

No. of Company1196246...../...

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

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

Name of CompanyFOX (CHAIN SAWS)..... Limited*

I,GEORGE ALBERT CORDEROY,.....
ofTEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y OHP.Do solemnly and sincerely declare that I am ~~(a person named)~~ a person named.....
in the Articles of Association as a Secretary.

ofFOX (CHAIN SAWS)..... 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 atTEMPLE CHAMBERS,.....
.....TEMPLE AVENUE,.....
.....LONDON, E.C.4.the30th..... day ofDecember.....
one thousand nine hundred andTwenty four.....
before me.

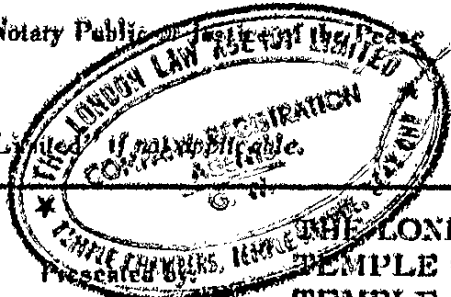
.....A. R. FOSTERED.....

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

* Delete "L"

THE LONDON LAW AGENCY LIMITED,
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON, EC4Y OHP.
TELEPHONE: 01 - 353 9471 (4 lines).

Presentor's reference:

No. of Company1196246...../V

Form PUC 1
(Capital duty payable, but
no registration fee)

STATEMENT ON FORMATION OF A COMPANY TO BE INCORPORATED WITH
LIMITED LIABILITY UNDER THE COMPANIES ACT 1948

Pursuant to Part V, Finance Act 1973

Name of CompanyFOX (CHAIN SAWS)..... Limited

A. Nominal capital (i)

£100

B Nominal value of each share

£1

C Number and description of shares
taken on incorporation (i)

2 SHARES

D Total amount payable on each (ii)
(including premium if any)

NIL

E Amount paid or due and payable on each (ii)

NIL

F Total amount paid or due and payable in respect of C .

£.....NIL

G Capital duty payable on F at £1 per £100 or part of £100

£.....NIL

I hereby certify that the above particulars are correct in all respects.

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

Description.....Secretary.....

Date.....1 DEC 1974.....

(i) Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

(ii) If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

Note:- This form must be delivered to the Registrar of Companies when applying for
incorporation of the company.



Telephone 01 353 9471 (6 Lines)

Presenter's reference:

For official use only:

193195/6

1196246 / 3

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OK

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

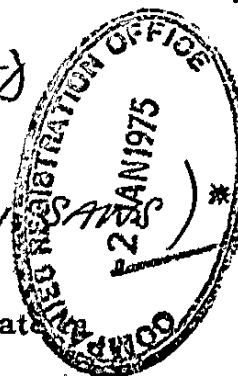
MEMORANDUM OF ASSOCIATION

JAN-1975 6433

• 12 050.00

of

FOX (CHAIN SAWS) LIMITED



1. The Name of the Company is "FOX (CHAIN SAWS) LIMITED."
2. The Registered Office of the Company will be situated in England.
3. The Objects for which the Company is established are :-

(A) To carry on all or any of the businesses of agricultural engineers and contractors, manufacturers, merchants, hirers and letters on hire of, and dealers in garden, agricultural, horticultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing, draining and all operations connected with the cultivation of the soil; iron and brass foundries, general engineers, metal workers, boiler makers, millwrights, machinists, smiths, water supply engineers, carpenters, joiners, timber merchants, sawmill proprietors, general hardware merchants, heating and ventilating engineers; farmers, graziers, millers, and corn merchants, stock and poultry breeders, producers, raisers and growers of, and dealers in agricultural, horticultural, farm, garden and orchard produce of all kinds, market gardeners, nurserymen, seedsmen and florists, dairymen, butchers, bakers, grocers and provision merchants, manufacturers and merchants of, agents for, and dealers in feeding stuffs, manurial products and fertilisers of every description, buyers, keepers, breeders, exporters and commission salesmen of, and dealers in cattle, horses, sheep, pigs, poultry and all kinds of live and dead stock, haulage and cartage contractors, garage proprietors, builders and contractors, builders' merchants, coal, coke and timber merchants, proprietors of camping and caravan sites, and general merchants, agents and traders.



Chunab/K...

- (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.


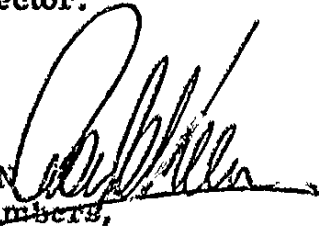
- (R) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any 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.

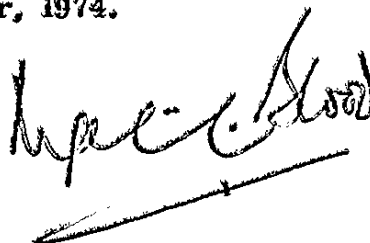
WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

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 December, 1974.

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

FOX (CHAIN SAWS) 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 appointed by the Subscribers hereto by an Instrument in writing under their hands.
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. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

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. 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 GEORGE ALBERT CORDEROY.

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 December, 1974.

Witness to the above Signatures :-

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

Nigel L. Blood

No. of Company

1196246 / 5

THE COMPANIES ACTS 1948 TO 1967**Particulars of Directors and Secretaries**

Pursuant to Section 200 of the Companies Act 1948

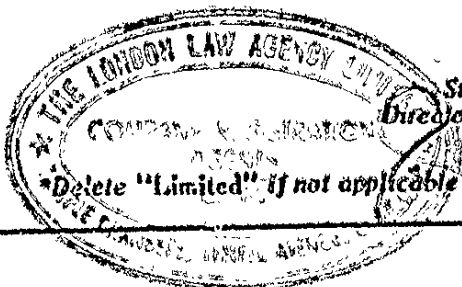
Name of Company..... FOX (CHAIN SAWS) Limited*

Particulars of directors of the company at the date of this return

Name, nationality (if other than British) and date of birth (where applicable) (Notes 1, 2 and 3)	Address (Note 4)	Business occupation and particulars of other directorships (Note 5)
X		

Particulars of the secretary of the Company at the date of this return

Name (Notes 2, 6 and 7)	Address (Notes 7 and 8)
GEORGE ALBERT CORDEROY	33, HORN PARK LANE, LEE, S.E.12.



Signed

State whether

Director or Secretary

Secretary

- 1 DEC 1974

Date

Presented by:

THE LONDON LAW AGENCY LIMITED,
TEMPLE CHAMBERS, TEMPLE AVENUE,
LONDON, EC4Y 0HP.

TELEPHONE 01-353 9471 (6 lines)

Presentor's reference:



CERTIFICATE OF INCORPORATION

No. 1196246

I hereby certify that

FOX (CHAIN SAWS) 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 13TH JANUARY 1975

A handwritten signature in dark ink, appearing to read 'F. Whitely', with a stylized flourish at the end.

Assistant Registrar of Companies

G

COMPANIES FORM No. 225(1)

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

225(1)

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

Please do not write in this margin

To the Registrar of Companies

For official use
22 [1310]

Company number

1196246

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

Name of company

* FOX (CHAINSAWS)

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:

Day Month

3 1 0 8

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

Day Month Year

3 1 0 8 1 9 8 6

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

N/A

, company number

the accounting reference date of which is

Signed

E. M. Fox

[Director][Secretary]† Date 22-7-86.

Presentor's name address and reference (if any): BF032/ERP.

WESTWOOD SECRETARIES LTD.
CHARTER COURT
THIRD AVENUE
SOUTHAMPTON
SO9-1QS.

For official Use
General Section

Post room



Company Number: 1196246

The Companies Act 1985

Private Company Limited by Shares

Written Resolutions of:

FOX (CHAIN SAWS) LIMITED

Dated: 23rd March, 1992

We the undersigned, being all the members of the above company who, at the date of these Resolutions are entitled to attend and vote at General Meetings of the company HEREBY PASS the following Resolutions as Elective Resolutions:

1. Election to dispense with Annual General Meetings

That pursuant to Section 366A of the Companies Act 1985, the company hereby elects to dispense with the holding of Annual General Meetings in 1993 and subsequent years until this election is revoked.

2. Election to dispense with Laying of Accounts and Reports before General Meeting

That pursuant to Section 252 of the Companies Act 1985 the company hereby elects to dispense with the laying of accounts and reports before the company in General Meetings for the financial year ending on 31st August 1992 and all subsequent financial years.

3. Election to dispense with Annual Appointment of Auditors

That pursuant to Section 386 of the Companies Act 1985 the company hereby elects to dispense with the obligation to appoint auditors annually.


.....
D.M. FOX


.....
MRS. E.M. FOX

COMPANIES HOUSE

1 APR 1992

M

8

G

COMPANIES FORM NO.123

Notice of increase
in nominal capital

123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

☐ ☐ ☐

1196246

Name of company

FOX (CHAIN SAWS) LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company

dated 11/11/1994 the nominal capital of the company has been

increased by £ 99900.00 beyond the registered capital of £ 100.00

A copy of the resolution authorising the increase is attached.

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

Please tick here if
continued overleaf

☐

Signed

[Signature]

Designation SECRETARY

Date 11.11.94

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

WESTWOOD SECRETARIES LIMITED (G.V.P.)
CHARTER COURT
THIRD AVENUE
SOUTHAMPTON SO9 1QS

For official Use
General Section

Post room



UEPRINT

APP

Number of company: 01196246

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of FOX (CHAINSAWS) LIMITED

Passed the 11th day of November 1994

At an extraordinary general meeting of the above-named company, duly convened and held at Station Road, Bishops Waltham on the 11th day of November 1994, the following ordinary resolutions were duly passed:

- 1 THAT the authorised share capital of the company be increased from £100 to £100,000 by the creation of 99,900 shares of £1 each ranking *pari passu* in all respects with the existing shares in the capital of the company.
- 2 THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the company at the time of the passing of this resolution at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.



CHAIRMAN

