1 4EA;  
28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew

COMPANY LIMITED BY SHARES.

**Memorandum of Association**  
OF  
**VENCRA LIMITED**

1. The name of the Company is " VENCRA LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
  - (A) To carry on business as installation, service and maintenance engineers and to undertake and contract for the installation, renewal, inspection, cleansing, servicing, maintenance and repair of all equipment and machinery, and as manufacturer, distributors, dealers, agents and technical representatives in any such plant, equipment, and machinery and any components, parts or accessories thereof, and to act as consultants and surveyors.
  - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
  - (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 roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.



- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) 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.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (r) 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.
- (s) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (t) 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.
- (u) 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.
- (v) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £400, divided into 400 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Arthur Ironsides 6 Lord Dewby Rd. Gee X Hyde C hesine Engineer / Dir.	ONE
Eric Stanley Hawley 9. Highfield Close. Davenport Stockport. Cheshire. Engineer / Director	ONE
Frederick Austin Shure 72 Longford Rd West North Reddish Stockport Engineer / Dir	ONE

Dated this 14<sup>th</sup> day of August, 1970.

Witness to the above Signatures—

W. H. R. H. H. H.  
 Managing Clerk,  
 T. H. H. H. H. H.  
 Solicitors  
 Stockport

*The Companies Acts, 1948 to 1967.*

COMPANY LIMITED BY SHARES.

**Articles of Association**  
**OF**  
**VENCRA LIMITED**

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II"), shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 79, 88, 96, 97 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2, 3 and 4 (but not regulation 5) of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

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

them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

#### LIEN.

6. In regulation 11 of Table A, Part I, the words " (not being a fully paid share) " and the words " (other than fully paid shares) " shall be omitted.

#### TRANSFER OF SHARES.

7. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

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

(A) A share shall not be transferred otherwise than as provided in paragraph (A) of this Article unless it first be offered to the members at a fair value to be fixed by the Company's Auditors. Any member desiring to sell a share (hereinafter referred to as a "retiring member") shall give notice thereof in writing to the Company (hereinafter referred to as a "sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the Directors' sanction. The Directors shall offer any share comprised in a sale notice to the existing members, and if within twenty-eight days after the sale notice has been given a purchasing member is found, such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the

retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to regulation 3 of Table A, Part II, sell such share to any person and at any price.

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

#### TRANSMISSION OF SHARES.

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

#### PROCEEDINGS AT GENERAL MEETINGS.

10. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

#### DIRECTORS.

11. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than ten. The following shall be the first Directors of the Company, that is to say—Arthur Frankish, Eric Stanley Hawley and Frederick Skuse.

12. The qualification of a Director shall be the holding of ten shares of the Company. A Director may act before acquiring his qualification.

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

#### BORROWING POWERS.

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

#### POWERS AND DUTIES OF DIRECTORS.

15. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

#### DISQUALIFICATION OF DIRECTORS.

16. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.

- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

17. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### ROTATION OF DIRECTORS.

18. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS.

19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

#### ACCOUNTS.

20. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

#### WINDING UP.

21. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

## INDEMNITY.

22. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

---

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
 

---

Arthur Ivor (Dick)  
 6 Lord Dunsley RD  
 Quee X Hyde Cheshire  
 Engineer / Dir.  
 Eric Stanley Stanley  
 9. Highfield Close, Davenport Stockport Cheshire  
 Engineer / Director  
 Frederick Arthur Shure  
 72 Longford Rd, West  
 North Reddish Stockport  
 Engineer Dir

Dated this 14<sup>th</sup> day of August, 1970.

Witness to the above Signatures—

W. A. McKean  
 Managing Clerk  
 T. A. Mitchell Esq.  
 Solicitors  
 Stockport



## CERTIFICATE OF INCORPORATION

No. 990861

I hereby certify that

**VENCRA 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 **5TH OCTOBER, 1970.**

  
( F. L. KNIGHT )

*Assistant Registrar of Companies*

99086' / 16 THE COMPANIES ACTS, 1948 TO 1967  
 \_\_\_\_\_  
 COPY

† SPECIAL **Resolution**  
 (pursuant to Section 141 ( ) of the Companies Act, 1948)‡

OF

V E N C R A

.....  
**LIMITED.**

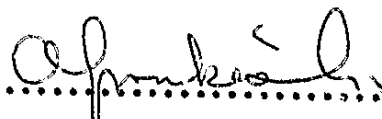
\_\_\_\_\_  
*Passed the* EIGHTEENTH *day of* FEBRUARY 19 76 .  
 \_\_\_\_\_

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at The Registered Office of the Company

on the EIGHTEENTH day of FEBRUARY 19 76 , the following  
 † SPECIAL Resolution was duly passed :—

\*

THAT THE NOMINAL SHARE CAPITAL OF THE COMPANY BE INCREASED, BY THE ADDITION OF £9,600 ORDINARY SHARES, TO £10,000.

.....  
  
DIRECTOR

(A. FRANKISH)

† Insert "Special" or "Extraordinary" as the case may be.

‡ 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.

\* This copy Resolution must be signed by the Chairman of the Meeting on the day of the Meeting.

No. OF COMPANY.....990861

[C.F. 10]

17  
**THE COMPANIES ACTS, 1948 TO 1967.**

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## Notice of Increase in Nominal Capital.

*Pursuant to Section 63*

NAME OF COMPANY ..... VENCRA .....  
..... LIMITED.

---

CAT. NO. C.F. 10.

JORDAN & SONS LIMITED

*Company Registration Agents, Printers & Publishers*

City Office: Wilco House, 82 City Road

LONDON, E.C.1

---

*Presented by*

BOARDMAN, WOOLRICH  
CHRONICLE BUILDINGS,  
14, CORPORATION STREET,  
MANCHESTER, M4 2DD

*Document Filer's Reference*

..... EE/MWR .....

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

VENCRA

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) SPECIAL Resolution of the Company dated the 18th day of FEBRUARY 1976, the nominal Capital of the Company has been increased by the addition thereto of the sum of £9,600. beyond the registered Capital of £400.

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal Amount of each Share
NINE THOUSAND, SIX HUNDRED	ORDINARY SHARES	OF £1. EACH.

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

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

(Signature) 

No. of Company: 990861

form No. C.A. 51

# THE COMPANIES ACTS 1948 TO 1967

(COPY)

## SPECIAL **resolution (1)**

pursuant to section 141 of the Companies Act 1948

of VENCRA LIMITED

Passed the 14th day of MARCH 1977 Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Wood Works, Station Road,

HAYFIELD, STOCKPORT, SK12 5ES  
on the fourteenth day of MARCH 1977

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

(2)

THAT reserves of the Company, amounting to £9,600, be capitalised by issue of 9600 ordinary shares of £1. each, to existing shareholders, in the proportion of their shareholdings, ranking pari passu in all respects with the existing shares of the company.

A. Frankish  
A. FRANKISH  
CHAIRMAN.



### 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.

Printed and Published by

VENCRA LIMITED

COMPANY NUMBER:

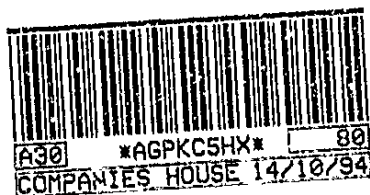
990861

At an Extraordinary General Meeting of the <sup>members</sup> ~~Board~~,  
held on the 26-9-94, at the Registered Office  
of the Company, the following resolution was passed  
as a Special Resolution:-

THAT "Regulations 127 130 and 134(c) of TABLE 'A' of  
the Articles of Association, shall not apply to  
the Company".

Signed.....*[Signature]*.....

Date.....26-9-94.....



Chartered Accountants

Priory House  
Ellesmere Avenue  
Marple  
Stockport  
SK6 7AN

Tel: 061-449 0346  
Fax: 061-449 7689

# BRIDGEHOUSE & CO

E. Bridgehouse F.C.A.

Audit Manager  
A. J. Figura S.A.T

The Board of Directors

\* Comp. No. 990861

Vencra Limited  
Unit B1, Adamson Industrial Estate  
Croft Street  
HYDE  
SK14 1EF

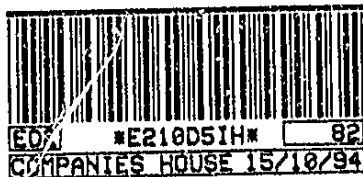
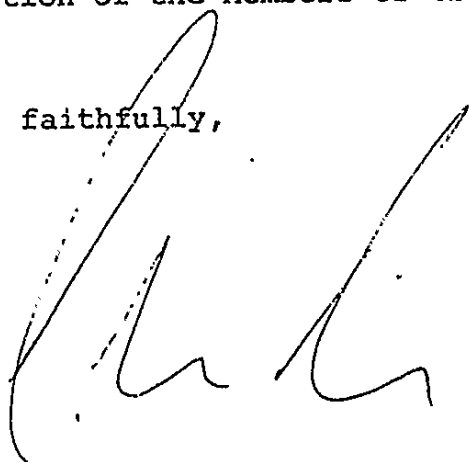
26th September, 1994

Dear Sirs,

We hereby resign as Auditors to the Company with effect from the date hereof.

In accordance with Section 394(1) of the Companies Act 1985, we hereby state that there are no circumstances connected with our resignation which we consider should be brought to the attention of the Members or Creditors of the Company.

Yours faithfully,



Registered to carry on audit work and authorised to carry on investment business by the  
Institute of Chartered Accountants in England & Wales