

No. of Company

1056582

Form No. 41  
(No registration  
fee payable)

# THE COMPANIES ACTS 1948 TO 1967

## Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company SPECIALIST BRAKE SALES Limited\*

I, ARTHUR RUSSELL PONSFORD  
of TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HT.

Do solemnly and sincerely declare that I am (~~not a Solicitor~~) a Solicitor of the  
Supreme Court engaged in the formation  
of SPECIALIST BRAKE SALES 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 41-44 Temple Chambers  
Temple Avenue & City  
London.

the 22 day of May  
one thousand nine hundred and twenty two  
before me.

A Commissioner for Oaths (see note (b) below)

(a) "a Solicitor of the Supreme Court" (or in Scotland "a Solicitor")  
"engaged in the formation", or "a person named in the articles of association as a  
director", or "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

\* Delete "Limited" if not applicable.



Presented by:

THE LONDON LAW AGENCY LIMITED,  
Temple Chambers, Temple Avenue,  
London, EC4Y 0HP.

Telephone 01 - 353 9471 (4 lines)

Presenter's reference:

Margin reserved for binding

No. of Company

1056582

# Statement of nominal capital

Made pursuant to Section 112 of the Stamp Act 1891



Name of Company ..... *SPECIALIST BRAKE SALES* ..... Limited

The nominal capital of the above company is £ *100* .....

For and on behalf of  
THE LONDON LAW AGENCY LTD.

Signature ..... *[Signature]* ..... Director

Description ..... *Agent for [illegible]* .....

Date ..... *1 MAY 1972* .....

## NOTES

The stamp duty on the nominal capital is 50p (10s.) for every £100 or fraction of £100 (Section 41, Finance Act 1933).

This statement is to be filed with the Memorandum of Association, or other document, when the company is registered.

Presented by:

*[Signature]*  
THE LONDON LAW AGENCY LIMITED  
TEMPLE CHAMBERS,  
TEMPLE AVENUE, LONDON, EC4Y 0HP.  
Telephone: 01-353 9471/4

Presenter's reference:

*RK/LIN/CAM*

Stamps  
LCS 80s

Ref 7879/4

720

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

MAY 22 1972

020.00

MEMORANDUM OF ASSOCIATION

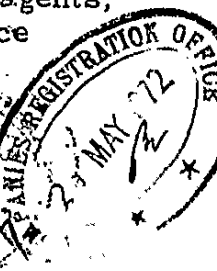
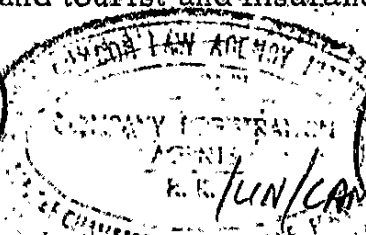
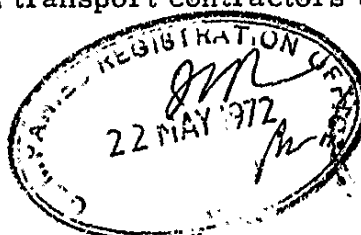
of

1056582

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SPECIALIST BRAKE SALES LIMITED

1. The name of the Company is "SPECIALIST BRAKE SALES 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 all or any of the businesses of distributors, manufacturers, importers and exporters, renovators, repairers, fitters and factors of, agents for, and dealers in brake components, motor accessories, and tyres, batteries, plant, machinery, engines, apparatus, implements, tools, body parts, spare parts, fittings, trimmings, furnishings, lubricants, and supplies of all kinds used or required in connection with or relating to motor cars, motor and other cycles and other vehicles and craft of every description, and of and in motor cars, motor cycles, vehicles, bicycles, wireless instruments, electric accessories and fittings, sports goods and all accessories, general merchants and traders, cash and credit traders, manufacturers' agents and representatives, commission agents, importers and exporters, buyers, sellers, distributors, shippers of, and dealers in all products, goods, wares, and merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers, garage proprietors and motor, mechanical, electrical, wireless and general engineers, metal workers, hotel and restaurant proprietors, caterers, tobacconists, confectioners, newsagents, haulage and transport contractors and tourist and insurance agents.



- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof.
- (C) To purchase or by any other means acquire any 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, 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.
- (D) To erect, 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.
- (E) To purchase or otherwise acquire, take over, and undertake the whole or any part of the business 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.

- (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, licences, trade marks, designs, protections, and concessions, 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 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.
- (H) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.
- (I) 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, 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.
- (J) 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.
- (K) 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.

- (L) 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 any 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.
- (M) To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) 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.
- (O) To subscribe for, 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.
- (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 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 dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

- (R) 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.
- (S) 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.
- (T) 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.
- (U) 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 other Securities of this Company.
- (V) To procure the Company to be registered or recognised in any part of the world.

- (W) 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 £100, divided into One Hundred 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	Number of Shares taken by each Subscriber
 GEORGE A. CORDEROY Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One
 ROY C. KEEN Temple Chambers, Temple Avenue, London, EC4Y 0HP. Company Director.	One

Dated the 1st day of May, 1972

Witness to the above Signatures:

  
NIGEL L. BLOOD  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

1056582

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*SPECIALIST BRAKE SALES  
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 referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77, and 79 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 hereby, the following shall be the Regulations of the Company.

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

SHARES.

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

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

GENERAL MEETINGS.

5. 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.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be more than seven but need not exceed one. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

7. The first Directors of the Company shall be DONALD ARTHUR WHYLES and ALAN WHYLES. They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

8. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company; and Clause 134 in Part I of Table A shall be modified accordingly.

9. 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.

10. 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.

11. A Director shall retire at the age of seventy and Section 185 of The Companies Act, 1948 shall apply.

## ALTERNATE DIRECTORS.

12. Any Director may appoint any person approved by the Board to be an Alternate Director and may at any time revoke any such appointment. An Alternate Director shall be entitled to receive notice of and to attend and vote at Meetings of Directors, but shall not be entitled to any remuneration from the Company. Any appointment or revocation made under this Article shall be in writing under the hand of the Director making the same.

## ACCOUNTS.

13. Clause 126 in Part I of Table A shall be read and construed subject to the provisions of Sections 16 to 22 of The Companies Act, 1967.

14. Clause 130 in Part I of Table A shall be read and construed subject to the provisions of Sections 13 and 14 of The Companies Act, 1967.

## TRANSFER OF SHARES.

15. (A) No Share shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

(B) The person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the Share to the Majority Shareholder or failing him to any Member of the Company at the price so fixed or, at the option of the purchaser, at the fair value to be fixed by the Auditor in accordance with Sub-Article (D) of this Article. The transfer notice may include two or more Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall within the period of twenty-eight days after being served with the transfer notice find the Majority Shareholder or failing him a Member willing to purchase the Share (hereinafter called "the purchaser") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the Share to the purchaser, who shall be bound to complete the purchase within fourteen days from the service of the last-mentioned notice.

(D) In case any difference arises between the proposing transferor and the purchaser as to the fair value of a Share the matter shall, on the application of either party, be referred to G. H. Camamile for his valuation but in the event of an agreement not being reached then the Auditor shall certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value and in so certifying the Auditor shall be considered to be acting

as an expert and not as an arbitrator; and accordingly The Arbitration Act 1950, shall not apply.

- (E) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the Share the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of the Share in favour of the purchaser, who shall thereupon be registered as the Holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.
- (F) If the Company shall not within the period of twenty-eight days after being served with the transfer notice find the Majority Shareholder or failing him a Member willing to purchase the Shares and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Sub-Article (I) hereof, to sell and transfer the Shares, or those not placed, to any person and at any price.
- (G) The Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company as aforesaid in the first place to the Majority Shareholder and any Shares not accepted by them or him within a period of fourteen days after such offer shall then be offered to the remaining Members as nearly as may be in proportion to the existing Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted will be deemed to be declined, and may notify to any Member that any Member who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have; and if all the Members do not claim their proportions the unclaimed Shares shall be used for satisfying the claims in excess. In each case the person to whom the offer is made shall have the option of buying at the price fixed in the transfer notice, or at his option, at the fair value to be fixed by the Auditor as aforesaid, such option to be declared in accepting the offer
- (H) Whenever any Member of the Company who is employed by the Company in any capacity is dismissed from such employment or ceases to be employed by the Company, the Directors may at any time within twenty-eight days after his dismissal or his ceasing to be employed resolve that such Member do retire,

and thereupon he shall be deemed to have served the Company with a transfer notice pursuant to Sub-Article (B) hereof, and to have specified therein the amount paid up on his Shares as the fair value. Notice of the passing of any such resolution shall be given to the Member affected thereby.

- (I) The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

#### SHARE CAPITAL

16. The Share Capital of the Company is £100 divided into One Hundred Shares of £1 each.

#### SECRETARY.

17. The first Secretary of the Company shall be PATRICK GEORGE NOEL ALLPORT.

#### HOLDING COMPANY.

18. Whenever and so long as the Company shall be a subsidiary of another company (in this Article referred to as "the Holding Company") the following provisions shall apply namely:-

- (a) If the Holding Company shall deliver to this Company a notice in writing purporting to be signed by the Chairman or Managing Director of the Holding Company and stating that any share of this Company is held by the registered holder thereof as the nominee of the Holding Company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the Holding Company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy; and
- (b) Subject to the provisions of the Act, a resolution in writing purporting to be signed on behalf of the Holding Company by its Chairman or Managing Director shall be as valid and effective as if it had been passed as an ordinary resolution at a general meeting of this Company duly convened and held.

- (c) The Holding Company shall be entitled to appoint the Directors of the Company. Any person so appointed shall be subject to the provisions of Clause 88 in Part I of Table A and may be removed from office by the Holding Company and another person may be appointed in his place. Every appointment or removal hereunder shall be by instrument in writing under the Common Seal of the Holding Company, and such instrument shall only take effect on the service thereon at the Registered Office of this Company. If and when the Holding Company shall cease to be entitled as aforesaid to appoint Directors of this Company, any Director appointed in pursuance of this Article and then holding office shall ipso facto vacate the same. Until the Holding Company shall cease to be entitled to appoint Directors pursuant to this Article the provisions of Clauses 89 to 97 in Part I of Table A as to the appointment, retirement and removal of Directors shall be in abeyance.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*G. A. Corderoy*

GEORGE A. CORDEROY  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.  
Company Director.

*Roy C. Keen*

ROY C. KEEN  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.  
Company Director.

---

Dated the 1st day of May, 1972

Witness to the above Signatures :-

*Nigel L. Blood*  
NIGEL L. BLOOD  
Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP.





## CERTIFICATE OF INCORPORATION

No. 1056582

I hereby certify that

**SPECIALIST PRAXE SALES 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 1st June 1972

(N. TAYLOR) Registrar of Companies

Number of Company: 1056582

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THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

(Copy)

ORDINARY RESOLUTION

of

SPECIALIST BRAKE SALES LIMITED

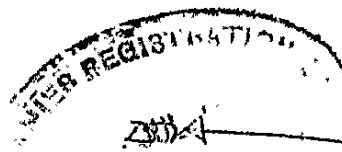
Passed the 14th day of June, 19 75

At an EXTRAORDINARY GENERAL MEETING of the Company,  
duly convened, and held on the 14th day of June, 1975,  
the following ORDINARY RESOLUTION was duly passed :-

That the Share Capital of the Company be increased  
from £ 100 to £ 10,000 by the  
creation of 9,900 new Shares of £1 each  
ranking in all respects pari passu with the 100  
existing Shares of £1 each in the Capital of the  
Company.



LIN/CAM



Chairman.

40

# THE COMPANIES ACTS 1948 TO 1967

## Notice ~~and statement~~ of increase in nominal capital

To the Registrar of Companies

Name of Company ..... *SPECIALIST BRAKE SALES* ..... Limited\*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ordinary/  
~~extraordinary/special~~\* resolution of the company dated the .... *14<sup>th</sup> JUNE 1975* ..  
the nominal capital of the company has been increased by the addition thereto of a sum of  
£ *9,900* ..... beyond the registered capital of £ *100* ..... The additional  
capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
<i>9,900</i>	<i>Ordinary</i>	<i>£1-00</i>

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:-  
(If any of the shares are preference shares state whether they are redeemable or not)

*To rank equally with the existing  
ordinary shares*

This notice is accompanied by\*

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. A letter stating that a claim for relief of companies capital duty has been or will  
be made pursuant to Section 55 of the Finance Act 1927.

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

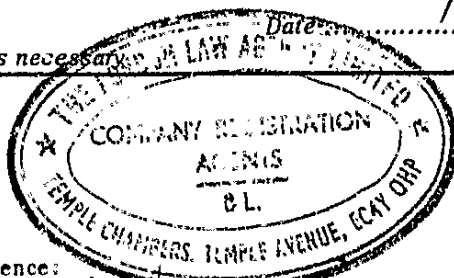
State whether Director or Secretary ..... *DIRECTOR* .....

Date ..... *18<sup>th</sup> June 1975* .....

\* Delete as necessary

Presented by:

Presenter's reference:



*LIN/CAM*

Form No. 10A  
(See notes overleaf)

# G

COMPANIES FORM No. 225(1)

# 225(1)

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

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


1056582

Name of company

\*Insert full name of company

\* SPECIALIST BRAKE SALES 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 1 2

†Delete as appropriate

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 8 7

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 SPECIALIST BRAKE SERVICES LIMITED

\_\_\_\_\_, company number 912145

the accounting reference date of which is 31st December, 1987

Signed *CP Hill* [Director] [Secretary]† Date 22-9-87

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

For official use  
General Section

Post room

COMM. SEC. 1987
1056582
M 05 59

**PANNELL  
KERR  
FORSTER.**  
CHARTERED ACCOUNTANTS

1056582

The Company Secretary  
Specialist Brake Services Limited, and  
Specialist Brake Sales Limited  
Unit 6  
Newark Road Industrial Estate  
LINCOLN LN5 8RE

Wigford House  
Brayford Wharf East  
Lincoln LN5 7AY  
Telephone 0522-31441/2

24 August 1987  
PGNA/MEG/C

Dear Sir

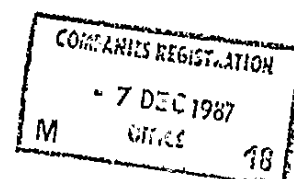
In accordance with Section 390 of the Companies Act 1985, we write to notify you of our formal resignation as auditors of your Companies.

In accordance with Section 390(2) of the 1985 Act we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of either of the Companies.

We confirm that we have no claims outstanding against either of the Companies for compensation for loss of office, professional fees or otherwise, with the exception of our fees in respect of the audit for the year ended 31 May 1987 as provided for in those accounts.

Yours faithfully

Lawrence



**G**

COMPANIES FORM No. 353

**353**

**Notice of place where register of members is kept or of any change in that place**

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

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

\* insert full name of company

† delete as appropriate

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

1056582

Name of company

\* SPECIALIST BRAKES SALES LIMITED

gives notice that the register of members is [now]† kept at:

SILVERTOWN HOUSE,	
VINCENT SQUARE,	
LONDON SW1P 2PL	Postcode

Signed

*[Signature]*  
BY SECRETARY

[Director][Secretary]† Date

15/9/87

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

For official Use  
General Section

Post room

*David P. Smith*

THE COMPANIES ACT 1985  
-----  
COMPANY LIMITED BY SHARES  
-----

ARTICLES OF ASSOCIATION  
OF  
SPECIALIST BRAKE SALES  
LIMITED  
-----

(Adopted 21st day of December 1987)

PRELIMINARY

1. The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ('Table A') shall apply to the Company save in so far as they are excluded or varied hereby, that is to say regulations 46, 47, 64, 73 to 75 inclusive and 80 of Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the following shall be the articles of association of the Company. No form of Table A contained in any earlier enactment shall apply to the Company. Any words or expressions defined in the Companies Act 1985 ('the Act') or in Table A shall (if not inconsistent with the subject or context) bear the same meanings in these articles.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. (a) Subject to Sub-Article (b) hereof all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(b) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of adoption of these Articles and that this authority shall expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the company in general meeting.

(c) The directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted on or before the expiry of such authority.

COMPANIES REGISTRATION  
10 FEB 1988  
OFFICE 85

16. In accordance with Section 91 of the Act, section 89(1) and section 91(1)-(4) of the Act shall not apply to any allotment of equity securities issued or transferred in Section 94 of the Act by the Company.

#### TRANSFER OF SHARES

4. The directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share, and regulation 24 of Table A shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

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

#### DIRECTORS

6. Unless and until otherwise determined by ordinary resolution the number of directors shall not be more than twenty but need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by the articles of association of the Company, and regulation 89 Table A shall be modified accordingly.

7. A director appointed to fill a casual vacancy or as an addition to the board shall not retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A shall be deleted.

8. A director shall not be required to retire by rotation and regulations 76, 77 and 78 of Table A shall be modified accordingly.

9. If and for so long as a majority of the equity share capital for the time being of the Company is beneficially owned by another body corporate the directors of the Company or any of them may be appointed and removed by written notice served on the Company by the beneficial owner for the time being of such amount of the equity share capital of the Company.

10. If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a board meeting of the directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director.

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



10. The note shall be counted, and regulation 94 of Table A shall be modified accordingly.

11. In regulation 95 of Table A the following words 'either signed or approved by letter, telefacsimile transmission telex or telegram' shall be substituted for the word 'signed' where this first appears in the regulation, and all other references in the regulation to a resolution in writing being signed shall be construed accordingly.

#### INDEMNITY

12. Subject to the provisions of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Company No. 1056582

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

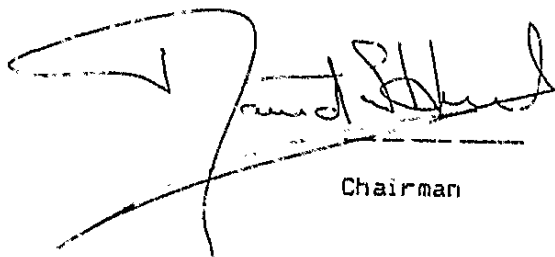
of Specialist Brake Sales Limited

passed 19th May 1989

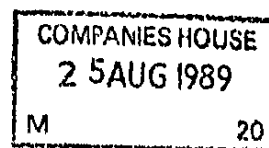
At an Annual General Meeting of the members of the above named company duly convened and held at Silvertown House, Vincent Square, London SW1P 2FL on 19th May 1989, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

THAT in accordance with the provisions of Section 352 of the Companies Act 1985, the Company being a dormant company within the meaning of the said section, Section 384(1) of the Companies Act 1985 shall not apply and accordingly no auditors shall be appointed.



Chairman



1056582  
Company No. 1008583

THE COMPANIES ACT 1985

SPECIALIST BRAKE SALES LIMITED

ELECTIVE RESOLUTIONS

pursuant to Section 379A Companies Act 1985

At a general meeting of the members of the above-named company, duly convened and held at Silvertown House, Vincent Square, London on 19 August 1991, the following ELECTIVE RESOLUTIONS were passed:

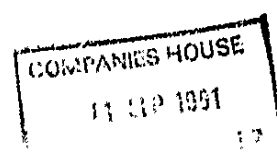
ELECTIVE RESOLUTIONS

THAT pursuant to s. 252 Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.

THAT pursuant to s. 366a Companies Act 1985 the Company hereby elects to dispenses with the holding of Annual General Meetings in 1992 and subsequent years until this election is revoked.



Chairman



# COMPANIES HOUSE

If you need to contact us regarding  
this notice, please quote reference

THE DIRECTORS  
SPECIALIST BRAKE SALES LIMITED  
SILVERTOWN HOUSE  
VINCENT SQUARE  
LONDON  
SW1P 2PQ

DEF6/ 01056582

Date: 1 OCTOBER 1994

## COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE  
that, unless cause is shown to the contrary,  
at the expiration of 3 months from the  
above date the name of

SPECIALIST BRAKE SALES LIMITED

will be struck off the register and  
the company will be dissolved.

COMPANIES HOUSE  
CARDIFF  
CF4 3UZ  
Tel: Cardiff (0222) 380032  
Fax 0222 380900  
D. 30350

### FILE COPY



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HD602

# DISSOLVED

01056582      SPECIALIST BRAKE SALES LIMITED

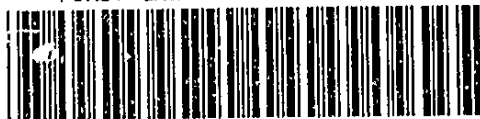
This Company was struck off the Register under Section  
652(5) of the Companies Act 1985 on 24 JANUARY 1995  
and dissolved by notice in the London Gazette dated 31 JANUARY 1995

*E L Beal*

**E L BEAL (Mrs)**

*for Registrar*

DEF 1 SENT	00/00/00
DEF 2 SENT	00/00/00
DEF 3 SENT	00/00/00
FIRST GAZ	11/10/94



\*010565824\*



C209 / 747 / 97

**IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT**

No:4491 of 1997

1056582

**Mr Registrar Buckley**

**In the Matter of Specialist Brake Sales Limited  
and  
In the Matter of the Companies Act 1985**

**UPON THE APPLICATION** by Originating Summons dated the 9th September 1997 of the above named Specialist Brake Sales Limited (hereinafter called the Company) and of BTR Secretaries Limited a member of the Company

**AND UPON HEARING** Counsel for the Applicants and the Solicitor for the Registrar of Companies (the Respondent)

**AND UPON READING THE EVIDENCE**

**AND IT APPEARING** from the Evidence that there is no objection on behalf of Her Majesty to the relief sought by the Originating Summons

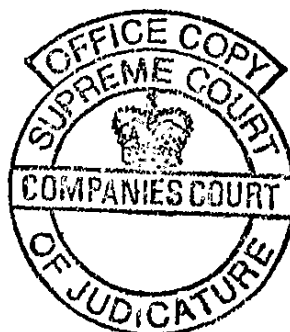
**IT IS ORDERED THAT :**

- 1) the name of Specialist Brake Sales Limited be restored to the Register of Companies
- 2) an Office Copy of this Order be delivered to the Registrar of Companies and pursuant to the Companies Act 1985 the Company is thereupon deemed to have continued as if its name had not been struck off
- 3) the Registrar of Companies do advertise notice of this Order in his official name in the London Gazette

Dated: 24th October 1997

To: Simmons & Simmons  
21 Wilson street  
London EC2M 2TX

Ref: 5Q81206/PME/PJL



6249/747/97

1056582



RETURNED TO THE REGISTER

Order delivered for  
registration ..... 6/11/97

Notice published in  
the London Gazette of ..... 5/12/97