

Number of
Company

1181950 /

THE COMPANIES ACT, 1948

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

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

THERMAX

LIMITED

Presented by

J. R. BETTINSON, ESQ.,

MESSRS. BETTINSONS,

83/85 NEWHALL STREET,
BIRMINGHAM, B3 1LP.

Form No. 41
(The filing fee is 5s.)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, JOHN RICHARD BETTINSON

of 83 Newhall Street, Birmingham, B3 1L9,

(a) 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".

Do solemnly and sincerely declare that I am ("a Solicitor of

the Supreme Court engaged in the formation

of Thermax

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 BIRMINGHAM

the 30th day of July

one thousand nine hundred and ~~sixty~~
seventy four

Before me,

J.R. Bettinson

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

COMPANY LIMITED BY SHARES

1181950

MEMORANDUM OF ASSOCIATION

of

THERMAX LIMITED

1. The name of the Company is Thermax Limited. ✓
2. The Registered office of the Company will be situate in England. ✓
3. The objects for which the Company is established are:-
 - (A) (i) To carry on the business of manufacturers, processors, sellers, buyers and dealers in glass, glass products, and other goods of all kinds.
 - (ii) To carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable, any of the property or rights of the Company.
- (B) To subscribe for, conditionally or unconditionally, to underwrite issue on commission or otherwise, take, hold, deal in, and convert stocks shares, and securities of all kinds, and to enter into partnership, or into any arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any person, partnership, or company, and to promote, and aid in promoting, constitute, form or organise any company, syndicate or partnership, of any kind for the purpose of acquiring and undertaking any property, and liabilities of this company, or of advancing, directly or indirectly, the objects thereof, or for any other purpose which the Company may think expedient.
- (C) To purchase or otherwise acquire, and to sell exchange surrender, lease, mortgage, charge, convert, turn to account, dispose of, and deal with property and rights of all kinds, and in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges, and choses in action of all kinds.

- (D) To guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business.
- (E) To transact all kinds of agency business.
- (F) To purchase or otherwise acquire any business or businesses which the Company is authorised to carry on together with goodwill, premises, stock-in-trade, book debts and other assets and whether as a going concern or otherwise and whether subject or not to any liabilities affecting the same.
- (G) To sell, exchange, let on lease or on hire or otherwise dispose of or grant any licence or privilege in respect of all or any part of the undertaking of the Company as a going concern or otherwise and any property and assets of the Company on such terms and subject or not to any restrictions and conditions and for any consideration whether payable in cash or wholly or in part by fully or partly paid shares, stock debentures or debenture stock or other securities or obligations of any other Company or otherwise.
- (H) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking of all or any of the assets of the Company including its uncalled capital and generally on such terms and conditions as to redemption or otherwise as the Company may deem fitting.
- (I) To draw, accept, endorse, make, discount and, negotiate, bills of exchange, cheques, promissory notes, bills of lading, debentures, warrants and every description of transferable or negotiable instrument.
- (J) To pay for any property acquired by or services rendered to the Company in cash or by the issue either as fully or partly paid up of shares (whether with preferential, ordinary or deferred rights or otherwise), stock, debentures, or debenture stock, of the Company or by means of such other consideration as the Company may deem fit.
- (K) To invest or otherwise apply any moneys of the Company in such manner as may be thought desirable and to change any investments.
- (L) To lend money or give credit to any persons, firms, companies, or corporations, including customers and others and to enter into and give guarantees for the due performance by any persons, firms, companies or corporations of his or their obligations and in either case with or without security.

- (M) To apply for or promote any Act of the Imperial Parliament or any Charter, provisional order or licence or other privilege of or from the Imperial Government or any department thereof or any local authority or the legislature government or other authority of any British Dominion, Colony or dependency or any foreign country or to oppose any act, charter, order or proceeding which the Company may deem prejudicial to its interests
- (N) To subscribe for, underwrite, purchase, take and hold any shares, stocks, debentures, debenture stock or other securities of and in any Company or Corporation having objects similar or ancillary to the objects of the Company or to promote, float or finance any such company or corporation or to join with others in so doing.
- (O) To apply for or accept from any Government or authority or corporation any contract, right, concession, charter or privilege and to work and develop the same and to agree to any modifications thereof from time to time.
- (P) To act as or to employ agents, trustees or brokers,
- (Q) To distribute among the members of the Company any of the assets of the Company or anyshares, stocks or securities or property of which the Company shall have power to dispose.
- (R) To pay any person or company for services rendered in disposing of any shares, stocks or debentures, to pay any expenses incurred in or incidental to the promotion formation or incorporation of the Company and to procure the Company to be registered or recognised in any other Country or place either within the British Empire or elsewhere.
- (S) To make donations to such persons and to subscribe to and support all kinds of associations which the Directors may decide to be calculated to benefit past, present or future employees of the Company (including any Director holding a salaried employment or office in the Company) or their dependents or connections; and to provide pensions and sick benefits and allowances for past and present employees of the Company (including any such Directors aforesaid) and their dependents or connections and to do all things mentioned in the proviso to the Companies Act 1948 Section 54 Sub-Section 1.
- (T) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-directors of the Company or their Dependents or connections.
- (U) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.
- (V) The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by

reference to or inference from the terms of any other paragraph.

4. The liability of the Members is limited. ✓

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

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

Names, addresses and descriptions of subscribers	Number of shares taken by each subscriber
John Richard Beltrism 83 Newhall Street Birmingham Solihull	One
Gordon Edward William Slater The Chase, Malthouse Lane, Church Leech, Evesham, Worcs. Manager	One ✓

DATED this 29th day of July 1974

WITNESS to the above signatures:-

G. I. McKenzie
29 Richmond Hill Road,
Edgbaston,
Birmingham
Student ✓

COMPANY LIMITED BY SHARES

1181950 / 4

ARTICLES OF ASSOCIATION

of

THERMAX LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (including those regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz:-
Clause 24, 53, 75, 79, 84(2), 84(4), 89, 90, 91, 92 of Part I thereof and Clauses 3 and 6 of Part II thereof.
2. The Company is a private Company within the meaning of Section 28 of the Act.
3. Subject to the provisions of the next succeeding Article as regards new shares created on an increase of Capital, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company
4. Subject to any direction to the contrary that may be given by the Company in general meeting, all shares (other than the shares in the original capital of the Company) which it is determined to issue shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

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

6. The lien conferred by Clause II of Part I of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or shall be one of several joint holders. Clause II of Part I of Table A shall be varied accordingly.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES

7. 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) to any person who is not already a member of the Company.

DEMAND FOR A POLL

8. Anyone member present in person or by proxy at a General Meeting may demand a poll.

DIRECTORS

9. The number of Directors of the Company shall not be more than ten and the first Directors of the Company shall be nominated by the subscribers to these Articles of Association.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

11. 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 any third party.

12. A Director notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

13. A Director may hold any other office or place of profit in the Company except that of Auditor and, in the case of a sole Director, that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84(3) of Part I of Table A.

VOTES

14. A Corporation represented at a meeting by proxy under regulation 68 of Part I of Table A or by a representative

under regulation 74 of Part I of Table A shall be deemed to be personally present.

SECRETARY

15. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the Company and the provisions of Clause 110 and 111 of Part I of Table A shall apply to every such appointment

DEPARTMENTAL DIRECTORS

16. The Directors shall have power to designate an employee of the Company as a Departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title and for such period at such remuneration with such powers and discretions and in all respects on such terms and subject to such limitations as they may think fit and no such employee shall by reason only of such designation be constituted or occupy the position of a Director of the Company or be entitled to exercise the functions thereof

ALTERNATE DIRECTORS

17. (a)

Any Director shall have power to nominate any person to act or attend as his alternate and at his discretion to remove such alternate Director by notice in writing to the Company; and on such appointment being made the alternate Director shall (except as regards share qualification (if any) and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and each alternate director while acting in the place of an absent Director shall enjoy all the rights and exercise all the duties of the Director he represents. Notwithstanding the foregoing, the Directors may resolve at any time that any person who is thereafter proposed to be appointed as an alternate shall be a person approved of by a majority of the Directors.

(b) The alternate Director so appointed may be a person who is already a Director in his own right, in which case he shall have a separate vote on behalf of the Director he represents in addition to his own vote.

(c) Any instrument appointing an alternate Director shall be delivered to and retained by the Company and shall as nearly as circumstances will admit be in the form or to the effect as follows:-

"I
"a Director of
"Limited in
pursuance of the power in that behalf contained
"in the Articles of Association of the Company
hereby nominate "
"of
"to act as alternate Director in my place and to
exercise and "discharge all my duties as a Director
of the Company.

SIGNED this

19. "

(d) If the Director making any such appointment as aforesaid shall cease to be a director (otherwise than by retiring at and being re-elected at one and the same meeting) the person appointed by him shall thereupon cease to have any power of authority to act as an alternate Director.

Names Addresses and Descriptions of Subscribers

John Richard Belinson
83 Newhall Street
Birmingham
Solicitor

Jordan Edward William Slater,
The Chase,
Malthouse Lane,
Church Leuch,
Evesham,

Manager.

Notes.

DATED this

29th

day of

July

1974

WITNESS to the above Signatures:

G.C. I. Murrells
79 Richmond Hill Road
Edgbaston
Birmingham
Student



CERTIFICATE OF INCORPORATION

No. 1181950

I hereby certify that

THERMAX 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 27TH AUGUST 1974

A handwritten signature in cursive script, appearing to read 'N. Taylor'.

N. TAYLOR

Assistant Registrar of Companies

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1181950/8

THERMAX LTD.

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ORDINARY RESOLUTION

MINUTES of an Extraordinary General Meeting of the Members of Thormax Limited
held at *Barnwell* on the *27th* day of *November* 1974.
Castle
Co Durham

Present: G.E.W. Slater.
J.R. Bottinson.

IT WAS RESOLVED that all Members entitled to vote be^{ing} present the requirement of notice contained in Section 133 of the Companies Act be waived.

IT WAS RESOLVED that the authorised share capital of the Company be increased from £1,000 divided into 1,000 ordinary shares of £1 each to £10,000 divided into 10,000 shares of £1 each by the creation of 9,000 new shares of £1 each ranking pari passu with the existing shares of the Company.

Certified to be a true copy of the Minutes of
the above Meeting

...*G.W. Slater*.....

G.W. Slater

59

COMPANIES ACT 1947
2. 1. 1974
11 11

No. of Company 1181950

THE COMPANIES ACTS 1948 to 1967

Notice ~~and Statement~~ of Increase in Nominal Capital

TO THE REGISTRAR OF COMPANIES

THERMAX

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a^t ordinary Resolution of the Company dated the 27th day of November 1974 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 9,000 beyond the registered capital of £ 1,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
9,000	ordinary	£1

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

pari passu with existing ordinary shares

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

Signature *J. Slater*

State whether Director or Secretary *Director*

Dated the 27th day of November 1974

Presented by

Presentor's Reference MJH

Bettinsons,

83 & 85 Newhall Street,

Birmingham B3 1LP

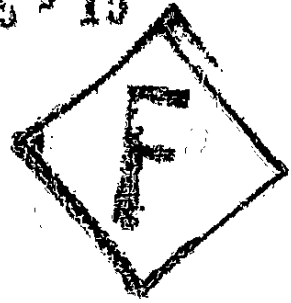


No 1181950

No 11 Sec 4 (1972)

99 * 10

The Companies Acts



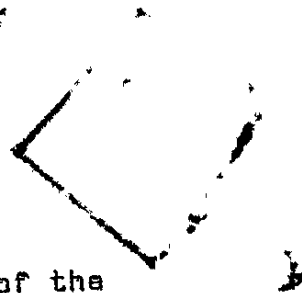
THERMAX
LIMITED

A Company Limited by Shares

**MEMORANDUM and
ARTICLES of
ASSOCIATION**

Incorporated 27th August 1974





I hereby certify this to be a true copy of the
Memorandum and Articles of Association of Thermax
Limited as at *Twenty - third* day of *January*
One thousand nine hundred and seventy five.

.....*J. Slater*.....
Director

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THERMAX LIMITED

1. The name of the Company is Thermax Limited.
2. The Registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To carry on the business of manufacturers, processors, sellers, buyers and dealers in glass, glass products, and other goods of all kinds.
 - (ii) To carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable, any of the property or rights of the Company.
 - (B) To subscribe for, conditionally or unconditionally, to underwrite issue on commission or otherwise, take, hold, deal in, and convert stocks shares, and securities of all kinds, and to enter into partnership, or into any arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any person, partnership, or company, and to promote, and aid in promoting, constitute, form or organise any company, syndicate or partnership, of any kind for the purpose of acquiring and undertaking any property, and liabilities of this company, or of advancing, directly or indirectly, the objects thereof, or for any other purpose which the Company may think expedient.
 - (C) To purchase or otherwise acquire, and to sell exchange surrender, lease, mortgage, charge, convert, turn to account, dispose of, and deal with property and rights of all kinds, and in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges, and choses in action of all kinds.



- (D) To guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business.
- (E) To transact all kinds of agency business.
- (F) To purchase or otherwise acquire any business or businesses which the Company is authorised to carry on together with goodwill, premises, stock-in-trade, book debts and other assets and whether as a going concern or otherwise and whether subject or not to any liabilities affecting the same.
- (G) To sell, exchange, let on lease or on hire or otherwise dispose of or grant any licence or privilege in respect of all or any part of the undertaking of the Company as a going concern or otherwise and any property and assets of the Company on such terms and subject or not to any restrictions and conditions and for any consideration whether payable in cash or wholly or in part by fully or partly paid shares, stock debentures or debenture stock or other securities or obligations of any other Company or otherwise.
- (H) To borrow or raise money in any currency and to give security for the repayment thereof by the issue of debentures, debenture stock, mortgages, bonds or other instruments with or without a floating or fixed charge on the undertaking of all or any of the assets of the Company including its uncalled capital and generally on such terms and conditions as to redemption or otherwise as the Company may deem fitting.
- (I) To draw, accept, endorse, make, discount and, negotiate, bills of exchange, cheques, promissory notes, bills of lading, debentures, warrants and every description of transferable or negotiable instrument.
- (J) To pay for any property acquired by or services rendered to the Company in cash or by the issue either as fully or partly paid up of shares (whether with preferential, ordinary or deferred rights or otherwise), stock, debentures, or debenture stock, of the Company or by means of such other consideration as the Company may deem fit.
- (K) To invest or otherwise apply any moneys of the Company in such manner as may be thought desirable and to change any investments.
- (L) To lend money or give credit to any persons, firms, companies, or corporations, including customers and others and to enter into and give guarantees for the due performance by any persons, firms companies or corporations of his or their obligations and in either case with or without security.

- (M) To apply for or promote any Act of the Imperial Parliament or any Charter, provisional order or licence or other privilege of or from the Imperial Government or any department thereof or any local authority or the legislature government or other authority of any British Dominion, Colony or dependency or any foreign country or to oppose any act, charter, order or proceeding which the Company may deem prejudicial to its interests
- (N) To subscribe for, underwrite, purchase, take and hold any shares, stocks, debentures, debenture stock or other securities of and in any Company or Corporation having objects similar or ancillary to the objects of the Company or to promote, float or finance any such company or corporation or to join with others in so doing.
- (O) To apply for or accept from any Government or authority or corporation any contract, right, concession, charter or privilege and to work and develop the same and to agree to any modifications thereof from time to time.
- (P) To act as or to employ agents, trustees or brokers,
- (Q) To distribute among the members of the Company any of the assets of the Company or any shares, stocks or securities or property of which the Company shall have power to dispose.
- (R) To pay any person or company for services rendered in disposing of any shares, stocks or debentures, to pay any expenses incurred in or incidental to the promotion formation or incorporation of the Company and to procure the Company to be registered or recognised in any other Country or place either within the British Empire or elsewhere.
- (S) To make donations to such persons and to subscribe to and support all kinds of associations which the Directors may decide to be calculated to benefit past, present or future employees of the Company (including any Director holding a salaried employment or office in the Company) or their dependents or connections; and to provide pensions and sick benefits and allowances for past and present employees of the Company (including any such Directors aforesaid) and their dependents or connections and to do all things mentioned in the proviso to the Companies Act 1948 Section 54 Sub-Section 1.
- (T) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to, or for the benefit of Directors and ex-directors of the Company or their Dependents or connections.
- (U) To do all such things as may be incidental or conducive to the attainment of the above objects or any of them.
- (V) The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by

reference to or inference from the terms of any other paragraph.

4. The liability of the Members is limited,

5. The share capital of the Company is £10000, dividend into 10000 Ordinary shares of £1. each

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

Names, addresses and descriptions of subscribers	Number of shares taken by each subscriber
John Richard Bettinson 83 Newhall Street Birmingham Solicitor	One
Gordon Edward William Slater The Chase, Malthouse Lane, Church Lench Evesham, Worcs. Manager.	One

DATED this 29th day of July

1974

WITNESS to the above signatures:-

J.C.I. McKenzie,
29 Richmond Hill Road,
Edgbaston,
Birmingham,
Student.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THERMAX LIMITED

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (including those regulations contained in Part I thereof as under the provisions of the said Part II are applicable to a Private Company) shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz:-
Clause 24, 53, 75, 79, 84(2), 84(4), 89, 90, 91, 92 of Part I thereof and Clauses 3 and 6 of Part II thereof.
2. The Company is a private Company within the meaning of Section 28 of the Act.
3. Subject to the provisions of the next succeeding Article as regards new shares created on an increase of Capital, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and at such times as they may think most beneficial to the Company.
4. Subject to any direction to the contrary that may be given by the Company in general meeting, all shares (other than the shares in the original capital of the Company) which it is determined to issue shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.
- 5.

5. The original share capital of the Company is £1000 divided into 1000 Ordinary shares of £1 each.

6. The lien conferred by Clause II of Part I of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or shall be one of several joint holders. Clause II of Part I of Table A shall be varied accordingly.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES

7. 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) to any person who is not already a member of the Company.

DEMAND FOR A POLL

8. Anyone member present in person or by proxy at a General Meeting may demand a poll.

DIRECTORS

9. The number of Directors of the Company shall not be more than ten and the first Directors of the Company shall be nominated by the subscribers to these Articles of Association.

10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.

11. 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 any third party.

12. A Director notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered.

13. A Director may hold any other office or place of profit in the Company except that of Auditor and, in the case of a sole Director, that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84(3) of Part I of Table A.

VOTES

14. A Corporation represented at a meeting by proxy under regulation 68 of Part I of Table A or by a representative

under regulation 74 of Part I of Table A shall be deemed to be personally present,

SECRETARY

15. The Directors shall comply with Section 177 of the Act, and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the Company and the provisions of Clause 110 and 111 of Part I of Table A shall apply to every such appointment

DEPARTMENTAL DIRECTORS

16. The Directors shall have power to designate an employee of the Company as a Departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title and for such period at such remuneration with such powers and discretions and in all respects on such terms and subject to such limitations as they may think fit and no such employee shall by reason only of such designation be constituted or occupy the position of a Director of the Company or be entitled to exercise the functions thereof

ALTERNATE DIRECTORS

17. (a)

Any Director shall have power to nominate any person to act or attend as his alternate and at his discretion to remove such alternate Director by notice in writing to the Company; and on such appointment being made the alternate Director shall (except as regards share qualification (if any) and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and each alternate director while acting in the place of an absent Director shall enjoy all the rights and exercise all the duties of the Director he represents. Notwithstanding the foregoing, the Directors may resolve at any time that any person who is thereafter proposed to be appointed as an alternate shall be a person approved of by a majority of the Directors.

Names Addresses and Descriptions of Subscribers

John Richard Bettinson .

83 Newhall Street,

Birmingham

Solicitor

Gordon Edward William Slater,

The Chase,

Malthouse Lane,

Church Lench,

Evesham,

Worcs.

Manager

DATED this 29th day of July 1974

WITNESS to the above Signatures:

J.C.I. McKenzie,

29 Richmond Hill Road,

Edgbaston,

Birmingham,

Student.

No. of Company 1181950

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THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name
of Company;
delete "Limited"
if not applicable

Thermax Limited

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a[†] Special Resolution of the Company dated the
26th day of January 19 79 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 390,000
beyond the registered capital of £ 10,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
390,000	Ordinary	£1

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

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Ranking pari-passu in all respects
with the existing Ordinary Shares.

Signature



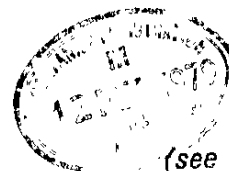
State whether Director | Secretary
or Secretary |

Dated the 9th day of February 1979

Presented by

R. Marshall

Presenter's Reference



(see notes overleaf)

Number of } 1181950 } 18
Company }

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

THERMAX LIMITED

Passed 26th January, 1979.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at
. Greenfield Industrial Estate, Tindale Crescent
. Bishop Auckland
on the 26th day of January, 1979, the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the Authorised share Capital of the Company be increased to £400,000 by the creation of 390,000 additional Ordinary Shares of £1 each to rank pari-passu in all respects with the existing Ordinary Shares.

Signature

R. V. Hall

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

Secretary

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

No. of Company 1181950

Form No. 10/1971

THE COMPANIES ACTS 1948 to 1967

Notice and Statement of Increase in Nominal Capital

*DELETE "and Statement" in cases where a SEPARATE statement is necessary; see overleaf for notes.

To THE REGISTRAR OF COMPANIES

Insert name of Company.

THERMAX

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a Special Resolution of the Company dated the 3rd day of May 19 79 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 350,000.00 beyond the registered capital of £ 400,000.00.

†State whether Ordinary or Extraordinary or Special Resolution.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
350,000	8% cumulative, convertible, redeemable preference shares	£1.00.

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 new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

Shares are cumulative and preference extends to both dividend and winding up.

Redeemable on 22nd June 1983.

Convertible (at registered holders option) in default and on sale or proposed sale of ordinary shares and all or part of undertaking of Company.

Signature *P. Marshall*

State whether Director or Secretary) *Director*

Dated the 3rd day of May 19 79.

Presented by

Presentor's Reference. MJH

Bettinsons

83/85 Newhall Street,

Birmingham B3 1LP



Company Number 1181950.

128

18/5

THERMAX LIMITED

Special Resolution passed at a meeting of the Company held at Greenfields Industrial Estate, Tindale Crescent, Bishop Auckland, County Durham on the third day of May 1979.

- (a) The authorised share capital of the Company be increased by £350,000 to £750,000 by the creation of 350,000 Cumulative Redeemable Preference Shares of £1 each ranking and having rights and being subject to the restrictions as set forth in the New Articles of Association referred to in (b) below
- (b) The regulations contained in the documents marked 'New Articles of Thermax Limited' and for the purpose of identification signed by the Chairman hereof be and the same are hereby adopted as Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association and all regulations incorporated therein

We certify this to be a true copy of the Special Resolution passed at the meeting referred to above.

.....*Bettinsons*.....

Bettinsons,
83/85 Newhall Street,
Birmingham B3 1LP

Solicitors to the Company.



G

Please do not
write in this
binding margin



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

Delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

Form No. 28

Notice of consolidation, division, conversion,
sub-division, redemption or cancellation of shares,
or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948
as amended by the Companies Act 1976

28

To the Registrar of Companies

For official use Company number

40

1181950

Name of company

THERMAX

Limited*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that: on the 22nd day of September 1982 350,000.00 6% cumulative convertible redeemable preference shares of £1.00 each formerly issued to the National Enterprise Board were redeemed at par and payment of a redemption premium of £80,000.00

Delete as
appropriate

Signed

R. Marshall

[Director] [Secretary] Date 22/9/82

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

Bettinsons
83/85 Newhall Street,
Birmingham
B3 1LP

MJH/BKA/THERMAX

For official use
General section

Post room



Company No: 1181950

141

COPY SPECIAL RESOLUTION

of

THERMAX LIMITED

At a duly convened Meeting of the Members of the above Company held on the 22nd day of September 1982 the following were passed as Special Resolutions:-

- a) That the Preference Shares issued to the National Enterprise Board be redeemed on completion of the Divestment Agreement on the basis therein mentioned.
- b) That immediately following the redemption of the said Preference Shares the Company adopt as its Articles of Association the form of Articles attached hereto in substitution of its existing Articles.



Certified a true copy.

.....*P Marshall*..... (Director)

Certified a True copy.

D. Marshall
..... (Director)

The Companies Acts 1948 - 1981

1181950/42

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THERMAX LIMITED

(adopted by special resolution of the
Company dated the Twenty second day of September 1982)

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1980 shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz:

Clauses 11, 24, 54, 75, 79, 84(2), 84(4), 89, 90, 91 and 92

2. The Company is a Private Limited Company within the meaning of the Companies Act 1980.
3. The share capital of the Company at the date of adoption of these articles is £750000 divided into 750000 ordinary shares of £1 each of which 400000 are in issue.

ISSUE OF SHARES

4. (a) The directors are unconditionally authorised for the purposes of section 14 of the Companies Act 1980 to allot and dispose of or grant options over the company's shares to such persons, on such terms and in such manner as they think fit, up to the amount of the share capital at the date of adoption of these articles of the company at any time or times during the period of five years from the date of adoption of these articles.



- (b) Any shares which the directors are not authorised to deal with by virtue of paragraph (a) above may, with the consent of the company in general meeting, be dealt with by 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 for a period not exceeding five years from the date of such consent.
- (c) Accordingly, by virtue of section 17(9) of the Companies Act 1980, sub-sections (1), (6) and (7) of the said section 17 shall be excluded from applying to the company.

LIEN ON SHARES

- 5. (a) The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether or not fully paid) standing registered in the name of any person whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company.
- (b) The directors may at any time declare any share to be wholly or partly exempt from the provisions of this regulation.
- (c) The Company's lien on any share shall extend to all dividends payable thereon.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES

- 6. 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) to any person.

DEMAND FOR A POLL

- 7. Any one member present in person or by proxy at a General Meeting may demand a poll.

QUORUM AT GENERAL MEETINGS

- 8. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

DIRECTORS

9. The number of Directors of the Company shall not be more than five.
10. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.
11. A Director notwithstanding his interest but subject to his complying with Section 199 of the Companies Act 1948 shall be entitled to vote in respect of any contract matter or arrangement in which he is interested or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.
12. A Director may hold any other office or place of profit in the Company except that of Auditor and in the case of a sole Director that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84(3) of Part I of Table A.

BORROWING POWERS OF DIRECTORS

13. (a) 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 subject as hereinafter mentioned 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.
- (b) The directors are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980 to allot and dispose of or grant options over relevant securities within the meaning of sub-section (10)(b) of the said Section to such persons and on such terms and in such manner as they think fit up to an amount of £750000 during the period of five years from the date of adoption of these articles.

VOTES

14. A Corporation represented at a meeting by proxy under regulation 68 of Part I of Table A or by a representative under regulation 74 of Part J of Table A shall be deemed to be personally present.

SECRETARY

15. The Directors shall comply with Section 177 of the Companies Act 1948 and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the

Company and the provisions of Clause II and III of Part I of Table A shall apply to every such appointment.

DEPARTMENTAL DIRECTORS

16. The Directors shall have power to designate an employee of the Company as a Departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title and for such period at such remuneration with such powers and discretions and in all respects on such terms and subject to such limitations as they may think fit and no such employee shall by reason only of such designation be constituted or occupy the position of a Director of the Company or be entitled to exercise the functions thereof.

ALTERNATIVE DIRECTORS

17. Any Director shall have power to nominate any person to act or attend as his alternate and at his discretion to remove such alternate Director by notice in writing to the Company; and on such appointment being made the alternate Director shall (except as regards share qualification (if any) and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while acting in the place of an absent Director shall enjoy all rights and exercise all the duties of the Director he represents. Notwithstanding the foregoing, the Directors may resolve at any time that any person who is thereafter proposed to be appointed as an alternate shall be a person approved of by a majority of the Directors.

Company No. 1181950

/ 49

THERMAX LIMITED

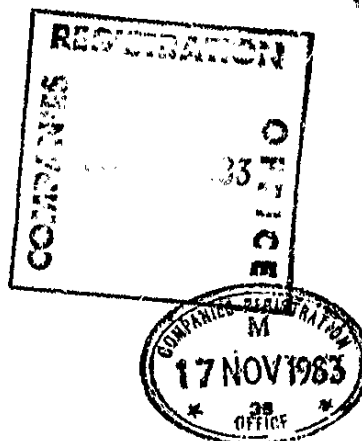
The following Special Resolution was passed at a duly convened meeting of the Company on the *14th* day of *November* 1983.

It was resolved, to the intent that this be passed as a Special Resolution that the Articles of Association of the Company be amended by the deletion of Article nine and the re-numbering of the subsequent Articles

Certified a true copy

...*R. Marshall*...

Director.



1481950

MINUTES OF A MEETING OF THE MEMBERS OF THERMAX LIMITED
HELD AT *London* ON THE *6th* DAY OF *November*
1983 AT

PRESENT: M.J. HARRIS (Representing Interglass Limited)
R. MARSHALL

1. All Members being present it was resolved that the requirement of notice under the Companies Act 1948 being waived.
2. It was resolved, to the intent that this be passed as a Special Resolution, that the Articles of Association of the Company be amended by the deletion of Article 9 and the re-numbering of the subsequent articles.
3. There being no further business the meeting then terminated.

M.J. Harris
R. Marshall



1

The Companies Acts 1948 - 1981

certified a true copy
H. Marshall 50

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THERMAX LIMITED

(adopted by special resolution of the
Company dated the Twenty second day of September 1982)
(amended by special resolution of the Company dated the
day of 1983)

PRELIMINARY

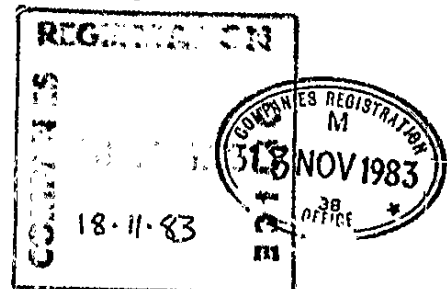
1. The Regulations contained in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1980 shall apply to the Company so far as the same are not excluded or varied hereby. The following clauses of the said Table A (hereinafter called "Table A") shall not apply to the Company viz:

Clauses 11, 24, 54, 75, 79, 84(2), 84(4), 89, 90, 91 and 92

2. The Company is a Private Limited Company within the meaning of the Companies Act 1980.
3. The share capital of the Company at the date of adoption of these articles is £750000 divided into 750000 ordinary shares of £1 each of which 400000 are in issue.

ISSUE OF SHARES

4. (a) The directors are unconditionally authorised for the purposes of section 14 of the Companies Act 1980 to allot and dispose of or grant options over the company's shares to such persons, on such terms and in such manner as they think fit, up to the amount of the share capital at the date of adoption of these articles of the company at any time or times during the period of five years from the date of adoption of these articles.



- (b) Any shares which the directors are not authorised to deal with by virtue of paragraph (a) above may, with the consent of the company in general meeting, be dealt with by 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 for a period not exceeding five years from the date of such consent.
- (c) Accordingly, by virtue of section 17(9) of the Companies Act 1980, sub-sections (1), (6) and (7) of the said section 17 shall be excluded from applying to the company.

LIEN ON SHARES

5. (a) The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable in respect of that share, and the Company shall also have a first and paramount lien on all shares (whether or not fully paid) standing registered in the name of any person whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company.
- (b) The directors may at any time declare any share to be wholly or partly exempt from the provisions of this regulation.
- (c) The Company's lien on any share shall extend to all dividends payable thereon.

RESTRICTION ON THE RIGHT OF TRANSFER OF SHARES

6. 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) to any person.

DEMAND FOR A POLL

7. Any one member present in person or by proxy at a General Meeting may demand a poll.

QUORUM AT GENERAL MEETINGS

8. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

DIRECTORS

(Article 9 deleted by Special Resolution dated day of
1983)

9. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining the age of 70 years or any other age.
10. A Director notwithstanding his interest but subject to his complying with Section 199 of the Companies Act 1948 shall be entitled to vote in respect of any contract matter or arrangement in which he is interested or of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.
11. A Director may hold any other office or place of profit in the Company except that of Auditor and in the case of a sole Director that of Secretary, upon such terms as may be arranged by the Board under and in accordance with Clause 84(3) of Part I of Table A.

BORROWING POWERS OF DIRECTORS

12. (a) 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 subject as hereinafter mentioned 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.
- (b) The directors are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980 to allot and dispose of or grant options over relevant securities within the meaning of sub-section (10)(b) of the said Section to such persons and on such terms and in such manner as they think fit up to an amount of £750000 during the period of five years from the date of adoption of these articles.

VOTES

13. A Corporation represented at a meeting by proxy under regulation 68 of Part I of Table A or by a representative under regulation 74 of Part I of Table A shall be deemed to be personally present.

SECRETARY

14. The Directors shall comply with Section 177 of the Companies Act 1948 and shall from time to time appoint such person or persons as they shall deem proper to be Secretary of the

Company and the provisions of Clause II and III of Part I of Table A shall apply to every such appointment,

DEPARTMENTAL DIRECTORS

15. The Directors shall have power to designate an employee of the Company as a Departmental Director or a Director of any branch of the Company's business or a Director with any other distinctive title and for such period at such remuneration with such powers and discretions and in all respects on such terms and subject to such limitations as they may think fit and no such employee shall by reason only of such designation be constituted or occupy the position of a Director of the Company or be entitled to exercise the functions thereof.

ALTERNATIVE DIRECTORS

16. Any Director shall have power to nominate any person to attend or attend as his alternate and at his discretion to remove such alternate Director by notice in writing to the Company; and on such appointment being made the alternate Director shall (except as regards share qualification (if any) and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while acting in the place of an absent Director shall enjoy all rights and exercise all the duties of the Director he represents. Notwithstanding the foregoing, the Directors may resolve at any time that any person who is thereafter proposed to be appointed as an alternate shall be a person approved of by a majority of the Directors.

Company Number 1181950 / 52

The Companies Acts 1948 to 1981

Company Limited by Shares

Special Resolutions


- of -

Thermax Limited

(Signed pursuant to Regulation 73A of Part I of Table A to the Companies Act 1948:)

SPECIAL RESOLUTIONS

1. That it is desirable, the Directors having so recommended, to capitalise the sum of £40,000 being part of the sum standing to the credit of the Profit and Loss Account of the Company and accordingly that such sum be set free for distribution amongst such members who as at the close of business on 10th October 1983 were holders of the Ordinary Shares of £1 each in the capital of the Company in the proportions in which such members would have been entitled thereto if distributed by way of dividend in respect of such Ordinary Shares of £1 each on condition that the same be not paid in cash but be applied in paying up in full 40,000 unissued Ordinary Shares of £1 each in the capital of the Company (hereinafter called "the Ordinary Shares") to be allotted and distributed credited as fully paid to and amongst such members respectively in the proportions aforesaid (as nearly as may be) but so that no fraction of an Ordinary Share shall be allotted and that the Directors do make all necessary allotments and appropriations accordingly and that the shares so distributed do rank for all dividends hereafter declared and be treated for all purposes as an increase of the nominal amount of the capital of the Company held by such members and not as income.



2. That on the allotment of the Ordinary Shares pursuant to Resolution 1 above the capital of the Company be and it is hereby reorganised by the conversion of each of the ordinary shares of £1 each of the Company in issue immediately before the passing of Resolution 1 above into one Deferred Share of £1 each (hereinafter called "the Deferred Shares") The Deferred Shares shall confer on the holders thereof:

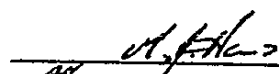
(i) no right to participate in any dividend declared by the Company;


(ii) as to return of capital on a liquidation reduction of capital or otherwise the right to receive the amount paid up on such Shares after the holders of the Ordinary Shares have received the sum of £10,000 per Ordinary Shares of £1;

(iii) no right to receive notice of or to attend or vote at any General Meeting of the Company.

3. That subject to the passing of Resolutions 1 and 2 above the Directors be and are hereby generally and unconditionally authorised pursuant to Section 14 of the Companies Act 1980 to exercise all the powers of the Company to allot 40,000 Ordinary Shares of £1 each for a period of one year from the date of the passing of this Resolution.

Dated this 28th day of October 1983


Director for and on behalf of
Interglass Limited


Robert Marshall

being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company.



Stoy Hayward
Chartered Accountants

57

8 Baker Street, London W1M 1DA

Telephone 01-486 5888

Telex 267716 Horwat

Telefax: (Grps 3, 2 & 1) 01-935 5465

LDE Box No. DX9025

also at

Birmingham, Glasgow, Manchester and Nottingham

A member of
Horwath & Horwath International
with affiliated offices Worldwide

25/JP/HTL3

11th June 1985

The Secretary
Thermax Limited
Greenfield Industrial Estate
Tindale Crescent
Bishop Auckland
Co. Durham
DL14 9TF

Dear Sir,

We refer to your letter of 23rd May.

We hereby tender our formal resignation as auditors to Thermax Limited as from today's date.

In accordance with Section 16 of the Companies Act 1976 we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or the creditors of the Company.

Yours faithfully,

Stoy Hayward

Stoy Hayward



Partners: EL Langton AA Davis P Sobor PA Hippa LS Fenlon DK Harris DV Robertson PJ Paynter BJP Cotton JA Bodlander
PR Copp EPG Darnell RB Jones R Shaw A Cinnamon EL Less JA Piper SP Greene PR Jacobson MR Haan AH Martin
WA Henbrey SW Say DH Cairns DE Shrimpton CJ Hurd DCA Mathias PC Leach P Moss GS Parkinson RS Hawkins
DI Dover SR Press PEH Smith BI Stillerman I Harvey PW Rustad

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

27 2 2

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

To the Registrar of Companies

For official use

Company number

[172]

1181950

Name of company

* THERMAX LIMITED

* insert full name of company

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 4 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:

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

THERMAX HOLDINGS plc

, company number 617866

the accounting reference date of which is 31-12

Signed J D Whitesmith

[Director] ~~[Secretary]~~† Date 22/5/87

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

J D. WHITESMITH

THERMAX LIMITED
GREEN HILL INDUSTRIAL ESTATE
THE HILL
BURNLEY ROAD
BURNLEY

For official Use
General Section

Post room

RECEIVED
26 MAY 1987
6

88 H. 22 12, 1987
Tel: 081 241 1222
Telex: 58937
Telegraph: 100421 229464

Price Waterhouse

2 June 1987

The Directors
Thermax Holdings plc
Greenfield Industrial Estate
Tindale Crescent
Bishop Auckland
Co Durham
DL14 9TF

~~1181950~~
1181950

Dear Sirs,

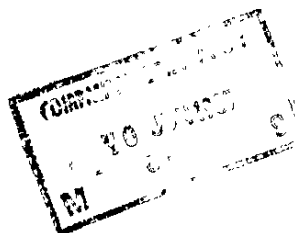
We hereby tender our resignation as auditors to Thermax Holdings plc and its subsidiaries, Thermax Limited and Interglass Limited, with immediate effect. Accordingly the audit of your financial statements for the period ending 31 December 1987 will be carried out by our successors.

We confirm that in our opinion there are no matters connected with our resignation which should be brought to the attention of the members or creditors of the company and its subsidiaries.

Yours faithfully,

 *Price Waterhouse*

G801S3/D



COMPANY NO: 1181950

THE COMPANIES ACTS 1948 TO 1985

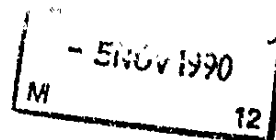
- and -

THE COMPANIES ACT 1989

SPECIAL RESOLUTION

- of -

THERMAX LIMITED
(Passed 22nd October, 1990)



At an Extraordinary General Meeting of the above named company duly convened and held at Waverley, Edgerton Road, Huddersfield, West Yorkshire HD3 3AR on Monday, 22nd October, 1990 the sub-joined Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the regulations set out in the document entitled "New Articles of Association of Thermax Limited" as now produced to this Meeting (and marked "A" for the purposes of identification) be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

DIRECTOR

THE COMPANIES ACTS 1948 TO 1985

and

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

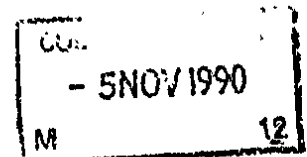
NEW ARTICLES OF ASSOCIATION

- of -

THERMAX LIMITED

(Adopted by Special Resolution passed on
22nd October, 1990)

PRELIMINARY



1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and references to any section of the Act shall be deemed to include a reference to any section of any act which amends consolidates re-enacts or replaces such provision.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985.

2. The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

SHARE CAPITAL

3. (a) the capital of the Company at the date of adoption of these Articles is £750,000 divided into 350,000 ordinary shares of £1 each and 400,000 deferred shares of £1 each.

- (b) The Directors shall have general and unconditional authority in accordance with Section 80 of the Act to allot relevant securities (as defined by Section 80(2) of the Act) of the Company.
- (c) The nominal value of relevant securities allotted by the Directors pursuant to the authority contained in paragraph (b) of this Article shall not exceed the authorised but unissued share capital of the Company for the time being.
- (d) The authority contained in paragraph (b) of this Article shall to the extent not acted on expire on the date five years from the date of adoption of these Articles.
- (e) The authority contained in paragraph (b) of this Article may at any time be varied revoked renewed or further renewed by the Company in general meeting provided that in the case of renewal or further renewal the renewed authority shall expire on the earlier of the date specified in the resolution effecting such renewal or further renewal and the date five years from the date of such resolution and shall state or re-state the amount of relevant securities which may be allotted under the renewed authority or, as the case may be, the amount remaining to be allotted thereunder.
- (f) Section 89(1), Section 90(1) to (5) and Section 90(6) of the Act shall be excluded from applying to any allotment of shares in the Company.

TRANSFER OF SHARES

- 4. The Directors shall register a transfer of a share to a Member of the Company and may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of a share otherwise than to a Member whether or not such share is fully paid. Regulation 24 of Table A shall be construed accordingly.

GENERAL MEETINGS

5. In Regulation 38 of Table A, the following shall be substituted for the second paragraph:-

"the notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors."

In Regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.

6. With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-
- (i) In the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;
 - (ii) In the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Regulation 53.
7. (1) A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A be modified accordingly;
- (2) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.
8. The number of Directors (other than Alternate Directors) shall be not less than 2. Regulation 64 of Table A shall not apply.

DIRECTORS

9. A Director shall be entitled to vote as a Director and be counted in a quorum in respect of any resolution concerning any contract or arrangement or proposed contract or arrangement or any matter arising thereout and in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

10. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.
11. The holder or holders for the time being of more than one-half of the issued ordinary share capital of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or, in the case of a Member being a company, signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company, or such date later than such lodgement as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.
12. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be appointed or re-appointed as such.
13. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependents of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurance or trusts for such purpose in respect of such persons and may include rights in respect of such pensions, annuities or allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

ROTATION OF DIRECTORS

14. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional Directors are to retire." shall be deleted; and in Regulation 79 of Table A the second and third sentences thereof shall be deleted.

PROCEEDINGS OF DIRECTORS

15. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all persons participating in a meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present at such meeting.

ASSOCIATE DIRECTORS

16. (a) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be an Associate Director of the Company.
- (b) The appointment of a person to be an Associate Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration or otherwise, and his office as an Associate Director shall be vacated:-
- (i) on the happening mutatis of any of the events in which it is by these Articles provided that the office of a Director shall be vacated;
 - (ii) if he shall cease to be in the employment of the Company in some capacity other than of Associate Director; or
 - (iii) if he shall be removed by a resolution which shall have been passed by a majority of the Directors for the time being.
- (c) The appointment, removal and remuneration of the Associate Directors shall be determined by the Directors, with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge and approval of the Associate Directors, except that no act shall be done that would impose any personal liability on any or all of the Associate Directors, either under statute or otherwise, except with their knowledge.

- (d) Associate Directors shall not have any right of access to the books of the Company except with the sanction of the Directors; Associate Directors shall not be entitled to receive notice of Board meetings; Associate Directors shall not be entitled to attend Board meetings except when expressly invited to do so by the Chairman of such meeting(s) and, when so invited to attend, shall not be entitled to vote.
- (e) The Directors may designate the Associate Directors or any of them by such other name or title in place of the word "Associate" as they may from time to time consider to be descriptive of their office and actual duties. Any Associate Director so designated shall be entitled to describe himself accordingly, and in the absence of such designation, shall be entitled to describe himself as "Associate Director"; in signing any document which he is authorised to sign as an Associate Director he shall always after his signature add the words "Associate Director" or, if he shall have been otherwise designated, such other name or title designated to him.
- (f) An Associate Director shall not be a Director for the purposes of the Companies Act 1985 and shall have no power to bind the Company except as expressly authorised by the Directors.

INDEMNITY

- 17. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and 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 judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to 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 insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.
- 18. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

Company No 118195

31/12/90
CORPORATE
RECEIPT UNSTAMPED 148

NC/CN 37049

SIGNED *A. E. ...*

THE COMPANIES ACTS 1948 TO 1985

DATE 2/1/91

- and -

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

THERMAX LIMITED
(Passed 7th December, 1990)

At an Extraordinary General Meeting of the above named company duly convened and held at Greenfield Industrial Estate, Bishop Auckland, Co. Durham, DL14 9TF, on Friday 7th day of December, 1990, the following resolution was duly passed as a Special Resolution of the Company:-

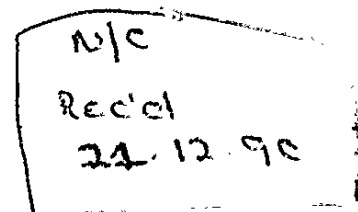
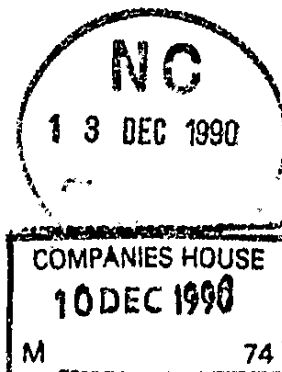
SPECIAL RESOLUTION

THAT the name of the Company be changed to:-

"NUMBER ONE IN GLASS LIMITED"

J. D. Whitehead

SECRETARY



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1181950

I hereby certify that

THERMAX LIMITED

having by special resolution changed its name,
is now incorporated under the name of

NUMBER ONE IN GLASS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 31 DECEMBER 1990

P. Bevan
P. BEVAN

an authorised officer

COMPANY NO: 1181950

THE COMPANIES ACTS 1948 TO 1985

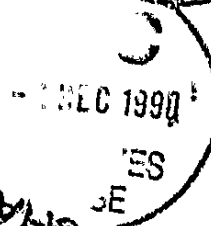
- and -

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

RES. FOR PUBLICATION
NO CHANGE OF NAME
THERMAX LIMITED
(Passed 27th November, 1990)



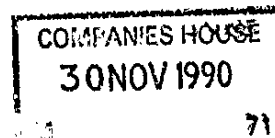
At an Extraordinary General Meeting of the above named company duly convened and held at Waverley, Edgerton Road, Huddersfield, West Yorkshire HD3 3AR on Tuesday, 27th day of November 1990 the following resolution was duly passed as a Special Resolution of the Company:--

SPECIAL RESOLUTION

RES. FOR PUBLICATION
NO CHANGE OF NAME
THAT the name of the Company be changed to:--

"THERMAX (HOLDINGS) LIMITED"

John White
SECRETARY



10/12/90
5/6/91

THE COMPANIES ACTS 1948 TO 1985

- and -

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

- of -

NUMBER ONE IN GLASS LIMITED
(Passed 8th April, 1991)



At the Annual General Meeting of the above named company duly convened and held at Waverley, Edgerton Road, Huddersfield, West Yorkshire, on Monday 8th day of April, 1991, the following resolutions were duly passed as Elective Resolutions of the Company:-

ELECTIVE RESOLUTIONS

THAT pursuant to Section 366 of the Companies Act 1985 the Company hereby dispenses with the holding of annual general meetings in 1992 and in subsequent years until this authority is revoked.

THAT pursuant to Section 252 of the Companies Act 1985, the Company hereby dispenses with the laying of accounts and reports before the company in general meetings.

SECRETARY

29 - 03 - 95

 **ERNST & YOUNG**

■ Chartered Accountants
PO Box 61
Cloth Hall Court
14 King Street
Leeds LS1 2JN

■ Phone: 0532 431221
Fax: 0532 434195
D X No. DN26428

PRIVATE AND CONFIDENTIAL

The Directors
Number One in Glass Limited
Greenfields Industrial Estate
Tindale Crescent
Bishop Auckland
Co Durham
BL14 9TF

28 February 1995

3452/JP/CM/KF

Direct line
0113 285 5056

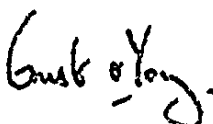
Dear Sirs

COMPANY REGISTRATION NO: 1181950

In accordance with section 392 of the Companies Act 1985, we write to notify you of our resignation as auditors of your company. This resignation takes effect from the time at which you receive this letter.

In accordance with section 394(1) of that Act, we confirm 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


ERNST & YOUNG



■ Also at Barclays House, 6 East Parade, Leeds LS1 1HA,
Phone: 0532 431221
A list of partners' names is available for inspection at the
above address.
Authorised by The Institute of Chartered Accountants in
England and Wales to carry on investment business