



# THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15 (2) of the Companies Act 1948 as amended by the Companies Act 1976

Form No. 41

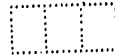


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Please complete legibly, preferably in black type or bold black lettering.  
\*Delete if inappropriate.

For official use

1389340



Name of Company

IMPKEMIX (No. 6)	Limited*
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I, MARY JUNE HANNANT  
of 74. LANGFORD PLACE, HATHERLEY ROAD, SIDCUP, KENT.

do solemnly and sincerely declare that I am a person named in the statement delivered under section 21 of the Companies Act 1976  
as a director and Secretary of IMPKEMIX (No. 6) Limited\*

and that all the requirements of the Companies Acts 1948 to 1976 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 IMPERIAL CHEMICAL HOUSE  
MILLBANK, SW1P 3SF

the 24<sup>th</sup> day of AUGUST  
One thousand nine hundred and seventy eight  
before me K. G. Smith

A Commissioner for Oaths†

*M. J. Hannant*

†For Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

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General section

Post room



1389340

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

Number of Company

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

Pursuant to Part V of the Finance Act 1973

Name of Company

INIPKEMIX (No. 6)

LIMITED

A Nominal capital\*

ONE HUNDRED POUNDS

B Nominal value of each share

ONE POUND

C Number and description of shares taken on incorporation\*

TWO ORDINARY SHARES

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

ONE POUND

E Amount paid or due and payable on each†

ONE POUND

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

£ TWO

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

£ ONE

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

Signed

M. J. H. H. H. H. H.

Description

Director and Secretary

Date

23.8.78

\* Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

† 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.

Presented by:

For official use only:



Presentor's reference:

MIDLAND  
PART  
011545

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★★★★

Companies 6

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THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY SHARES

**Memorandum of Association**  
OF  
**IMPKEMIX (NO. 6) LIMITED**

1. The name of the Company is "IMPKEMIX (No. 6) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:--
  - (A) To carry on in all branches all or any of the businesses of manufacturers of and dealers in chemicals of all kinds, dyes, dyestuffs, paints, varnishes, drugs, and other pharmaceutical and toilet preparations of all kinds.
  - (B) To carry on the business of manufacturers and producers of and dealers in fats, fertilizers, manures, dips, sprays, vermifuges, fungicides, medicines and remedies of all kinds for agricultural fruit growing or other purposes, or as remedies for men or animals and whether produced from vegetable mineral or animal matter or by any chemical process.
  - (C) To carry on the business of spinners, doublers and manufacturers of cotton, silk, thread, artificial silk, woollen, linen, flax, hemp, jute and other yarns and other fibrous materials and substances or any substitute for any of them.
  - (D) To cultivate, grow, produce or deal in any vegetable products for the time being required for any of the



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manufacturers which the Company is authorised to undertake and to carry on all or any of the businesses of timber merchants, farmers, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seedsmen and nurserymen and to buy sell and trade in any goods usually traded in in any of the above businesses and any other business associated with the farming interest which may be advantageously carried on by the Company.

- (E) To carry on all or any of the businesses of engineers, iron, brass and other metal founders, machinists, tool makers, wire drawers, tube, pipe and tank manufacturers, moulders, metallurgists and metal workers, fitters millwrights, galvanisers, japanners, electroplaters, enamellers and manufacturers of agricultural machinery.
- (F) To own, prospect for, explore, acquire by lease, licence, purchase or otherwise, open, work, develop and maintain, refine, treat, render merchantable, and fit for use natural deposits of salt, brine, natron soda and other chemical substances of all kinds and to carry on and conduct the business of working and getting and supplying to other persons such salt, brine and other substances.
- (G) To own, prospect for, explore, acquire by lease, licence, purchase or otherwise, open, work, develop and maintain clay and sand pits, slate, stone and lime quarries, coal mines, copper mines and mineral, mineral oil, nitrate and mining properties of all kinds and to conduct the business of working and getting therefrom, preparing and treating clay, sand, quarriable substances, coal, copper, oil, nitrates and minerals of all kinds.
- (H) To buy, sell, manipulate, import, export and deal in all substances, apparatus, and things capable of being used in any such businesses as aforesaid or required by any persons having dealings with the Company, either by wholesale or retail.
- (I) To carry on the business of General Merchants, Importers, and Exporters, Shippers, Traders, Commission Agents and Manufacturers Agents, and any other trade or business in any goods or classes of goods whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with

such businesses or develop any brand increase the value of property or rights.

- (J) To aid or assist the Company as far as may be to make arrangements and training farm
- (K) To purchase or hire, equip, sell, re steam or sailing v otherwise acquire well for the purpose of this Memorandum
- (L) To carry on business in paper pulp paper sanitary and disinfectant artificial stone.
- (M) To borrow or raise money for those and other undertakings and for the rights of the Company and to negotiate and issue debenture stock, exchange, promissory notes and other securities.
- (N) To appoint any person to act as attorney for any of the purposes of the Association, with full power to delegate and up
- (O) To purchase, take or otherwise acquire any lands, buildings, machinery, plant, immovable property for the purposes of the business or any
- (P) To erect, construct and remove or

INDISTINCT ORIGINAL

such businesses or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of any of the Company's assets, property or rights.

- (J) To aid or assist the setting of persons upon the land of the Company as farmers, cultivators, or residents, and to make arrangements for accommodating, superintending and training farm pupils.
- (K) To purchase or otherwise acquire, charter or otherwise hire, equip, sell, repair, let out to hire, and trade with any steam or sailing vessels of all kinds, or to purchase or otherwise acquire any shares or interest in the same as well for the purposes of any of the objects mentioned in this Memorandum as for an independent source of profit.
- (L) To carry on business as manufacturers of manure, soap, paperpulp paper, glass, bricks, pottery, terra cotta, sanitary and disinfecting preparations, coke, cement and artificial stone.
- (M) To borrow or raise or secure the payment of money and for those and other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company present or after acquired, including uncalled capital and to create, issue, make draw, accept, and negotiate perpetual or redeemable debentures or debenture stock bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.
- (N) To appoint any person or persons or a corporation to act as attorneys or agents of the Company for all or any of the purposes stated in the Memorandum of Association, with such powers, (including power to sub-delegate) and upon such terms as may be thought fit.
- (O) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, rights, privileges, concessions, licences, machinery, plant, stock-in-trade and any moveable or immovable property of any kind necessary or convenient for the purposes of, or in connection with the Company's business or any branch or department thereof.
- (P) To erect, construct, lay down, enlarge, alter, maintain, and remove or replace any roads, railways, tramways,

INDISTINCT ORIGINAL

sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize or join with any other firm, person or company in the erection construction maintenance or replacement of any of the above, and to work, manage, and control, the same or join with others in so doing.

- (q) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (r) To lend and advance money or give credit to and to guarantee the debts and contracts of such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons firms or companies.
- (s) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (t) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (u) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the

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objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

- (v) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (w) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (x) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (y) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.
- (z) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution

INDISTINCT ORIGINAL

amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(A1) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(B1) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital voting or otherwise.

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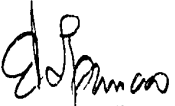
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WE, the several persons whose names and addresses are subscribed,  
are desirous of being formed into a Company in pursuance of  
this Memorandum of Association, and we respectively agree to  
take the number of shares in the capital of the Company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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 Imperial Chemical House, Millbank, London, S.W.1. <i>Company Official</i>	One
 Imperial Chemical House, Millbank, London, S.W.1. <i>Company Official</i>	One

DATED this 23rd day of August 1978.

WITNESS to the above signatures:—

Imperial Chemical House,  
Millbank,  
London, S.W.1.

*S. F. Burton.*  
*Company Official*

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INDISTINCT ORIGINAL

COMPANY LIMITED BY SHARES

**Articles of Association**  
**OF**  
**IMPKEMIX (NO. 6) LIMITED**

**PRELIMINARY**

1. The regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948, with the exceptions of Regulations 24, 53, 75, 77, 78, 79, 80, 82, 84, 86, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 101, 107, 108 and 109 shall apply to the Company. Part II of the said Table A shall not apply to the Company.

**DEFINITION**

2. In these Articles the term "Parent Company" shall mean Imperial Chemical Industries Limited.

**PRIVATE COMPANY**

3. The Company is a Private Company, and accordingly:—
- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
  - (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company were, while in that employment, and

**INDISTINCT ORIGINAL**

after the determination of that employment, have continued to be members of the Company) shall be limited to fifty, Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

(d) The Company shall not have power to issue share warrants to bearer.

#### SHARE CAPITAL

4. (A) The capital of the Company is £100 divided into 100 shares of £1 each.

(B) Save as the Company may by ordinary resolution otherwise direct, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the Act.

#### TRANSFER OF SHARES

5. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share whether fully paid or not

#### PROCEEDINGS AT GENERAL MEETINGS

6. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

7. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

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## DIRECTORS

8. The number of Directors shall not be less than two and all Directors shall be appointed by the Parent Company. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company.

9. The Parent Company shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors and by the like notice to appoint any other person or persons to be a Director or Directors in the place of the Director or Directors so removed or in place of any Director or Directors vacating office. The Parent Company may also in a similar manner appoint additional Directors.

10. Each of the Directors shall hold office until he is removed in manner provided by Article 9 or dies or vacates office under Article 9.

11. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.

## BORROWING POWERS

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

## POWERS AND DUTIES OF DIRECTORS

13. Subject to the provisions of Article 21 hereof (which relates to the appointment and powers of a Managing Director) the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in General Meeting, subject nevertheless to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

INDISTINCT ORIGINAL

14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom 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.

15. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such periods and on such terms (as to remuneration or otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relation thereby established.

16. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable for all remuneration, salary, profit or other benefits received by him as a Director or holder of any other office or place of profit under any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to be appointed Director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

17. Each Director shall have the power to nominate any person approved by the Parent Company to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so

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INDISTINCT ORIGINAL

acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for any remuneration as alternate Director. Any Director of the Company appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.

18. The Directors shall cause minutes to be made in books provided for the purpose:—

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (C) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

#### VACATION OF OFFICE BY DIRECTORS

19. The office of Director shall be vacated if the Director:—

- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (B) becomes prohibited from being a Director by reason of any order made under any legislation affecting the Company; or
- (C) becomes of unsound mind or incapacitated by age or infirmity; or
- (D) (not being a person holding an executive office subject to termination if he ceases from any cause to be a Director) shall resign his office by notice in writing to the Company or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same; or
- (E) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

INDISTINCT ORIGINAL

## PROCEEDINGS OF DIRECTORS

20. The Chairman of the Board shall be appointed from amongst the Directors by the Parent Company who may also at any time and from time to time remove the Chairman and appoint any other person to be Chairman in his place. The method of appointment and removal shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company. At any time when there is no such Chairman or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

## MANAGING DIRECTOR

21. (A) The Parent Company may at any time and from time to time appoint by notice in writing to the Secretary of the Company by a duly authorised officer of the Parent Company any one or more of the Directors to the office of Managing Director on such terms and for such period as it thinks fit and may similarly revoke such appointment. Notwithstanding the period of such appointment, the appointment shall automatically determine if the Managing Director cease for any cause to be a Director.

(B) A Managing Director shall receive such remuneration (whether by salary, commission or participation in profits, or partly in one way and partly in another) as the Parent Company may determine.

(C) The Parent Company shall on appointing a Managing Director determine the powers which he shall be entitled to exercise and in so determining may entrust to and confer upon him all or any of the powers of the Directors upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of the powers of the Directors, and the Parent Company may from time to time revoke, withdraw, alter or vary all or any of such powers.

## LOCAL MANAGEMENT

22. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by this Article.

INDISTINCT ORIGINAL

# TORS

23. The Directors may from time to time and at any time establish any Local Board or Agency for managing any of the affairs of the Company in any such specified locality; and may appoint any persons or body corporate to be members of such Local Board or Managers or Agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.

24. The Company may exercise all the powers conferred by Section 35 of the Act to have an official seal for use abroad, and such official seal shall be affixed by the authority, and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.

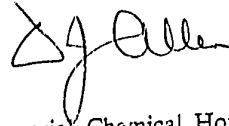
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

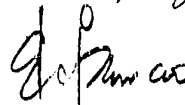
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Imperial Chemical House,  
Millbank,

London, S.W.1.

*Company Official*



Imperial Chemical House,  
Millbank,

London, S.W.1.

*Company Official*

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DATED this 23<sup>rd</sup> day of August One thousand nine hundred  
and seventy-eight .

WITNESS to the above Signatures:—

Imperial Chemical House,  
Millbank,  
London, S.W.1.

*S. F. Burton.*

*Company Official*

INDISTINCT ORIGINAL

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THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

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Please do not  
write in this  
binding margin



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

\*delete if  
inappropriate

Company number

1389340

Name of Company

IMPREMIX (No 6)

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

IMPERIAL CHEMICAL HOUSE

MILLBANK

LONDON

SW1P 3JF

If the memorandum is delivered by an agent for the subscribers of  
the memorandum, please mark 'X' in the box opposite and insert the  
agent's name and address below

☐


If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement

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Presentor's  
reference (if any):

For official use

General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Name (note 2)	DAVID JAMES ALLEN	Business occupation	COMPANY OFFICIAL
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	7 GATEWAYS EPSOM ROAD GUILDFORD, SURREY	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 23.8.78	

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**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 203(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Please do not write in this binding margin

**Important**  
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	HAROLD ERNEST SPARROW	Business occupation	COMPANY OFFICIAL
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	17 UPLANDS BECKENHAM KENT	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 23.8.78	

\*as required by Section 21(3) of the Companies Act 1976

†delete as appropriate

Name (note 2)	MARY JUNE HANNANT	Business occupation	COMPANY OFFICIAL
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	74 LANGFORD PLACE HATHERLEY ROAD SIDCUP KENT	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 23.8.78	

Please do not  
write in this  
binding margin



**Important**

The particulars  
to be given are  
those referred to  
in section 21(2)(a)  
of the Companies  
Act 1976 and  
section 200(2) of  
the Companies Act  
1948. Please read  
the notes on page 4  
before completing  
this part of the form.

Please do not  
write in this  
binding margin



**Important**

The particulars  
to be given are  
those referred to  
in section 21(2)(b)  
of the Companies  
Act 1976 and  
section 200(3) of  
the Companies Act  
1948. Please read  
the notes on page 4  
before completing  
this part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	MARY JUNE HANNANT
Former name(s) (note 3)	
Address (notes 4 & 7)	74 LANGFORD PLACE HATHERLEY ROAD SIDCUP KENT
I hereby consent to act as secretary of the company named on page 1	
Signature	M. J. Hannant
Date	23.8.78

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

\*as required by  
Section 21(3) of  
the Companies  
Act 1976

†delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature D. Gall [Subscriber] ~~[Agent]~~† Date 23.8.78

Signature [Signature] [Subscriber] ~~[Agent]~~† Date 23.8.78



## CERTIFICATE OF INCORPORATION

No. 1309340

I hereby certify that

**IMPEMIX (NO. 6) LIMITED**

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

15TH SEPTEMBER 1978

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

*Assistant Registrar of Companies*

No.1389340

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

IMPKEMIX (No.6) LIMITED

PASSED 25 SEPTEMBER 1980

At an Extraordinary General Meeting of the Company duly convened and held at Imperial Chemical House, Millbank, London SW1 on 25 September 1980, the Resolutions set out below were passed as SPECIAL RESOLUTIONS of the Company:-

RESOLUTIONS

"That 1. The Memorandum of the Company be altered as follows:-

(i) By the deletion of paragraphs (A) to (G) inclusive of Clause 3 thereof and the substitution therefor of the following:-

- (A) To carry on the trade or business of chemical, mechanical, electrical, civil, structural, architectural, heating, ventilating and instrument engineers and of designers, constructors, manufacturers, workers and dealers in chemical, electrical, civil and heavy engineering plant apparatus and goods, metal workers, welders, platers, plumbers, founders, smiths, carpenters and machinists.
- (B) To carry on the trade or business as engineers, designers, manufacturers, contractors and wholesale and retail dealers of and in instruments and apparatus of every sort for use in connection with the control of industrial and environmental noise and vibration, and to provide consultancy and installation services in respect of the same.
- (C) To carry on the trade or business of electrical engineers and contractors, manufacturers, importers, exporters, hirers, factors, merchants, agents, designers of, wholesale and retail dealers of and in all kinds of electrical instruments, relays, control equipment, motors, spare parts and components, wireless apparatus, cabinets, loud speakers, receiving and transmission sets, scientific instruments and apparatus of



every description used in connection with wireless, television, telegraph or telephone, transformers, distribution systems, cranes, gramophone, gramophone records, sound cabinets and talking machines of all kinds, electrical fittings and goods, iron-mongery and hardware, furniture, silver and electroplated goods and articles of a like nature, general and refrigeration engineers and refrigerating contractors, manufacturers, importers, exporters, wholesale and retail dealers of and in refrigerators, refrigerating plant, machinery and all components thereof in all their branches, whether as wholesalers and retailers, and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents or otherwise.

- (D) To enter into contracts of all types and descriptions, including licences, in relation to the aforesaid trades or businesses and to design, erect, construct, repair, operate, maintain, alter, pull down, restore, purchase, acquire and let out on hire either alone or jointly with any other companies or persons, works, buildings and equipment of all descriptions including chemical plants, oil refineries, gas, electric, water, drainage and sewage works, airports, nuclear installations, wharfs, docks, piers, railways, waterways, roads, bridges, houses, offices, workshops, premises, warehouses, factories, engines, machinery, tools, plant, implements, railway carriages and wagons, ships, aircraft, vehicles and vessels and works and buildings of every description.


- (ii) By the deletion of paragraphs (J) and (L) of Clause 3 thereof and the relettering of paragraphs (H) and (I) to become paragraphs (E) and (F), paragraph (K) to become paragraph (G) and paragraphs (M) to (Bl) to become paragraphs (H) to (U) inclusive."

2. The Articles of Association of the Company be altered by the insertion of a new Article 2 as follows:-

- 3 -

"In these Articles the term "Parent Company" shall mean ICI Petroleum Ltd".

Passed this twenty-fifth day of September 1980

  
CHAIRMAN OF THE MEETING

SEC19/A26-A28/JEL



1389340  
14

THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SOUND ENGINEERING LIMITED

1. The name of the Company is "Sound Engineering Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) To carry on the trade or business of chemical, mechanical, electrical, civil, structural, architectural, heating, ventilating and instrument engineers and of designers, constructors, manufacturers, workers and dealers in chemical, electrical, civil and heavy engineering plant apparatus and goods, metal workers, welders, platers, plumbers, founders, smiths, carpenters and machinists.
  - (B) To carry on the trade or business as engineers, designers, manufacturers, contractors and wholesale and retail dealers of and in instruments and apparatus of every sort for use in connection with the control of industrial and environmental noise and vibration, and to provide consultancy and installation services in respect of the same.
  - (C) To carry on the trade or business of electrical engineers and contractors, manufacturers, importers, exporters, hirers, factors, merchants, agents, designers of, wholesale and retail dealers of and in all kinds of electrical instruments, relays, control equipment, motors, spare parts and components, wireless apparatus, cabinets, loud speakers, receiving and transmission sets, scientific instruments and apparatus of every description used in connection with wireless, television, telegraph or telephone, transformers, distribution systems, cranes, gramophone, gramophone records, sound cabinets and talking machines of all kinds, electrical fittings and goods, iron-mongery and hardware, furniture, silver and electroplated goods and articles of a like nature, general and refrigeration engineers and refrigerating contractors, manufacturers, importers, exporters, wholesale and retail dealers of and in refrigerators, refrigerating plant, machinery and all



components thereof in all their branches, whether as wholesalers and retailers, and to carry on any other trade or business (manufacturers or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company, and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents or otherwise.

- (D) To enter into contracts of all types and descriptions, including licences, in relation to the aforesaid trades or businesses and to design, erect, construct, repair, operate, maintain, alter, pull down, restore, purchase, acquire and let out on hire either alone or jointly with any other companies or persons, works, buildings and equipment of all descriptions including chemical plants, oil refineries, gas, electric, water, drainage and sewage works, airports, nuclear installations, wharfs, docks, piers, railways, waterways, roads, bridges, houses, offices, workshops, premises, warehouses, factories, engines, machinery, tools, plant, implements, railway carriages and wagons, ships, aircraft, vehicles and vessels and works and buildings of every description.
- (E) To buy, sell, manipulate, import, export and deal in all substances, apparatus, and things capable of being used in any such businesses as aforesaid or required by any persons having dealings with the Company, either by wholesale or retail.
- (F) To carry on the business of General Merchants, Importers, and Exporters, Shippers, Traders, Commission Agents and Manufacturers Agents, and any other trade or business in any goods or classes of goods whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with such businesses or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of any of the Company's assets, property or rights.
- (G) To purchase or otherwise acquire, charter or otherwise hire, equip, sell, repair, let out to hire, and trade with any steam or sailing vessels of all kinds, or to purchase or otherwise acquire any shares or interest in the same as well for the purposes of any of the objects mentioned in this Memorandum as for an independent source of profit.

- (H) To borrow or raise or secure the payment of money and for those and other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company present or after acquired, including uncalled capital and to create, issue, make draw, accept, and negotiate perpetual or redeemable debentures or debenture stock bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.
- (I) To appoint any person or persons or a corporation to act as attorneys or agents of the Company for all or any of the purposes stated in the Memorandum of Association, with such powers, (including power to sub-delegate) and upon such terms as may be thought fit.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, any lands, buildings, rights, privileges, concessions, licenses, machinery, plant, stock-in-trade and any moveable or immovable property of any kind necessary or convenient for the purposes of, or in connection with the Company's business or any branch or department thereof.
- (K) To erect, construct, lay down, enlarge, alter, maintain, and remove or replace any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidize or join with any other firm, person or company in the erection construction maintenance or replacement of any of the above, and to work, manage, and control, the same or join with others in so doing.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (M) To lend and advance money or give credit to and to guarantee the debts and contracts of such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons firms or companies.
- (N) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

- (O) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (P) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (T) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully

or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.

- (U) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are incidental or conducive to the objects or any of them.

4. The liability of the members of the Company is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
D J ALLEN  Imperial Chemical House, Millbank, London, S.W.1  COMPANY OFFICIAL	One
H E SPARRCOW  Imperial Chemical House, Millbank, London, S.W.1  COMPANY OFFICIAL	One

DATED this 23rd day of August 1978.

WITNESS to the above signatures:-

S F BURTON  
COMPANY OFFICIAL

Imperial Chemical House,  
Millbank,  
London, S.W.1

THE COMPANIES ACTS, 1948 TO 1976

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

OF

SOUND ENGINEERING LIMITED

---

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948, with the exceptions of Regulations 24, 53, 75, 77, 78, 79, 80, 82, 84, 86, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 101, 107, 108 and 109 shall apply to the Company. Part II of the said Table A shall not apply to the Company.

DEFINITION

2. In these articles the term "Parent Company" shall mean ICI Petroleum Limited.

PRIVATE COMPANY

3. The Company is a Private Company, and accordingly:-
  - (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
  - (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company were, while in that employment, and after the determination of that employment, have continued to be members of the Company) shall be limited to fifty, Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.

- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

#### SHARE CAPITAL

- 4. (A) The capital of the Company is £100 divided into 100 shares of £1 each.
- (B) Save as the Company may by ordinary resolution otherwise direct, all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons at such times and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with the Act.

#### TRANSFER OF SHARES

- 5. The Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share whether fully paid or not.

#### PROCEEDINGS AT GENERAL MEETINGS

- 6. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
- 7. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more persons.

#### DIRECTORS

- 8. The number of Directors shall not be less than two and all Directors shall be appointed by the Parent Company. The method of appointment shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company.
- 9. The Parent Company shall be entitled at any time and from time to time by notice in writing to the Secretary of the Company to remove any Director or Directors and by the like notice to appoint any other



person or persons to be a Director or Directors in the place of the Director or Directors so removed or in place of any Director or Directors vacating office. The Parent Company may also in a similar manner appoint additional Directors.

10. Each of the Directors shall hold office until he is removed in manner provided by Article 9 or dies or vacates office under Article 9.
11. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office.

#### BORROWING POWERS

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

#### POWERS AND DUTIES OF DIRECTORS

13. Subject to the provisions of Article 21 hereof (which relates to the appointment and powers of a Managing Director) the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in General Meeting, subject nevertheless to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom 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.
15. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such periods and on such terms (as to remuneration or otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any

profit realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relation thereby established.

16. Any Director may continue to be or become a Director of or hold any other office or place of profit under any other company in which the Company may be interested, but such Director shall unless the Board of Directors shall otherwise direct be accountable for all remuneration, salary, profit or other benefits received by him as a Director or holder of any other office or place of profit under any such other company. The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them Directors of such company or voting or providing for the payment of remuneration to the Directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be or be about to be appointed Director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.
17. Each Director shall have the power to nominate any person approved by the Parent Company to act as alternate Director in his place at any meeting of the Directors at which he is unable to be present and at his discretion to remove such alternate Director and upon such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director whilst so acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents but shall look to such Director solely for any remuneration as alternate Director. Any Director of the Company appointed as an alternate Director shall vacate office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director.
18. The Directors shall cause minutes to be made in books provided for the purpose:-
  - (A) of all appointments of officers made by the Directors;
  - (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (C) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.

#### VACATION OF OFFICE BY DIRECTORS

19. The office of Director shall be vacated if the Director:-
  - (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (B) becomes prohibited from being a Director by reason of any order made under any legislation affecting the Company; or
- (C) becomes of unsound mind or incapacitated by age or infirmity; or
- (D) (not being a person holding an executive office subject to termination if he ceases from any cause to be a Director) shall resign his office by notice in writing to the Company or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same; or
- (E) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

#### PROCEEDINGS OF DIRECTORS

- 20. The Chairman of the Board shall be appointed from amongst the Directors by the Parent Company who may also at any time and from time to time remove the Chairman and appoint any other person to be Chairman in his place. The method of appointment and removal shall be by notice in writing to the Secretary of the Company signed by a duly authorised officer of the Parent Company. At any time when there is no such Chairman or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

#### MANAGING DIRECTOR

- 21. (A) The Parent Company may at any time and from time to time appoint by notice in writing to the Secretary of the Company by a duly authorised officer of the Parent Company any one or more of the Directors to the office of Managing Director on such terms and for such period as it thinks fit and may similarly revoke such appointment. Notwithstanding the period of such appointment, the appointment shall automatically determine if the Managing Director cease for any cause to be a Director.
- (B) A Managing Director shall receive such remuneration (whether by salary, commission or participation in profits, or partly in one way and partly in another) as the Parent Company may determine.
- (C) The Parent Company shall on appointing a Managing Director determine the powers which he shall be entitled to exercise and in so determining may entrust to and confer upon him all or any of the powers of the Directors upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of the powers of the Directors, and the Parent Company may from time to time revoke, withdraw, alter or vary all or any of such powers.

LOCAL MANAGEMENT

22. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they may think fit and the provisions contained in the two next following Articles shall be without prejudice to the general powers conferred by this Article.
23. The Directors may from time to time and at any time establish any Local Board or Agency for managing any of the affairs of the Company in any such specified locality; and may appoint any persons or body corporate to be members of such Local Board or Managers or Agents, and may fix their remuneration and the Directors may from time to time and at any time delegate to any persons or body corporate so appointed any of the powers, authorities and discretions for the time being vested in the Directors (other than their power to make calls, to forfeit shares, borrow money or issue debentures) and may authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit, and the Directors may at any time remove any person or body corporate so appointed and may annul or vary any such delegation.
24. The Company may exercise all the powers conferred by Section 35 of the Act to have an official seal for use abroad, and such official seal shall be affixed by the authority, and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint.

No. 1389340

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

IMPKEMIX (No. 6) LIMITED

PASSED 25 SEPTEMBER 1980

At an Extraordinary General Meeting of the Company duly convened and held at Imperial Chemical House, Millbank, London SW1 on 25 September 1980, the Resolution set out below was passed as a SPECIAL RESOLUTION of the Company:-

RESOLUTION

"That the name of the Company be changed to Sound Engineering Limited."

Passed this twenty-fifth day of September 1980

*[Signature]*  
CHAIRMAN OF THE MEETING

SEC-19/A25/JEL



*Handwritten:*  
017194.  
£40.

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1389340

I hereby certify that

IMPREMIX (NO.6) LIMITED

having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

SOUND ENGINEERING LIMITED

Given under my hand at Cardiff the

21ST OCTOBER 1980

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

*Assistant Registrar of Companies*

Corporation House  
Albert Road  
Middlesbrough TS1 2RU

Telephone: (0642) 227341  
Telex: 58437  
Teleprinter: (0642) 225464

**Price Waterhouse**



1389340  
/41

28 January 1987

The Directors  
Sound Engineering Limited  
Millbank  
London  
SW1P 3JR

Dear Sirs,

SOUND ENGINEERING LIMITED

In accordance with Section 390 of the Companies Act 1985 we hereby resign as auditors of the above named company with effect from 1 January 1987.

We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

 Price Waterhouse

D368V8/H

**G**

COMPANIES FORM No. 353

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

**353**

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

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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

1389340

Name of company

\* SOUND ENGINEERING LIMITED

\* Insert full name of company

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

5 Strand
LONDON
Postcode WC2N 5HU

† delete as appropriate

Signed

*[Signature]*

Director [Secretary]† Date

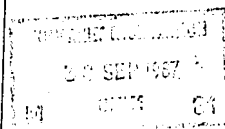
28/9/1987

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

R G Taylor  
5 Strand  
LONDON  
WC2N 5HU

For official Use  
General Section

Post room



**Extel**  
GROUP

12/85

Cat.No.C0353

EXTEL STATISTICAL SERVICES LIMITED 37-43 PAUL STREET, LONDON EC2A 4PB.



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FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1389340

I hereby certify that

**SOUND ENGINEERING LIMITED**

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

**ACCENT GROUP LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 26 JUNE 1990

*E. Owen*  
MRS E. OWEN  
an authorised officer

HC006B

*CMJ*  
14/6/90

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

SOUND ENGINEERING LTD  
(as adopted by special resolution  
passed on 14 June 1990)

---

TABLE A

1. The regulations contained in Table A in the First Schedule to the Companies Act 1948, as amended, shall not apply to the Company.
2. The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment Regulations, 1985)), (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these articles to the complete and total exclusion if the effect of any previous regulations or articles of association adopted by the Company; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of the Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
3. Regulations 24, 73 to 80 (inclusive) and 94 to 97 (inclusive) in Table A shall not apply to the Company.

DISAPPLICATION OF PRE-EMPTION PROVISIONS

4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company or equity securities, are hereby excluded.

REGISTRATION OF SHARE TRANSFERS

5. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

*[Faint stamp]*  
1990

#### APPOINTMENT AND REMOVAL OF DIRECTORS

6. A member holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by or on behalf of the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgment at the office or delivery to the secretary.
7. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
8. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
9. The removal of a director under article 6 or 8 shall be without prejudice or any claim the director may have for breach of any contract of service between him and the Company.
10. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

#### DIRECTORS INTERESTS

11. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.

#### OFFICIAL SEAL

12. The Company may exercise all the powers conferred by Section 39 of the Act to have an official seal for use abroad. Such official seal shall be affixed in the presence of such persons as the directors shall from time to time appoint in writing under the common seal of the Company.

**G**

COMPANIES FORM NO. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringInsert full name  
of company

To the Registrar of Companies

For official use Company number

--	--	--	--

1389340

Name of company

\* ACCENT GROUP LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 28 JUNE 1990 the nominal capital of the company has been  
increased by £ 6,499,900 beyond the registered capital of £ 100

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:

To rank *pari passu* in all respects with the existing  
ordinary shares in the capital of the Company.

Please tick here if  
continued overleaf☐

Signed

Designation: Secretary Date: 3.7.1990Insert Director,  
Secretary,  
Administrator,  
Administratrix,  
Receiver or Receiver  
(Scotland) as  
appropriatePresentor's name, address and  
reference (if any):

R G Taylor  
Enterprise Oil plc  
5 Strand  
LONDON WC2N 5HU

For official use

General section

Post room

COMPANIES HOUSE  
1 - 5 JUL 1990  
M 28



The Solicitors Law Stationery Society plc 24 Gray's Inn Road, London WC1X 8BH

1987 G123  
497 EN  
551/157

Companies G123

No: 1389340

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ACCENT GROUP LIMITED

Passed on 28 June 1990

At an Extraordinary General Meeting of the above-named Company duly convened and held at 5 Strand, London WC2 on 28 June 1990, the following resolutions were duly passed, as Ordinary Resolutions:-

1. "THAT the authorised share capital of the company be increased from £100 to £6,500,000 by the creation of 6,499,900 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 thereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority."

*Jim*  
..... *J. H. H. H. H. H.* .....  
Chairman

COMPANIES HOUSE  
12 5 JUL 1990  
M

# KPMG Peat Marwick

St James' Square  
Manchester M2 6DS

Telephone 061 838 4000  
Telefax 051 838 4040  
Telex 668265 PMMMAN G  
DX 18187 Manchester 3

Board of Directors  
Accent Group Limited  
Chadderton Industrial Estate  
Greengate  
Middleton  
Greater Manchester

Our ref abw/hpj/7/L576

3 September 1993

138 89340

Dear Sirs

## Notice of resignation

Following the acquisition of the company by Accent Doors Limited, we hereby give notice of our resignation as auditors of your company with effect from 6 September 1993.

In our opinion there are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully

*KPMG Peat Marwick*

KPMG Peat Marwick



Member firm of  
Klynveld Peat Marwick Goerdeler

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

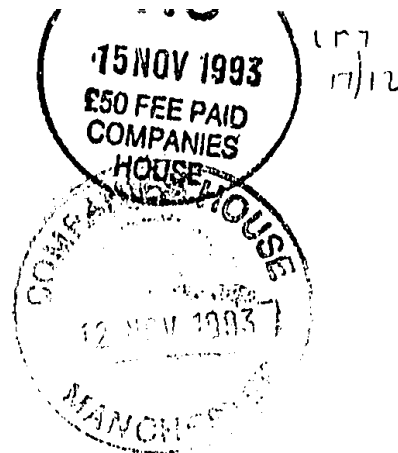
The address for the purposes of Section 4, Business Names Act 1975 is 1 Puddle Dock,  
Blackfriars, London EC4V 3PU at which a list of partners' names is available for inspection.

Company Number: 1389340

THE COMPANIES ACT 1985 & 1989

PRIVATE  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
OF  
ACCENT GROUP LIMITED




At an Extraordinary General Meeting of the above named Company duly convened and held at Greengate Industrial Park, Greengate, Middleton, Manchester on the 13th day of October 1993 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the name of the Company be changed to:-

ACCENT DOORS LIMITED

NB   
.....  
Secretary





# **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

No. 1389340

I hereby certify that

**ACCENT GROUP LIMITED**

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

**ACCENT DOORS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 17 DECEMBER 1993

A handwritten signature in ink, appearing to read 'P. LEVIN'.

an authorised officer

HC0065

0000000000

16/12/93

## **NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD**

**Companies House regrets that the microfiche record for this company contains some data which is illegible.**

**The poor quality has been noted but unfortunately the steps taken to improve the quality have been unsuccessful.**

**Companies House would like to apologise for any inconvenience this may cause.**