



Crown Way Cardiff CF14 3UZ  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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## NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

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

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### COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send to us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.

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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

† Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

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

THE COMPANIES ACTS 1948 TO 1976

Form No. 41

# 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

# 41

Company number

1175898					
---------	--	--	--	--	--

Name of Company

FELLSHIRE	Limited *
-----------	-----------

I, NIGEL LEONARD BLOOD

of 84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

do solemnly and sincerely declare that I am † a person named as Secretary of the Company  
in the statement delivered under Section 21 of the Companies Act 1976

of FELLSHIRE 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 Temple Chambers  
Temple Avenue  
London, EC4Y 0HP

the 17th day of January  
One thousand nine hundred and Eighty

before me A Commissioner for Oaths ‡

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

The London Law Agency Ltd  
Temple Chambers  
Temple Avenue  
London, EC4Y 0HP

Telephone : 01-353 9471  
Telex : 23553

For official use  
General Section

Post room

THE LONDON LAW AGENCY LIMITED  
Company Registration Agents, Law Agents, Printers and Publishers  
TEMPLE CHAMBERS, TEMPLE AVE, LONDON, EC4Y 0HP Tel: 01-353 9471 (6 lines)

COMPANY LIMITED BY SHARES

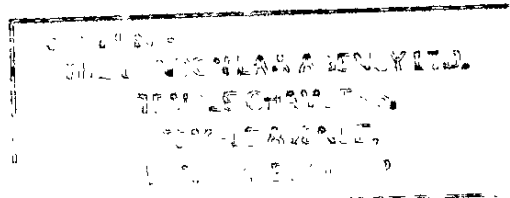
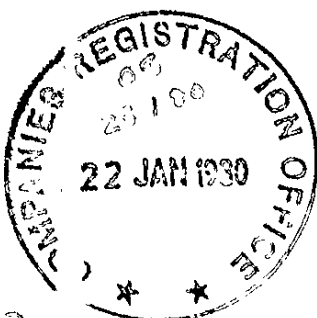
MEMORANDUM OF ASSOCIATION

of

FELLSHIRE LIMITED

1476898/3

1. The Name of the Company is "FELLSHIRE LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
  - (A) To carry on all or any of the businesses of builders and building contractors, civil engineers, contractors for the construction, maintenance, repair, decoration, alteration and demolition of buildings of all kinds, builders' merchants, proprietors, hirers, letters on hire, manufacturers, repairers, merchants and factors of, agents for and dealers in builders' and general contractors' plant, machinery, implements, equipment and appliances of all kinds, merchants of and dealers in stone, sand, gravel, bricks, tiles, slates, lime, cement, plastic and plastic substances, builders' materials and goods of every description, plumbers, painters and decorators, timber merchants and sawmill proprietors, importers of and dealers in joinery, hard and soft woods, veneers, mouldings and building woodwork of all kinds, carpenters, joiners, turners, coopers and packing case makers, cabinet makers, shop and office fitters, french polishers, electrical, gas, hot water, heating, mechanical, motor and general engineers, hardware merchants and general ironmongers, garage and petrol filling station proprietors, motor dealers, agents and distributors, cafe and restaurant proprietors, caterers, confectioners, tobacconists and newsagents, travel agents, haulage contractors, undertakers, insurance agents, property owners, repairers and jobbers, auctioneers, valuers, architects, surveyors, house, land and estate agents.



71/114/18/14

- (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, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

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

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(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.

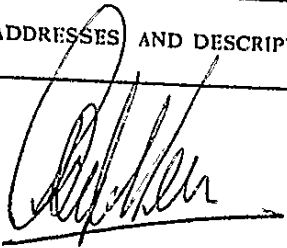
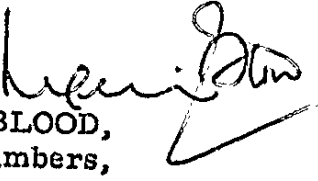
(W) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

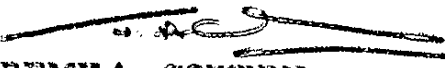
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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
 ROY C. KEEN, Temple Chambers, Temple Avenue, London EC4Y 0HP.  Company Director.	One
 NIGEL L. BLOOD, Temple Chambers, Temple Avenue, London EC4Y 0HP.  Company Director.	One

Dated the 1st day of January 1980.

Witness to the above Signatures:-

  
J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Company Director.



THE COMPANIES ACTS, 1948 to 1976

1476898/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of  
FELLSHIRE 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 34 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 Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.
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.

## ALTERNATE DIRECTORS.

11. 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.

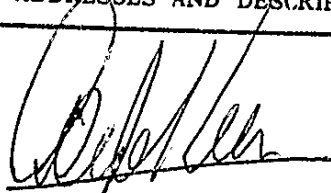
## TRANSFER OF SHARES.

12. 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.

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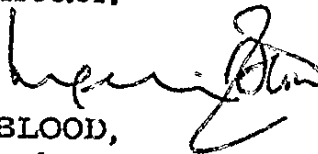
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---



ROY C. KEEN,  
Temple Chambers,  
Temple Avenue,  
London, EC4Y OHP.

Company Director.



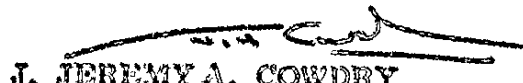
NIGEL L. BLOOD,  
Temple Chambers,  
Temple Avenue,  
London, EC4Y OHP.

Company Director.

---

Dated the 1st day of January 1980.

Witness to the above Signatures:-



J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y OHP.

Company Director.



THE COMPANIES ACTS 1948 TO 1976

RM 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

1

Please do not  
write in this  
binding margin



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

\*delete if  
inappropriate

Company number

1476398

Name of Company

FELLSHIRE

Limited\*

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

84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP

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

X

The London Law Agency Limited  
84 Temple Chambers, Temple Avenue, London, EC4Y 0HP

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

Presenter's  
reference (if any)

The London Law Agency Limited  
84 Temple Chambers,  
Temple Avenue,  
London, EC4Y 0HP  
Telephone: 01-353 9471  
Telex: 23553

for official use  
General section

Post room



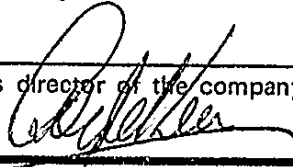
The London Law Agency Limited

TEMPLE CHAMBERS, TEMPLE AVENUE LONDON, EC4Y 0HP

Company Registration Agents, Printers and Publishers  
Tel 01-353 9471 (10 lines)

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:


Please do not write in this binding margin

Name (note 2)	Roy Charles Keen	Business occupation	Company Director
Former name(s) (note 3)		Nationality	English
Address (note 4)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
The London Law Agency Limited West's Printing Works Limited			
I hereby consent to act as director of the company named on page 1			
Signature		Date	1 JAN 1980

#### 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.

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:

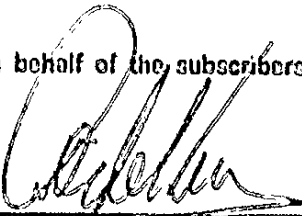

Name (notes 2 & 7)	Nigel Leonard Blood
Former name(s) (note 3)	
Address (notes 4 & 7)	84 Temple Chambers, Temple Avenue, London, EC4Y 0HP
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 1 JAN 1980

#### 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.

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

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

Signature		[Subscriber]	Date	1 JAN 1980
Signature		[Subscriber]	Date	



COPY

## CERTIFICATE OF INCORPORATION

No. 1476898

I hereby certify that

**FELLSHIRE 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

**4TH FEBRUARY 1980**

  
Assistant Registrar of Companies

## COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION  
of  
WILLSHIRE LIMITED

Passed the 4th day of February, 1980

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 4th day of February, 1980, the following SPECIAL RESOLUTION was duly passed:-

That the provisions of the Memorandum of Association of the Company with respect to its objects be and the same are hereby altered by deleting Sub-Clause (A) of Clause 3 and by substituting therefor the following new Sub-Clause:-

- (A) To carry on the businesses of motor, electrical, vacuum, vacuum processing and general engineers and engineering contractors, builders, carpenters, and decorators, designers, builders, constructors, repairers, towers and furnishers of agents for the sale and purchase, exchange or hire of and dealers in and distribute of motor cars, caravans, trailer caravans, trailers, taxi-cabs, vans, lorries, wagons, omnibuses, coaches, cycles, motorcycles and other vehicles and conveyances of every description, and all equipment, accessories, fittings, stores and supplies required in connection therewith, wiring, contractors, manufacturers, and structural, civil and sanitary engineers, garage proprietors, private hire, car and taxi-cab proprietors, letters on hire of and plyers for hire with vehicles of all kinds, however, propelled, carriers, transport, haulage and cartage contractors, insurance agents, dealers in petrol, motor spirit, gas and other oils, and proprietors of stores and depots for the supply thereof, timber merchants, saw mill proprietors, wood turners, wood workers, joinery manufacturers, carpenters, undertakers, moulding manufacturers, manufacturers of and dealers in domestic woodwork and joinery, shop fitters and shop front constructors, portable building manufacturers and distributors, wheelwrights, cabinet makers, upholsterers, french polishers, furniture manufacturers and repairers, packing case makers, timber, hardwood and veneer merchants and importers, wood paving and flooring manufacturers, tool makers, metal workers, machinists, smiths, panel beaters, welders, cellulose and paint sprayers, painters, enamellers, motor, mechanical and consulting engineers and contractors manufacturers, fitters, maintenance, repairers, merchants of, agents for and dealers in electrical and gas apparatus, vacuum and vacuum equipment, stores, articles and

Prepared by  
THE LONDON LAW AGENCY LTD.,  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, EC4Y 0HP.

  
ROY C. KUEN,  
Chairman

JAL/CAM/UNT

Number of Company: 1476898

19  
THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

of

FELLSHIRE LIMITED

Passed the 4th day of February, 1980.

At an EXTRAORDINARY GENERAL MEETING of the Company,  
duly convened, and held on the 4th day of February, 1980,  
the following SPECIAL RESOLUTION was duly passed :-

That the name of the Company be changed to  
T. MET. L. LIMITED.

ROY C. KEEN,

  
Chairman.

Presented by:-  
THE LONDON LAW AGENCY LTD.,  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON, EC4Y 0HP.

JDB/CAMB/VINT/72

The London Law Agency Limited, Temple Chambers, Temple Avenue, London, EC4Y 0HP





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1476398

/10

I hereby certify that

**FELLSHIRE LIMITED**

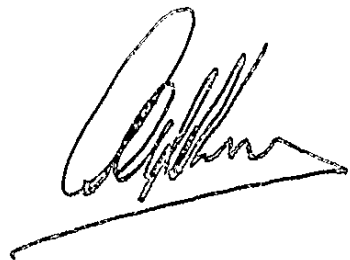
having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**T. MET. L. LIMITED**

Given under my hand at Cardiff the **16TH SEPTEMBER 1980**

E. A. WILSON

*Assistant Registrar of Companies*



THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

T. MET. L. LIMITED

(As altered by Special Resolution passed on the 4th February, 1980)

1. \* The Name of the Company is "T. MET. L. 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 businesses of motor, electrical, vacuum, vacuum processing and general engineers and engineering contractors, builders, carpenters, and decorators, designers, builders, constructors, repairers, towers and furnishers of agents for the sale and purchase, exchange or hire of and dealers in and distribute of motor cars, caravans, trailer caravans, trailers, taxi-cabs, vans, lorries, wagons, omnibuses, coaches, cycles, motorcycles and other vehicles and conveyances of every description, and all equipment, accessories, fittings, stores and supplies required in connection therewith, wiring, contractors, manufacturers, and structural, civil and sanitary engineers, garage proprietors, private hire, car and taxi-cab proprietors, letters on hire of and plyers for hire with vehicles of all kinds, however, propelled, carriers, transport, haulage and cartage contractors, insurance agents, dealers in petrol, motor spirit, gas and other oils, and proprietors of stores and depots for the supply thereof, timber merchants, saw mill proprietors, wood turners, wood workers, joinery manufacturers, carpenters, undertakers, moulding manufacturers, manufacturers of and dealers in domestic woodwork and joinery, shop fitters and shop front constructors, portable building manufacturers and distributors, wheelwrights, cabinet makers, upholsterers, french polishers, furniture manufacturers and repairers, packing case makers, timber, hardwood and veneer merchants and importers, wood paving and flooring manufacturers, tool makers, metal workers, machinists, smiths, panel beaters, welders, cellulose and paint sprayers, painters, enamellers, motor, mechanical and consulting engineers and contractors manufacturers, fitters, maintainers, repairers, merchants of, agents for and dealers in electrical and gas apparatus, vacuum and welding equipment, stores, articles and

\* The Name of the Company was on the 16th September, 1980 changed from "FELLSHIRE LIMITED".

JSAC/GMB/bmr.

Prepared by -  
THE LONDON LAW AGENCY LTD.  
TEMPLE CHAMBERS,  
TEMPLE AVENUE,  
LONDON E.C.4 6D

(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, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of its 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.

1

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

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(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 above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraphs) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

Company Number: 1476898

112

THE COMPANIES ACTS 1948 to 1980

SPECIAL RESOLUTION

of

T. MET. L. LIMITED

Passed on 3rd April 1981

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Windmill Lane Histon Cambridge on 3rd April 1981 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:

- 1.(a) The directors are unconditionally authorised for the purposes of section 14 of the Companies Act 1980 to allot and dispose of or grant options over the company's shares to such persons, on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the company at any time or times during the period of five years from the date of this resolution
- (b) Any shares allotted by the directors pursuant to the authority contained in resolution 1(a) shall not be subject to the provisions of section 17 (1) of the Companies Act 1980

.....  
Chairman of Meeting



**A****THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given during the course of an accounting reference period**

Pursuant to section 3(1) of the Companies Act 1976

**3**Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

13

1476898

Name of company

T. MET. L. LIMITED

Limited\*

\*delete if  
inappropriate**Note**Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 0 0 6

†delete as  
appropriateThe 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 0 0 6 1 9 8 2

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

†delete as  
appropriate

The company is a [subsidiary] [holding company] of N/A

, company number

the accounting reference date of which is

§delete as  
appropriate

Signed

[Director] [Secretary] Date

19/3/1982

Presenter's name, address and  
reference (if any)\*WILLIAMS & CLARK & CO.  
CHARITABLE ACCOUNTANTS,  
62 HILLS ROAD,  
CAMBRIDGE CB2 1LAFor official use  
General section

Postroom





RES. FOR PUBLIC FILE

NO ACTION TAKEN

Number of Company: 1476898

R/V 3327/83.

10/11

File for refund.

A.K. Phillips 2/12/83

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

(copy)

SPECIAL RESOLUTION

OF

RES. FOR PUBLIC FILE  
NO ACTION TAKEN

T. MET. L. LIMITED

Passed the 12th day of October 1983

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 12th day of October 1983, the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to

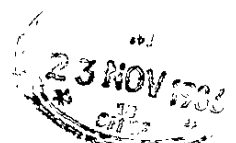
TECVAC LIMITED

RES. FOR PUBLIC FILE

NO ACTION TAKEN

H. E. Weston

CHAIRMAN



W. G. G.  
466  
142171

Number of Company: 1476898 <sup>17</sup>

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

(copy)

SPECIAL RESOLUTION

OF

T. MET. L. LIMITED,

Passed the 12<sup>th</sup> day of OCTOBER 1983

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 12<sup>th</sup> day of OCTOBER 1983, the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to

TECVAC LIMITED! ✓

M. B. B. B.

CHAIRMAN

22 NOV 1983

-4 NOV 1983



N/N. 440

347680

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1476898

I hereby certify that


18

T. MET. L. LIMITED

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

TECVAC LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 5TH DECEMBER 1983

  
MRS. D. M. WILKIE

an authorised officer

TECVAC LIMITED  
Company Number: 1476898  
Companies Acts 1948 to 1981  
Company limited by shares

21

RESOLUTION

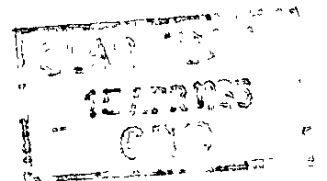
PURSUANT to Regulation 5 of Part II of Table A of the First Schedule of the Companies Act 1948 as incorporated in the Articles of Association of the Company we the undersigned being all the members of the Company being entitled to receive notice of and to attend and vote at general meetings of the company hereby pass the following Ordinary Resolution.

1. RESOLVED that the capital of the Company be increased to £1,000,000 by the creation of 999,900 Ordinary Shares of £1 each ranking pari passu with the existing shares in the capital of the Company.

M Boston  
.....  
M Boston

J Short  
.....  
J Short

Dated... 3rd April, 1985 .....



THE COMPANIES ACTS 1948 TO 1976

**Notice of increase in nominal capital**

Pursuant to section 63 of the Companies Act 1948

Please do not  
write in this  
binding marginPlease complete  
logically, preferably  
in black type, or  
bold block lettering\*delete if  
inappropriate† delete as  
appropriate**Note**This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies within  
15 days after the  
passing of the  
resolution.

To the Registrar of Companies

For official use

Company number

22

1476898

Name of company

TECVAC

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by  
 [ordinary][extraordinary][special]† resolution of the company dated 3rd April 1985,  
 the nominal capital of the company has been increased by the addition thereto of the sum of  
 £ 999,900 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows :

Number of shares	Class of share	Nominal amount of each share
999,900	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
 The conditions (eg. voting rights, dividend rights, winding-up rights, etc.) subject to which the new  
 shares have been or are to be issued are as follows :

the new shares rank pari passu with the existing shares  
 in the capital of the Company

Please tick here if  
continued overleaf ☐† delete as  
appropriate

Signed

HCBatu

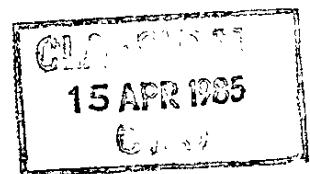
[Director][Secretary]† Date 3rd April, 1985Presentor's name, address and  
reference (if any):

Vinters  
 St George House  
 1 Guildhall Street  
 Cambridge CB2 3LY

Ref: JT

For official use  
General Section

Post room

**The London Law Agency Limited**

Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP

Tel: 01-353 9471 (10 lines)

Special Resolution

The following resolution was passed as a Special Resolution at an Extraordinary General Meeting held at Tecvac Limited, Main Street Shaw-Cum-Guy, Cambridge. on Wednesday the 18<sup>th</sup> day of September 1985 at 10.00 a.m./~~p.m.~~

THAT


(a) the authorised share capital of the Company be increased to £1,004,000 by the creation of 4,000 new 'B' Ordinary Shares of £1 each, such new Ordinary Shares to carry the rights set out in the Articles of Association of the Company as amended by paragraph (b) of this Special Resolution;

(b) the Articles of Association of the Company be amended by adding the following new article at the end of the existing articles of association:-

"13. The 'B' Ordinary Shares of £1 each in the capital of the Company shall rank pari passu in all respects with the existing Shares of £1 each save that :-

(a) the holders of a majority of the 'B' Ordinary Shares may from time to time and at any time until 6th September 1989 appoint one director and may remove from office the director appointed by them and may appoint another director in his place. Every such appointment or removal shall be in writing signed for and on behalf of the holders of a majority of the 'B' Ordinary Shares and shall take effect on delivery to the registered office of the Company; and





(b) notwithstanding any provision of law, the holders of the 'B' Ordinary Shares shall not by virtue of their holdings of 'B' Ordinary Shares be entitled to receive any offer of shares to be issued by the Company for cash. Accordingly Section 89(1) of the Companies Act 1985 shall not apply in favour of the holders of the 'B' Ordinary Shares.

For the avoidance of doubt it is declared that the creation and issue of any further shares in the capital of the Company shall not be deemed to constitute an alteration, modification or abrogation of any of the rights attaching to the 'B' Ordinary Shares, notwithstanding the rights or privileges attaching to such further shares."

Signed:-



M. Boston  
Director



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 lettering

To the Registrar of Companies

For official use

Company number

1817

1476898

Name of company

\* TECVAC LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 18th September 1985 the nominal capital of the company has been  
increased by £ 4,000 beyond the registered capital of £ 1,000,000.

A copy of the resolution authorising the increase is attached.<sup>5</sup>

<sup>5</sup> the copy must be  
printed or in some  
other form approved  
by the registrar

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

The share capital of the Company was increased from 1,000,000  
Ordinary Shares by the creation of 4,000 new 'B' Ordinary  
Shares.

Please tick here if  
continued overleaf



† delete as  
appropriate

✓ Signed

*M E Burtu*

✗ [Director] [Secretary] † Date 23.09.85

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1G 6EE  
TELEPHONE 01 253 3030  
TELEX 201010

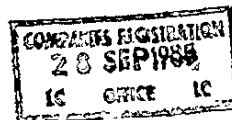


Presenter's name address and  
reference (if any):

Herbert Smith & Co  
Watling House  
35/37 Cannon Street  
London EC4M 5SD  
REF: 42/C23

For official Use  
General Section

Post room





28

## THE COMPANIES ACTS 1948 to 1976

## COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

of

## TECVAC LIMITED

## PRELIMINARY

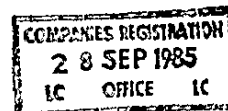
1. The Regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 77 and 79 in Part I of Table 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 Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.
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.

#### ALTERNATE DIRECTORS

11. 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.

#### TRANSFER OF SHARES

12. 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.
13. The 'B' Ordinary Shares of £1 each in the capital of the Company shall rank pari passu in all respects with the existing Shares of £1 each save that:-

- (a) the holders of a majority of the 'B' Ordinary Shares may from time to time and at any time until 6th September 1989 appoint one director and may remove from office the director appointed by them and may appoint another director in his place. Every such appointment or removal shall be in writing signed for and on behalf of the holders of a majority of the 'B' Ordinary Shares and shall take effect on delivery to the registered office of the Company; and
- (b) notwithstanding any provision of law, the holders of the 'B' Ordinary Shares shall not by virtue of their holdings of 'B' Ordinary Shares be entitled to receive any offer of shares to be issued by the Company for cash. Accordingly Section 89(1) of the Companies Act 1985 shall not apply in favour of the holders of the 'B' Ordinary Shares.

For the avoidance of doubt it is declared that the creation and issue of any further shares in the capital of the Company shall not be deemed to constitute an alteration, modification or abrogation of any of the rights attaching to the 'B' Ordinary Shares, notwithstanding the rights or privileges attaching to such further shares.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

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

Company Director

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

Company Director

---

Dated the 1st day of January 1980

Witness to the above Signatures:-

J. JEREMY A. COWDRY,  
Temple Chambers,  
Temple Avenue,  
London EC4Y 0HP.

Company Director

TECVAC LIMITED

Company Number: 1476898

Companies Acts 1948-1985

Company Limited by shares

R E S O L U T I O N S

PURSUANT to Regulation 5 of Part II of Table A of the First Schedule of the Companies Act 1948 as incorporated in the Articles of Association of the Company we the undersigned being all the members of the Company being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following Resolution as a Special Resolution.

1. RESOLVED that the capital of the Company be increased to £1,026,666 by the creation of 18,666 'B' Ordinary Shares of £1 each ranking pari passu with the existing shares in the capital of the Company save as provided by the Articles of Association of the Company.

*M E Boston*  
.....

M E Boston

*C G S Saunders*  
.....

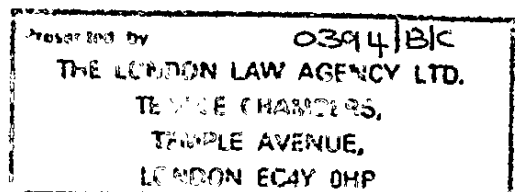
C G S Saunders

*D I A*  
.....

duly authorised for  
Thermal Scientific plc



Dated 30th January 1987



# 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 lettering

To the Registrar of Companies

For official use

Company number

[ 1 3 ] ( )

1476898

Name of company

\*

TECVAC

Limited

\* Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 30th January 1987 the nominal capital of the company has been  
increased by £ 18,666 beyond the registered capital of £ 1,008,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

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

pari passu with the existing 'B' Ordinary Shares

Please tick here if  
continued overleaf

☐

† delete as  
appropriate

Signed

ME *ME*

[Director][Secretary]† Date 18/2/87

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

Vinters  
St. George House  
1 Guildhall Street  
Cambridge CB2 3LY

Ref: JRS  
TEMPLE AVENUE,  
LONDON EC4Y 0HP

For official Use  
General Section

Post room



Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 0HP Tel: 01-353 9471 (10 lines)



THE LAW SOCIETY'S  
ASSOCIATION

TECVAC LIMITED

Company Number: 1476898

Companies Act 1985

Company limited by shares

RESOLUTIONS

PURSUANT to Regulation 5 of Part II of Table A of the First Schedule of the Companies Act 1948 as incorporated in the Articles of Association of the Company we the undersigned being all the members of the Company being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following Resolutions as Special Resolutions.

1. RESOLVED that the capital of the Company be increased to £1,008,000 by the creation of 4,000 'B' Ordinary Shares of £1 each ranking pari passu with the existing shares in the capital of the Company save as provided by the Articles of Association of the Company.
2. RESOLVED that the directors are unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot and dispose of and grant options over the Company's shares as they think fit, up to the amount of the share capital of the Company as increased by Resolution 1 above, at any time or times during the period of five years from the date of this Resolution.
3. RESOLVED that any shares allotted by the directors pursuant to the authority contained in Resolution 2 above shall not be subject to the provisions of Section 89(1) of the Companies Act 1985.

.....  
M Boston

.....  
C Saunders

.....  
DIA Fina  
Duly authorised for  
Thermal Scientific Plc

Dated 30th January 1987

03041BK

# 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 lettering

To the Registrar of Companies

For official use

Company number

[1313]

1476898

Name of company

\* Insert full name  
of company

\* **TECVAC**

Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30th January 1987 the nominal capital of the company has been increased by £ 4,000 beyond the registered capital of £ 1,004,000.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

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

The share capital of the Company was increased to £1,008,000 Ordinary Shares by the creation of 4,000 new 'B' Ordinary Shares.

Please tick here if  
continued overleaf



† delete as  
appropriate

Signed

*M. B. Smith*

(Director) Secretary † Date 18/2/87

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

NOTED BY 0394/BK VINTERS  
THE LONDON LAW AGENTS  
TE CHAMBERS, GEORGE HOUSE  
TEMPLE AVENUE, LONDON, EC4Y 3LY  
Ref: DCL/PP

For official Use  
General Section

Post room



Company Registration Agents, Printers and Publishers

TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON, EC4Y 3HP Tel: 01-353 9471 (10 lines)



# G

COMPANIES FORM No. 225(1)

# 225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number


1476898
---------

Name of company

• <u>TECVAC LIMITED</u>
-------------------------

\*Insert full name of company

### Note

Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

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

Day Month

3	1	1	2
---	---	---	---

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

Day Month Year

3	1	1	2	1	9	8	9
---	---	---	---	---	---	---	---

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 SHELL VENTURES U.K. LIMITED, company number 524284

the accounting reference date of which is 31/12

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed.

An administration order was made in relation to the company on \_\_\_\_\_ and it is still in force

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation

SECRETARY

Date

24.4.89

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

C.T.D. MORIARTY  
Shell-Mex House  
Strand  
London  
WC2R 0DX  
Ref: UKLG/6

For official use  
General Section

Post room



# Whitmarsh Sterland

2  
1476898

Chartered Accountants

62 Hills Road, Cambridge CB2 1LA  
Telephone: 0223 - 65816 Fax: 0223 - 66695

Also at St. Neots and Sawston

Our Ref: DLM/JT

30 March 1989

The Directors  
Tecvac Limited  
Stow-cum-Quy  
CAMBRIDGE

CERTIFIED TRUE COPY

SECRETARY

Dear Sirs

We hereby resign as auditors of Tecvac Limited ("the Company") with effect from Completion of the purchase of all the issued share capital of the Company by Shell Ventures U.K. Limited.

There are no circumstances in connection with our resignation which we consider should be brought to the notice of the members or creditors of the Company.

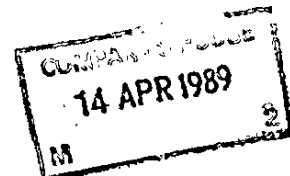
We hereby acknowledge that we have no claim (save for claims for unpaid audit fees in respect of the period ending 30 June 1988 and save an amount not yet billed but not exceeding £2000 plus VAT for time spent on the Company's affairs since 30 December 1988,) on any account whatsoever against the Company.

Yours faithfully

*Whitmarsh Sterland*

*NON*

WHITMARSH STERLAND



Authorised by the  
Institute of Chartered  
Accountants in  
England and Wales to  
carry on Investment  
Business

M.C. Burton R.J. Britton T.J. Croxall J.K. Saxfield D.L. Martin M.C. Cherry  
Consultant J.H. Sterland Associate P.J. Chandler

### Statement of particulars of variation of rights attached to shares

**128(3)**

[illegible]

Pursuant to section 128(3) of the Companies Act 1985

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

For official use      Company number

r	-	t	-	t	-
L	-	L	-	L	-

**7** **6** **5** **4** **3** **2** **1**

\* 400.000 100.000 100.000  
 6 100.000 100.000

Name of company

• RECOVER UNIFIED

\*Page 10 (1370)

Ont

the rights attached to

Number of shares	Class(es) of share
20,000	"B" (Preferred) Shares (\$100 par value)

were varied as set out below (otherwise than by amendment of the company's memorandum or articles or by any resolution or agreement to which section 380 of the above Act applies)

[illegible][illegible]

## Supposed

**Originator**      **Date**

PRESIDENTS, MEMBERS AND  
REFERENDUMS (1987)

$\left( \begin{array}{c} 1 \\ 0 \\ 0 \end{array} \right) = \left( \begin{array}{c} 1 \\ 0 \\ 0 \end{array} \right) + \left( \begin{array}{c} 0 \\ 0 \\ 0 \end{array} \right)$   
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(7) 2017 (4) 10

13 JUN 1990

**Oyez**

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TECVAC LIMITED

(passed on 1 June 1990)

At the ANNUAL GENERAL MEETING of the Company duly convened and held at Shell-Mex House Strand London WC2R 0DX on 1990 the following Resolutions were duly passed as Special Resolutions of the Company:

1. THAT each of the 26,666 'B' Ordinary Shares of £1 each in the authorised capital of the Company all of which shares are issued and fully paid, be converted into one Ordinary Share of £1 each ranking pari passu with the existing Ordinary Shares in the capital of the Company, as a result of which the authorised capital of the Company shall comprise 1,026,666 Ordinary Shares of £1 each of one class of which 293,332 of such shares are issued and fully paid up.
2. THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof

CHAIRMAN



CERTIFIED TRUE COPY

L. UUG6/ARTASS. DOC

Company No. \_\_\_\_\_

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

LIMITED

(New Articles of Association adopted by Special  
Resolution passed on the \_\_\_\_\_ day of \_\_\_\_\_ 198 )

PRELIMINARY

1. In these presents, if not inconsistent with the subject or context:
  - (a) "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.
  - (b) "the Board" means the Board of Directors of the Company.
  - (c) "dividend" includes a bonus.
  - (d) "month" means calendar month.
  - (e) "notice" means a communication, by whatever means transmitted, the contents of which are in lasting visual verbal form when it reaches (or is deemed to reach) the recipient; provided that notices of meetings of the Board need not be in such form.
  - (f) "the Office" means the registered office of the Company.
  - (g) "paid up" means paid up or credited as paid up.
  - (h) "these presents" means these Articles of Association as originally framed or as from time to time altered by special resolution.
  - (i) "the Seal" means the Common Seal of the Company.
  - (j) "the Secretary" includes a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary of the Company.
  - (k) "the United Kingdom" means Great Britain and Northern Ireland excluding the Isle of Man and the Channel Islands.
  - (l) "year" means a year from the 1st January to the 31st December inclusive.

- (m) Words importing the singular number only shall include the plural number and vice versa.
- (n) Words importing the masculine gender shall include the feminine gender.
- (o) Words importing persons shall include corporations

Save as aforesaid, words or expressions contained in these presents shall, if not inconsistent with the subject or context, bear the same meanings as in the Act.

- 2. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 shall not apply to the Company.

#### SHARES

- 3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or subject to such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine. Sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Act are hereby excluded from applying to any such allotment.
- 4. Subject to the provisions of the Act, the Company may issue shares which are to be redeemed, or at the option of the Company are liable to be redeemed, on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
- 5. The Board is generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot, grant options over or otherwise dispose of all the unissued shares in the authorised share capital of the Company at the date of the adoption of these Articles to such persons at such times and generally on such terms and conditions as it thinks proper during the period of five years from such date; and the Board may, after that period, allot, grant options over or otherwise dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company in general meeting within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these presents relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding, or representing by proxy, one-third of the issued shares of that class and that any holder of a share of the class present in person or by proxy may demand a poll.
7. The preferred or other rights attached to shares of any class shall not, unless otherwise expressly provided by the terms of the rights attached to those shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act any such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
9. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
10. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class allotted or transferred to him or several certificates each for one or more of such shares, upon payment for every certificate after the first of such fee (if any) as the Board may determine. Every certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons, and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

11. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any) and on such terms (if any) as to evidence and indemnity and the payment of the expenses incurred by the Company in investigating evidence as the Board thinks fit.

#### PURCHASE OF OWN SHARES

12. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

#### TRANSFER OF SHARES

13. Subject to such of the restrictions of these presents as may be applicable, a member may transfer all or any of his shares in manner authorised by or pursuant to the Stock Transfer Act, 1963 or by means of any other instrument in such form and executed in such manner as the Board may from time to time approve. The transferor of the share shall be deemed to remain the holder thereof until the name of the transferee is entered in the Register of Members in respect thereof.
14. The Board may, in its 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.
15. The Board may also decline to recognise any instrument of transfer unless the instrument of transfer relates only to shares of one class and is accompanied by the certificate of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
16. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
17. The registration of transfers may be suspended at such times and for such periods (not exceeding a total of thirty days in any year) as the Board may from time to time determine.

#### TRANSMISSION OF SHARES

18. (a) In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.



- (b) Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.
- (c) If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
- (d) A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided always that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

#### ALTERATION OF CAPITAL

- 19 The Company may from time to time by ordinary resolution
- (a) increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe;
  - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (c) subject to the provisions of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association or otherwise and the resolution may determine that, as between the shares resulting from the sub-division of any one share, any of them may have any preference or advantage as compared with the other or others of them; and
  - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
20. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve or any share premium account in any way.

#### GENERAL MEETINGS

21. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next: Provided that, so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
22. All general meetings other than annual general meetings shall be called extraordinary general meetings.
23. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

#### NOTICE OF GENERAL MEETINGS

24. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice given to all members entitled to attend and vote at such meeting and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen days' notice in writing to all members entitled thereto. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in the manner provided by these presents or in such other manner (if any) as may be prescribed by the Company in general meeting. Every Director and the Auditors of the Company shall be entitled to receive a copy of such notice.

A general meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed: -

- (a) in the case of the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of an extraordinary general meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
25. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

26. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts and balance sheets and the reports of the Board and of the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.
27. No business shall be transacted at any general meeting unless a quorum is then present. Subject to the provisions of the Act and save as herein otherwise provided, two members present in person or by proxy, and entitled to vote upon the business being transacted, shall be a quorum.

28. If within fifteen minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened pursuant to section 368 of the Act, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine. If at such adjourned meeting a quorum as above defined is not present within fifteen minutes from the time appointed for the meeting, the member(s) present shall be a quorum.
29. The Chairman (if any) of the Board shall preside as Chairman at every general meeting of the Company or, if there is no such Chairman, or if he shall not be present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one of their number to be Chairman of the meeting.
30. If at any meeting no Director is willing to act as Chairman or if no Director is present within five minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman of the meeting.
31. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
32. Subject to the provisions of the Act, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before, or on the declaration of the result of, the show of hands) demanded by the Chairman or by any member present in person or by proxy and entitled to vote upon the business being transacted. Unless a poll is duly demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or carried or not carried by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
33. Except as provided in Article 35, if a poll is duly demanded it shall be taken at such time and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

34. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not have a second or casting vote and the resolution shall be declared to have been lost.
35. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll. The demand for a poll may be withdrawn at any time and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
36. Subject to the provisions of the Act, a resolution in writing circulated by the Board and signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members or duly authorised representatives concerned.

#### VOTES OF MEMBERS

37. Subject to any rights or restrictions for the time being attached to any class or classes of shares, every member present in person or by proxy shall on a show of hands have one vote and on a poll have one vote for each share of which he is the holder.
38. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
39. A member in respect of whom an order has been made by any competent court by reason of mental disorder, may vote, whether on a show of hands or on a poll, by his receiver or other person authorised in that behalf by that court, who may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office or at such other place as is specified in accordance with these presents for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which their right to vote is to be exercised and in default the right to vote shall not be exercisable.
40. Unless the Board otherwise determines no member shall be entitled to vote at any general meeting in respect of any share held by him unless all calls or other sums presently payable by him in respect of that share have been paid.

41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

#### PROXIES

42. The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Board may approve, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
43. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy of that power or authority certified notari ally or in some other way approved by the Board shall be deposited at the Office (or at such other place as is specified for that purpose in the notice convening the meeting) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, or revocation as aforesaid shall have been received by the Company at the Office or such transfer shall not have been registered before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

45. Any corporation (whether a company within the meaning of the Act or not) which is a member of the Company may, by resolution of its board of directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporation which is a member of the Company will be deemed to be present in person by its representative duly authorised under this Article and all references in these presents to a member or members present in person shall be construed accordingly.

### DIRECTORS

46. (1) Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than thirty in number.
- (2) The Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Without prejudice to the power of the Company in general meeting (but subject to any limitation for the time being on the total number of Directors) a person may also be appointed to be a Director (either to fill a casual vacancy or as an addition to the existing Directors) either by resolution of the Board or by instrument in writing executed by or on behalf of a member or members of the Company holding a majority of the shares of the Company for the time being carrying the right of voting at general meetings.
47. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or of any committee of the Board or general meetings of the Company, or in connection with the business of the Company.
48. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
49. Subject to the provisions of the Act, a Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.
50. Subject to any special provisions of his appointment limiting the term of his tenure of office, every Director for the time being of the Company howsoever appointed, shall remain a Director until he vacates office pursuant to the provisions of these presents.

### BORROWING POWERS

51. The Board may from time to time at its discretion exercise all the powers of the Company to borrow or raise or secure the payment of any sum or sums of money for the purposes of the Company.

52. The Board may raise, or secure the payment or repayment of, such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular, by the issue of debentures of the Company charged upon the undertaking and all or any of the property (both present and future) and the uncalled capital of the Company for the time being
53. The Board shall cause a proper register of charges to be kept in accordance with section 407 of the Act and shall duly comply with the requirements of sections 395 to 400 (both inclusive) of the Act in regard to the registration of charges therein specified and otherwise.

POWERS AND DUTIES OF THE BOARD

54. The management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these presents or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Act and of these presents and to any regulations, being not inconsistent with the aforesaid provisions, from time to time made by the Company in general meeting: Provided that no regulations so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
55. The Board may from time to time and at any time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents, and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him
56. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.
57. The Company may exercise the powers conferred upon the Company by section 162 of the Act with regard to the keeping of an overseas branch register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.



58. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with section 317 of the Act.
- (2) Subject to the Act and provided disclosure has been made in accordance with (1) above, a Director shall be at liberty to vote in respect of, and may be counted in the quorum required at any meeting for the consideration of, any contract or proposed contract with the Company in which he is directly or indirectly interested, other than a contract of employment between himself and the Company.
- (3) 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 period and on such terms (as to remuneration and otherwise) as the Board or a Managing Director or the Company in general meeting may determine.
59. The Board shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the Board;
  - (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
  - (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of any such committee as aforesaid;

#### VACATION OF OFFICE

60. The office of a Director shall be vacated if the Director: -
- (a) ceases to be a Director by virtue of section 291 or 293 of the Act or becomes prohibited by law from being a Director; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes of unsound mind; or
  - (d) resigns his office by notice to the Company; or
  - (e) is removed from office by an instrument in writing executed by or on behalf of members of the Company holding a majority of the shares of the Company for the time being carrying the right of voting at general meetings.

PROCEEDINGS OF THE BOARD

61. Subject to the provisions of these presents, the Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall not have a second or casting vote. A Director may, and the Secretary upon the request of a Director shall, at any time convene a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director who for the time being is out of the United Kingdom.
62. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board and, unless so fixed, shall be the presence in person of two Directors or alternate Directors appointed under these presents.
63. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the provisions of these presents as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
64. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
65. The Board may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
66. The meetings and proceedings of any committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

67. A resolution in writing signed by all the Directors for the time being (or by their respective alternates appointed under these presents with authority to sign such resolution) or by all the members of a committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Board, or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.
68. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or member of such committee or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed or was not disqualified or had continued in office.
69. Subject to the provisions of the Act, the Company in general meeting may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company or undertaking any work additional to that usually required of directors of a company similar to the Company.

#### MANAGING DIRECTORS

70. The Board may from time to time appoint one or more of its body to the office of Managing Director for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Managing Director shall ipso facto cease to be a Managing Director if he ceases for any cause to hold the office of Director.
71. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Board or the Company in general meeting may determine.
72. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### ALTERNATE DIRECTORS

73. Any Director (other than an alternate director) may at any time appoint one or more persons, whether Directors or not, to be an alternate Director of the Company in his place and may at any time remove from office any alternate Director so appointed by him. An alternate Director shall not be entitled as such to receive any remuneration from the Company, but he shall be entitled to perform in the place of his appointor such of the functions of his appointor as a Director of the Company as his appointor shall by the instrument of appointment prescribe. The same person may be appointed as an alternate Director by any number of Directors. An alternate Director appointed for the purpose of attending and voting at meetings of the Board shall be entitled to receive notices of all such meetings and any alternate Director (but, in cases where a Director has appointed more than one alternate Director, only one) shall be entitled to attend and be counted in the quorum and vote at any such meeting at which his appointor is not present. An alternate Director shall have a vote in respect of each appointor in whose place he is entitled to vote and (if himself a Director) may exercise such vote or votes in addition to his own vote at a meeting.

Provided always that nothing in this Article shall enable the Chairman or a Managing Director to delegate to an alternate Director any of the special powers or authorities vested in the Chairman or such Managing Director as the case may be by these presents or by the Board or shall enable more than one vote to be cast at any meeting of the Board on behalf of the same appointor.

74. All appointments and renewals of alternate Directors shall be effected by instrument in writing under the hand of the Director making or revoking such appointment and shall take effect upon such instrument being left at the Office or on such later date as may be specified in such instrument. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

#### SECRETARY

75. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.
76. A provision of the Act or of these presents requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### THE SEAL

77. The Board shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Board or of a Managing Director or committee of Directors authorised in that behalf by the Board, and every instrument to which the Seal shall be affixed shall be signed by a Director and also by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

#### DIVIDENDS AND RESERVES

78. Subject to the provisions of the Act, the Company in general meeting may from time to time declare dividends, but no such dividend shall exceed the amount recommended by the Board.
79. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company available for distribution.
80. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid and shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
81. The Board may deduct from any dividend or other moneys payable to any member in respect of a share all sums of money (if any) presently payable by him to the Company in respect of that share.
82. Any general meeting declaring a dividend may upon the recommendation of the Board direct payment of such dividend wholly or partly by the distribution of specific assets and where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient, and, in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any such specific assets in trustees as may seem expedient to the Board.
83. Any dividend may be paid by cheque or warrant sent through the post direct to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing from time to time direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends payable in respect of the shares held by them as joint holders.

84. No dividend shall bear interest against the Company.

ACCOUNTING RECORDS

85. The Board shall cause accounting records to be kept in accordance with the Act.
86. The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
87. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being Directors. No member (not being a Director) shall have any right of inspecting the accounting records of the Company except as conferred by the Act or authorised by the Board or by the Company in general meeting.

CAPITALISATION OF PROFITS AND RESERVES

88. The Company in general meeting may by ordinary resolution, upon the recommendation of the Board, resolve that it is desirable to capitalise any sum representing or forming part of the profits of the Company or standing to the credit, or forming part of the amount standing to the credit, of any of the Company's accounts or reserves and accordingly that such sum be apportioned among the members who would have been entitled thereto (and in the proportions in which they would have been so entitled) if it had been distributable by way of dividend and had been so distributed, on condition that the same be not paid in cash but be applied on their behalf in manner following, that is to say -

- (a) if the sum so capitalised had been distributable by way of dividend, either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full unissued shares or debentures of the Company to be allotted as fully paid to such members in the proportions aforesaid, or partly in the one way and partly in the other; or
- (b) if the sum so capitalised had not been distributable by way of dividend, only in paying up in full unissued shares of the Company to be allotted as fully paid to such members in the proportions aforesaid

and the Board shall give effect to such resolution.

- 89 Whenever a resolution pursuant to the last preceding Article has been passed, the Board shall make all appropriations and applications of the sum or sums to be capitalised and all allotments and issues of fully paid shares or debentures (if any) and, generally, shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sums resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### NOTICES

90. A notice may be given by the Company to any member either personally or by sending it by post addressed to him at his registered address, or (if his registered address is not within the United Kingdom) at the address (if any) within the United Kingdom supplied by him to the Company for the giving of notice to him.
91. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share.
92. A notice delivered or sent by post to the registered address of a member pursuant to these presents shall, notwithstanding that the member be then dead, bankrupt or mentally disordered and whether or not the Company has notice of the death, bankruptcy or mental disorder be deemed to have been given in respect of any share registered in the name of the member as sole or joint holder. A notice so given shall be deemed a sufficient notice to all persons interested (whether jointly with or as claiming through or under the member) in the share.
93. Where a notice is sent, by whatever class of post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected (unless actually received earlier) at the expiration of twenty-four hours after the letter containing the same is posted.

94. Notice of every general meeting shall be given to all persons specified by the Act or in these presents in any manner hereinbefore authorised except those members whose registered address is not within the United Kingdom and who have not supplied to the Company an address within the United Kingdom for the giving of notices to them. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

#### WINDING UP

95. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie the whole or any part of the assets of the Company and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any assets whereon there is any liability.

#### INDEMNITY

96. Any Director, Agent, Auditor, Secretary or other officer for the time being of the Company may, with the authority of the Company in general meeting, be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 727 of the Act in which relief is granted to him by the Court.



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

TECVAC LIMITED

AGREEMENT

(filed pursuant to Section 380 of the Companies Act 1985)

We, the undersigned, holding between us the whole of the issued 266,666 Ordinary Shares of £1 each and the whole of the issued 26,666 'B' Ordinary Shares of £1 each in the capital of TECVAC LIMITED hereby consent to the passing of the Resolution set out below at the ANNUAL GENERAL MEETING of the Company to be held on Friday 1 June 1990 and to the variation, modification alteration or extinction of our rights occasioned thereby.

RESOLUTION

THAT each of the 26,666 'B' Ordinary Shares of £1 each in the authorised capital of the Company all of which shares are issued and fully paid, be converted into one Ordinary Share of £1 each ranking pari passu with the existing Ordinary Shares in the capital of the Company, as a result of which the authorised capital of the Company shall comprise 1,026,666 Ordinary Shares of £1 each of one class of which 299,992 such shares are issued and fully paid up.

Dated the 1st day of June 1990

For and on behalf of SHELL VENTURES U.K. LIMITED

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

For and on behalf of SAVOY PLACE NOMINEES LIMITED

.....*[Signature]*.....  
Secretary

**G**

## COMPANIES FORM No 225(1)

**225(1)**

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

Pursuant to section 225(1) of the Companies Act 1985  
as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company Number

Name of Company

1476898

TECVAC 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

Day Month

3	0	1	1
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The current accounting reference period of  
the company is to be treated as SHORTENED  
and will come to an end on

Day Month Year

3	0	1	1	1	9	9	0
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period 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 \_\_\_\_\_,  
company number \_\_\_\_\_,  
the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an  
administration order and this notice states that the current accounting  
reference period of the company is to be extended AND it is to be extended  
beyond 18 months OR reliance is not being placed on section 225(6) of the  
Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.

Signed

Designation

Date 30 NOV 1990

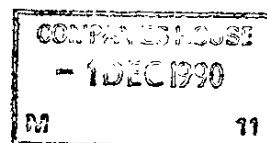
Presentor's name, address  
and reference (if any):

C T D MORIARTY  
Shell-Mex House  
Strand  
LONDON  
WC2R 0DX

CHAPP

For official use  
General section

Post room



# 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 lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

1476898

Name of company

\*Insert full name  
of company

\* TECVAC LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 12 December 1990 the nominal capital of the company has been increased by £ 473,334 beyond the registered capital of £ 1,026,666.

†The copy must be  
printed or in some  
other form approved  
by the registrar

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:

Ordinary shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares in the capital of the Company

Please tick here if  
continued overleaf

☐

Witness Director  
Secretary  
Administrator  
Receiver or Receiver  
(Scotland) as  
appropriate

Signed



Designation

Secretary

Date

14 December 1990

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

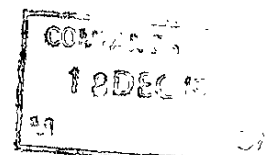
C I D Moriarty  
9 Savoy Place  
London WC2R 0DX

Ref: UK6/6

For official use

General section

Post room



This form is the property of the Registrar of Companies and must be returned to him when required.

Companies G123

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THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

TECVAC LIMITED

Passed the 12th day of December 1990

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Shell-Mex House, Strand, London WC2R 0DX on Wednesday the twelfth day of December 1990, the subjoined resolutions were duly passed as ORDINARY RESOLUTIONS:

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £1,026,666 to £1,500,000 by the creation of 473,334 additional Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares in the capital of the Company.
2. That with effect from the time of the passing of this resolution the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in the said Section 80) up to a maximum of £154,000 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.

  
Secretary

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

TECVAC LIMITED

Passed the 11<sup>th</sup> day of January 1991

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Shell-Mex House, Strand, London WC2R 0DX on Thursday the tenth day of January 1991, the subjoined resolutions were duly passed as ORDINARY RESOLUTIONS:

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £1,500,000 to £3,500,000 by the creation of 2,000,000 additional Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares in the capital of the Company.
2. That with effect from the time of the passing of this resolution the directors be and are hereby authorised and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in the said Section 80) up to a maximum of £2,000,000 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.

  
Secretary

# 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 lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

1476898

Name of company

\*Insert full name  
of company

\* **TECVAC LIMITED**

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 11 January 1991 the nominal capital of the company has been increased by £2,000,000 beyond the registered capital of £1,500,000.

†The copy must be  
printed or in some  
other form approved  
by the registrar

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:

Ordinary shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares in the capital of the Company

Please tick here if  
continued overleaf

☐

Signature for  
Secretary  
Administration  
Replaces or Replaces  
RS, attached as  
appropriate

Signed

Designation: Secretary

Date: 11 January 1991

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

C I D Moriarty  
3 Savoy Place  
LONDON  
WC2R 0DX  
Ref: UKR 6/6

For official use

General section

Part 1000

The Stationery Office, 100 Brook Street, London W1A 1AA, UK

Companies G123

1987 Edition  
467 BM  
5017157

TECVAC LIMITED

Company Number 1476898

SPECIAL RESOLUTIONS of Tecvac Limited passed on 20th December 1991.

BY RESOLUTIONS in writing signed pursuant to regulation 36 of the Articles of Association of the Company by all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company the following special resolutions were duly passed.

RESOLVED as a special resolution that the capital of the Company be increased to £3,500,140 by the creation of 140 Employee A Shares of £1.00 each the holders of such shares to have no right to receive notice of or attend or vote at any general meeting but each such share to confer on the holder thereof the same right to participate in the profits of the Company by way of dividend and in the assets of the Company on a winding up as are conferred by 2,970 fully paid Ordinary Shares of £1.00 each.

AND RESOLVED as a special resolution that the Articles of Association of the Company be altered by the insertion after regulation 13 of the following new regulation:-

13A (a) The provisions of this Article shall apply to all members of the Company who shall for the time being be employed by the Company in any capacity under a contract of service (whether or not such contract shall be in writing)


(b) Any member of the Company to whom the provisions of this Article apply ("the outgoing shareholder") shall upon the termination (for whatever reason and in whatsoever manner and whether by the Company or the member himself or by operation of law) of his contract of service with the Company if required so to do by the Board by written notice in that behalf given at any time within six months after the date of such termination transfer his entire holding of Employee A Shares in the Company ("the relevant shares") to such purchaser as the Board shall nominate in that behalf at a price of £1.00 per each such share


(c) The outgoing shareholder shall execute a transfer of the relevant shares to the purchaser nominated in that behalf by the Board forthwith upon presentation of the appropriate documentary form of transfer accompanied by tender of the price for the same and if he shall make default in so doing the Company may receive the purchase price on his behalf and may authorise in writing some person to execute the transfer of the relevant shares in favour of the purchaser: the Company shall thereupon pay the purchase price into a separate bank account in the Company's name and hold the same in trust for the outgoing shareholder

(d) The provisions of this Article shall apply and have effect mutatis mutandis upon the death or bankruptcy

of any member of the Company at any time while such member shall be an employee of the Company in any capacity under a contract of service in which case the written notice referred to in sub-clause (b) of this Article shall be given by the Board to the lawfully constituted representative of the deceased or bankrupt member

..........  
Brian Leslie Garside

..........  
Rhoderick Nigel Turner

..........  
Robert Arthur Sanderson

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





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 lettering

To the Registrar of Companies

For official use

Company number

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1476898

Name of company

\* **TECVAC LIMITED**\* Insert full name  
of companygives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 20.12.91 the nominal capital of the company has beenincreased by £ 140.00 beyond the registered capital of £ 3,500,000.00‡ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.‡

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

The holders of the new shares (Employee A Shares) have no right  
to receive notice of or attend or vote at any General Meeting  
but each such share confers on the holder thereof the same right  
to participate in the profits of the Company by way of dividend  
and in the assets of the Company on a winding up as are conferred  
by 2,970 fully paid Ordinary Shares of £1.00 each.

Please tick here if  
continued overleaf☐‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation: Director

Date 20/12/91

Presenter's name address and  
reference (if any):**PALMER WHEELDON  
SOLICITORS  
DACCALUS HOUSE  
STATION ROAD  
CAMBRIDGE  
CB12HS**

For official Use

General Section

Postroom



TECVAC LIMITED

Company Number 1476898

SPECIAL RESOLUTIONS of Tecvac Limited passed on 20th December 1991.

BY RESOLUTIONS in writing signed pursuant to regulation 36 of the Articles of Association of the Company by all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company the following special resolutions were duly passed.

RESOLVED as a special resolution that the capital of the Company be increased to £3,500,140 by the creation of 140 Employee A Shares of £1.00 each the holders of such shares to have no right to receive notice of or attend or vote at any general meeting but each such share to confer on the holder thereof the same right to participate in the profits of the Company by way of dividend and in the assets of the Company on a winding up as are conferred by 2,970 fully paid Ordinary Shares of £1.00 each.

AND RESOLVED as a special resolution that the Articles of Association of the Company be altered by the insertion after regulation 13 of the following new regulation:-

13A (a) The provisions of this Article shall apply to all members of the Company who shall for the time being be employed by the Company in any capacity under a contract of service (whether or not such contract shall be in writing)

(b) Any member of the Company to whom the provisions of this Article apply ("the outgoing shareholder") shall upon the termination (for whatever reason and in whatsoever manner and whether by the Company or the member himself or by operation of law) of his contract of service with the Company if required so to do by the Board by written notice in that behalf given at any time within six months after the date of such termination transfer his entire holding of Employee A Shares in the Company ("the relevant shares") to such purchaser as the Board shall nominate in that behalf at a price of £1.00 per each such share

(c) The outgoing shareholder shall execute a transfer of the relevant shares to the purchaser nominated in that behalf by the Board forthwith upon presentation of the appropriate documentary form of transfer accompanied by tender of the price for the same and if he shall make default in so doing the Company may receive the purchase price on his behalf and may authorise in writing some person to execute the transfer of the relevant shares in favour of the purchaser: the Company shall thereupon pay the purchase price into a separate bank account in the Company's name and hold the same in trust for the outgoing shareholder

(d) The provisions of this Article shall apply and have effect mutatis mutandis upon the death or bankruptcy

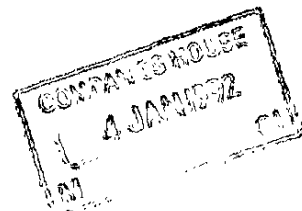
of any member of the Company at any time while such member shall be an employee of the Company in any capacity under a contract of service in which case the written notice referred to in sub-clause (b) of this Article shall be given by the Board to the lawfully constituted representative of the deceased or bankrupt member

.....  
Brian Leslie Garside

.....  
Rhoderick Nigel Turner

.....  
Robert Arthur Sanderson

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



No 1476898

THE COMPANIES ACT 1985

P R I V A T E   C O M P A N Y   L I M I T E D   B Y   S H A R E S

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

of

TECVAC LIMITED  
(As amended to the 31st day of December 1991)

Incorporated on 4th February 1980





## CERTIFICATE OF INCORPORATION

No. 1476898

I hereby certify that

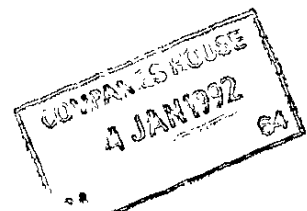
**FELLSHIRE LIMITED**

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

Given under my hand at Cardiff the 4TH FEBRUARY 1980

**E. A. WILSON**

*Assistant Registrar of Companies*





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1476898

I hereby certify that

**FELLSHIRE LIMITED**

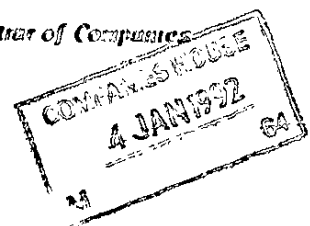
having by special resolution and with the approval of the Secretary of State changed  
its name, is now incorporated under the name of

**T. MET. L. LIMITED**

Given under my hand at Cardiff the 16TH SEPTEMBER 1980

  
E. A. WILSON

Assistant Registrar of Companies





CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 1476898


I hereby certify that

**T. MET. L. LIMITED**

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

**TECVAC LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 5TH DECEMBER 1983

  
MRS. D. M. W. W. W.  
an authorised officer

TECVAC LIMITED  
Company Number: 1476898  
Companies Acts 1948 to 1981  
Company limited by shares

RESOLUTION

PURSUANT to Regulation 5 of Part II of Table A of the First Schedule of the Companies Act 1948 as incorporated in the Articles of Association of the Company we the undersigned being all the members of the Company being entitled to receive notice of and to attend and vote at general meetings of the company hereby pass the following Ordinary Resolution.

1. RESOLVED that the capital of the Company be increased to £1,000,000 by the creation of 999,900 Ordinary Shares of £1 each ranking pari passu with the existing shares in the capital of the Company.

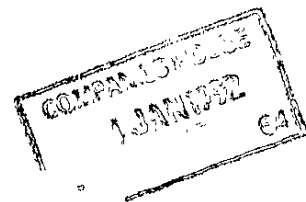
*M Boston*

M Boston

*J. R. Short*

J Short

Dated..... 3rd April, 1985 .....





THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

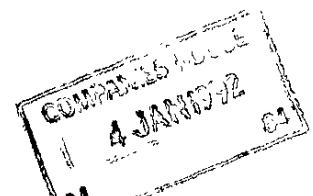
TECVAC LIMITED

(passed on 1 June 1990)

At the ANNUAL GENERAL MEETING of the Company duly convened and held at Shell-Mex House Strand London WC2R 0DX on 1st June 1990 the following Resolutions were duly passed as Special Resolutions of the Company:

1. THAT each of the 26,666 'B' Ordinary Shares of £1 each in the authorised capital of the Company all of which shares are issued and fully paid, be converted into one Ordinary Share of £1 each ranking pari pasu with the existing Ordinary Shares in the capital of the Company, as a result of which the authorised capital of the Company shall comprise 1,026,666 Ordinary Shares of £1 each of one class of which 293,332 of such shares are issued and fully paid up.
2. THAT the regulations contained in the document submitted to this meeting and, for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof

CHAIRMAN



THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

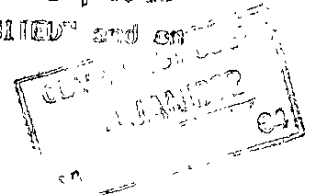
MEMORANDUM OF ASSOCIATION  
OF

TECVAC LIMITED

(As altered by Special Resolution passed on the 1 JUNE 1990)

1. \* The Name of the Company is "TECVAC 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 businesses of motor, electrical, vacuum, vacuum processing and general engineers and engineering contractors, builders, carpenters, and decorators, designers, builders, constructors, repairers, towers and furnishers of agents for the sale and purchase, exchange or hire of and dealers in and distributors of motor cars, caravans, trailer caravans, trailers, taxi-cabs, vans, lorries, wagons, omnibuses, coaches, cycles, motorcycles and other vehicles and conveyances of every description, and all equipment, accessories, fittings, stores and supplies required in connection therewith, wiring, contractors, manufacturers, and structural, civil and sanitary engineers, garage proprietors, private hire, car and taxi-cab proprietors, letters in hire of and players for hire with vehicles of all kinds, However propelled, carriers, transport, haulage and cartage contractors, insurance agents, dealers in petrol, motor spirit, gas and other oils, and proprietors of stores and depots for the supply thereof, timber merchants, saw mill proprietors, wood turners, wood workers, joinery manufacturers, carpenters, undertakers, moulding manufacturers, manufacturers of and dealers in domestic woodwork and joinery, shop fitters and shop front constructors, portable building manufacturers and distributors, wheelwrights, cabinet makers, upholsterers, french polishers, furniture manufacturers and repairers, packing case makers, timber, hardwood and veneer merchants and importers, wood paving and flooring manufacturers, tool makers, metal workers, machinists, smiths, panel beaters, welders, cellulose and paint sprayers, painters, enamellers, motor, mechanical and consulting engineers and contractors manufacturers, fitters, maintainers, repairers, merchants of, agents for and dealers in electrical and gas apparatus, vacuum and welding equipment, stores, materials and

\* The Name of the Company was on the 16th September, 1970 changed from "PULLEN LIMITED" to "T.M.E.L. LIMITED" and on 5th December 1993 to "TECVAC LIMITED"



(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, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose business, affairs or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.

(I) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any consideration or advantage therefrom.

(J) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

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

(T) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

(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 above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

6. The share capital of the Company was altered as follows by Special Resolution passed on 1st June 1990:-

The authorised capital of the Company shall comprise 1,026,666 Ordinary Shares of £1 each of one class of which 293,332 of such shares are issued and fully paid up.

7. The share capital of the Company was altered as follows by Ordinary Resolution dated 12th December 1990:-

The authorised share capital of the Company be increased from £1,026,666 to £1,500,000 by the creation of 473,334 additional Ordinary Shares of £1 each ranking in all respects *pari passu* with the existing Ordinary Shares in the capital of the Company.

- \* By Ordinary Resolution duly passed at an Extraordinary General Meeting of the Company held on 11th January 1991 the authorised share capital of the Company was increased from £1,500,000 to £3,500,000 by the creation of two million Ordinary Share of £1.00 each ranking in all respects pari passu with the existing Ordinary Shares in the capital of the Company.
  
- \* By Special Resolution of members of the Company passed on 20th December 1991 under regulation 36 of the Articles of Association of the Company the authorised share capital of the Company was increased to £3,500,140 by the creation of 140 Employee A Shares of £1.00 each the holders of such shares having no right to receive notice of or attend or vote at any General Meeting but each such share conferring on the holder thereof the same right to participate in the profits of the Company by way of dividend and in the assets of the Company on a winding up as are conferred by 2,970 fully paid Ordinary Shares of £1.00 each.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

IFCVAC

LIMITED

(New Articles of Association adopted by Special  
Resolution passed on the 1st day of June 1990)

PRELIMINARY

1. In these presents, if not inconsistent with the subject or context:
  - (a) "the Act" means the Companies Act, 1985 including any statutory modification or re-enactment thereof for the time being in force.
  - (b) "the Board" means the Board of Directors of the Company.
  - (c) "dividend" includes a bonus.
  - (d) "month" means calendar month.
  - (e) "notice" means a communication, by whatever means transmitted, the contents of which are in lasting visual verbal form when it reaches (or is deemed to reach) the recipient; provided that notices of meetings of the Board need not be in such form.
  - (f) "the Office" means the registered office of the Company.
  - (g) "paid up" means paid up or credited as paid up.
  - (h) "these presents" means these Articles of Association as originally framed or as from time to time altered by special resolution.
  - (i) "the Seal" means the Common Seal of the Company.
  - (j) "the Secretary" includes a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary of the Company.
  - (k) "the United Kingdom" means Great Britain and Northern Ireland excluding the Isle of Man and the Channel Islands.
  - (l) "year" means a year from the 1st January to the 31st December inclusive.





- (m) Words importing the singular number only shall include the plural number and vice versa.
- (n) Words importing the masculine gender shall include the feminine gender.
- (o) Words importing persons shall include corporations

Save as aforesaid, words or expressions contained in these presents shall, if not inconsistent with the subject or context, bear the same meanings as in the Act.

- 2. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 shall not apply to the Company.

#### SHARES

- 3. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or subject to such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine. Sub-section (1) of section 89 and sub-sections (1) to (6) inclusive of section 90 of the Act are hereby excluded from applying to any such allotment.
- 4. Subject to the provisions of the Act, the Company may issue shares which are to be redeemed, or at the option of the Company are liable to be redeemed, on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
- 5. The Board is generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot, grant options over or otherwise dispose of all the unissued shares in the authorised share capital of the Company at the date of the adoption of these Articles to such persons at such times and generally on such terms and conditions as it thinks proper during the period of five years from such date; and the Board may, after that period, allot, grant options over or otherwise dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company in general meeting within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these presents relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding, or representing by proxy, one-third of the issued shares of that class and that any holder of a share of the class present in person or by proxy may demand a poll.
7. The preferred or other rights attached to shares of any class shall not, unless otherwise expressly provided by the terms of the rights attached to those shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act any such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
9. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these presents or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
10. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class allotted or transferred to him or several certificates each for one or more of such shares, upon payment for every certificate after the first of such fee (if any) as the Board may determine. Every certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons, and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

RIDER

13A (a) The provisions of this Article shall apply to all members of the Company who shall for the time being be employed by the Company in any capacity under a contract of service (whether or not such contract shall be in writing)

(b) Any member of the Company to whom the provisions of this Article apply ("the outgoing shareholder") shall upon the termination (for whatever reason and in whatsoever manner and whether by the Company or the member himself or by operation of law) of his contract of service with the Company if required so to do by the Board by written notice in that behalf given at any time within six months after the date of such termination transfer his entire holding of Employee A Shares in the Company ("the relevant shares") to such purchaser as the Board shall nominate in that behalf at a price of £1.00 for each such share

(c) The outgoing shareholder shall execute a transfer of the relevant shares to the purchaser nominated in that behalf by the Board forthwith upon presentation of the appropriate documentary form of transfer accompanied by tender of the price for the same and if he shall make default in so doing the Company may receive the purchase price on his behalf and may authorise in writing some person to execute the transfer of the relevant shares in favour of the purchaser: the Company shall thereupon pay the purchase price into a separate bank account in the Company's name and hold the same in trust for the outgoing shareholder

(d) The provisions of this Article shall apply and have effect mutatis mutandis upon the death or bankruptcy of any member of the Company at any time while such member shall be an employee of the Company in any capacity under a contract of service in which case the written notice referred to in sub-clause (b) of this Article shall be given by the Board to the lawfully constituted representative of the deceased or bankrupt member

11. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any) and on such terms (if any) as to evidence and indemnity and the payment of the expenses incurred by the Company in investigating evidence as the Board thinks fit.

#### PURCHASE OF OWN SHARES

12. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

#### TRANSFER OF SHARES

13. Subject to such of the restrictions of these presents as may be applicable, a member may transfer all or any of his shares in manner authorised by or pursuant to the Stock Transfer Act, 1963 or by means of any other instrument in such form and executed in such manner as the Board may from time to time approve. The transferor of the share shall be deemed to remain the holder thereof until the name of the transferee is entered in the Register of Members in respect thereof.
- 13.A See Rider attached.
14. The Board may, in its 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.
15. The Board may also decline to recognise any instrument of transfer unless the instrument of transfer relates only to shares of one class and is accompanied by the certificate of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
16. If the Board refuses to register a transfer it shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.
17. The registration of transfers may be suspended at such times and for such periods (not exceeding a total of thirty days in any year) as the Board may from time to time determine.

#### TRANSMISSION OF SHARES

18. (a) In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

- (b) Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.
- (c) If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions, and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
- (d) A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided always that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

#### ALTERATION OF CAPITAL

#### 19. The Company may from time to time by ordinary resolution

- (a) increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (c) subject to the provisions of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association or otherwise and the resolution may determine that, as between the shares resulting from the sub-division of any one share, any of them may have any preference or advantage as compared with the other or others of them; and
  - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
20. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve or any share premium account in any way.

#### GENERAL MEETINGS

21. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next: Provided that, so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
22. All general meetings other than annual general meetings shall be called extraordinary general meetings.
23. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

24. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice given to all members entitled to attend and vote at such meeting and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen days' notice in writing to all members entitled thereto. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in the manner provided by these presents or in such other manner (if any) as may be prescribed by the Company in general meeting. Every Director and the Auditors of the Company shall be entitled to receive a copy of such notice.

A general meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed: -

- (a) in the case of the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of an extraordinary general meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
25. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

26. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the accounts and balance sheets and the reports of the Board and of the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.
27. No business shall be transacted at any general meeting unless a quorum is then present. Subject to the provisions of the Act and save as herein otherwise provided, two members present in person or by proxy, and entitled to vote upon the business being transacted, shall be a quorum.

28. If within fifteen minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened pursuant to section 368 of the Act, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine. If at such adjourned meeting a quorum as above defined is not present within fifteen minutes from the time appointed for the meeting, the member(s) present shall be a quorum.
29. The Chairman (if any) of the Board shall preside as Chairman at every general meeting of the Company or, if there is no such Chairman, or if he shall not be present within five minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall choose one of their number to be Chairman of the meeting.
30. If at any meeting no Director is willing to act as Chairman or if no Director is present within five minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman of the meeting.
31. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
32. Subject to the provisions of the Act, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before, or on the declaration of the result of, the show of hands) demanded by the Chairman or by any member present in person or by proxy and entitled to vote upon the business being transacted. Unless a poll is duly demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or carried or not carried by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
33. Except as provided in Article 35, if a poll is duly demanded it shall be taken at such time and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.



34. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall not have a second or casting vote and the resolution shall be declared to have been lost.
35. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll. The demand for a poll may be withdrawn at any time and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
36. Subject to the provisions of the Act, a resolution in writing circulated by the Board and signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the members or duly authorised representatives concerned.

#### VOTES OF MEMBERS

37. Subject to any rights or restrictions for the time being attached to any class or classes of shares, every member present in person or by proxy shall on a show of hands have one vote and on a poll have one vote for each share of which he is the holder.
38. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
39. A member in respect of whom an order has been made by any competent court by reason of mental disorder, may vote, whether on a show of hands or on a poll, by his receiver or other person authorised in that behalf by that court, who may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office or at such other place as is specified in accordance with these presents for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which their right to vote is to be exercised and in default the right to vote shall not be exercisable.
40. Unless the Board otherwise determines no member shall be entitled to vote at any general meeting in respect of any share held by him unless all calls or other sums presently payable by him in respect of that share have been paid.

41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

#### PROXIES

42. The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Board may approve, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
43. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy of that power or authority certified notari ally or in some other way approved by the Board shall be deposited at the Office (or at such other place as is specified for that purpose in the notice convening the meeting) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, or the transfer of the share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity, or revocation as aforesaid shall have been received by the Company at the Office or such transfer shall not have been registered before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

45. Any corporation (whether a company within the meaning of the Act or not) which is a member of the Company may, by resolution of its board of directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporation which is a member of the Company will be deemed to be present in person by its representative duly authorised under this Article and all references in these presents to a member or members present in person shall be construed accordingly.

#### DIRECTORS

46. (1) Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than thirty in number.
- (2) The Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Without prejudice to the power of the Company in general meeting (but subject to any limitation for the time being on the total number of Directors) a person may also be appointed to be a Director (either to fill a casual vacancy or as an addition to the existing Directors) either by resolution of the Board or by instrument in writing executed by or on behalf of a member or members of the Company holding a majority of the shares of the Company for the time being carrying the right of voting at general meetings.
47. The remuneration of the Directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or of any committee of the Board or general meetings of the Company, or in connection with the business of the Company.
48. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
49. Subject to the provisions of the Act, a Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.
50. Subject to any special provisions of his appointment limiting the term of his tenure of office, every Director for the time being of the Company however appointed, shall remain a Director until he vacates office pursuant to the provisions of these presents.

#### BORROWING POWERS

51. The Board may from time to time at its discretion exercise all the powers of the Company to borrow or raise or secure the payment of any sum or sums of money for the purposes of the Company.

52. The Board may raise, or secure the payment or repayment of, such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular, by the issue of debentures of the Company charged upon the undertaking and all or any of the property (both present and future) and the uncalled capital of the Company for the time being.
53. The Board shall cause a proper register of charges to be kept in accordance with section 407 of the Act and shall duly comply with the requirements of sections 395 to 400 (both inclusive) of the Act in regard to the registration of charges therein specified and otherwise.

POWERS AND DUTIES OF THE BOARD

54. The management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these presents or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Act and of these presents and to any regulations, being not inconsistent with the aforesaid provisions, from time to time made by the Company in general meeting: Provided that no regulations so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
55. The Board may from time to time and at any time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
56. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.
57. The Company may exercise the powers conferred upon the Company by section 362 of the Act with regard to the keeping of an overseas branch register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

58. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with section 317 of the Act.
- (2) Subject to the Act and provided disclosure has been made in accordance with (1) above, a Director shall be at liberty to vote in respect of, and may be counted in the quorum required at any meeting for the consideration of, any contract or proposed contract with the Company in which he is directly or indirectly interested, other than a contract of employment between himself and the Company.
- (3) 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 period and on such terms (as to remuneration and otherwise) as the Board or a Managing Director or the Company in general meeting may determine.
59. The Board shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of any such committee as aforesaid;

#### VACATION OF OFFICE

60. The office of a Director shall be vacated if the Director: -
- (a) ceases to be a Director by virtue of section 291 or 293 of the Act or becomes prohibited by law from being a Director; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice to the Company; or
- (e) is removed from office by an instrument in writing executed by or on behalf of members of the Company holding a majority of the shares of the Company for the time being carrying the right of voting at general meetings.

PROCEEDINGS OF THE BOARD

61. Subject to the provisions of these presents, the Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall not have a second or casting vote. A Director may, and the Secretary upon the request of a Director shall, at any time convene a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director who for the time being is out of the United Kingdom.
62. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board and, unless so fixed, shall be the presence in person of two Directors or alternate Directors appointed under these presents.
63. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the provisions of these presents as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
64. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
65. The Board may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
66. The meetings and proceedings of any committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.

67. A resolution in writing signed by all the Directors for the time being (or by their respective alternates appointed under these presents with authority to sign such resolution) or by all the members of a committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Board, or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or members of the committee concerned.
68. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or member of such committee or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed or was not disqualified or had continued in office.
69. Subject to the provisions of the Act, the Company in general meeting may award special remuneration out of the funds of the Company to any Director going or residing abroad in the interests of the Company or undertaking any work additional to that usually required of directors of a company similar to the Company.

#### MANAGING DIRECTORS

70. The Board may from time to time appoint one or more of its body to the office of Managing Director for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Managing Director shall ipso facto cease to be a Managing Director if he ceases for any cause to hold the office of Director.
71. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Board or the Company in general meeting may determine.
72. The Board may entrust to and confer upon a Managing Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ALTERNATE DIRECTORS

73. Any Director (other than an alternate director) may at any time appoint one or more persons, whether Directors or not, to be an alternate Director of the Company in his place and may at any time remove from office any alternate Director so appointed by him. An alternate Director shall not be entitled as such to receive any remuneration from the Company, but he shall be entitled to perform in the place of his appointor such of the functions of his appointor as a Director of the Company as his appointor shall by the instrument of appointment prescribe. The same person may be appointed as an alternate Director by any number of Directors. An alternate Director appointed for the purpose of attending and voting at meetings of the Board shall be entitled to receive notices of all such meetings and any alternate Director (but, in cases where a Director has appointed more than one alternate Director, only one) shall be entitled to attend and be counted in the quorum and vote at any such meeting at which his appointor is not present. An alternate Director shall have a vote in respect of each appointor in whose place he is entitled to vote and (if himself a Director) may exercise such vote or votes in addition to his own vote at a meeting:

Provided always that nothing in this Article shall enable the Chairman or a Managing Director to delegate to an alternate Director any of the special powers or authorities vested in the Chairman or such Managing Director as the case may be by these presents or by the Board or shall enable more than one vote to be cast at any meeting of the Board on behalf of the same appointor.

74. All appointments and removals of alternate Directors shall be effected by instrument in writing under the hand of the Director making or revoking such appointment and shall take effect upon such instrument being left at the Office or on such later date as may be specified in such instrument. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

SECRETARY

75. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.
76. A provision of the Act or of these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.



THE SEAL

77. The Board shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the Board or of a Managing Director or committee of Directors authorised in that behalf by the Board, and every instrument to which the Seal shall be affixed shall be signed by a Director and also by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

DIVIDENDS AND RESERVES

78. Subject to the provisions of the Act, the Company in general meeting may from time to time declare dividends, but no such dividend shall exceed the amount recommended by the Board.
79. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company available for distribution.
80. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid and shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
81. The Board may deduct from any dividend or other moneys payable to any member in respect of a share all sums of money (if any) presently payable by him to the Company in respect of that share.
82. Any general meeting declaring a dividend may upon the recommendation of the Board direct payment of such dividend wholly or partly by the distribution of specific assets and where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient, and, in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any such specific assets in trustees as may seem expedient to the Board.
83. Any dividend may be paid by cheque or warrant sent through the post direct to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing from time to time direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends payable in respect of the shares held by them as joint holders.

84. No dividend shall bear interest against the Company.

ACCOUNTING RECORDS

85. The Board shall cause accounting records to be kept in accordance with the Act.
86. The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
87. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being Directors. No member (not being a Director) shall have any right of inspecting the accounting records of the Company except as conferred by the Act or authorised by the Board or by the Company in general meeting.

CAPITALISATION OF PROFITS AND RESERVES

88. The Company in general meeting may by ordinary resolution, upon the recommendation of the Board, resolve that it is desirable to capitalise any sum representing or forming part of the profits of the Company or standing to the credit, or forming part of the amount standing to the credit, of any of the Company's accounts or reserves and accordingly that such sum be apportioned among the members who would have been entitled thereto (and in the proportions in which they would have been so entitled) if it had been distributable by way of dividend and had been so distributed, on condition that the same be not paid in cash but be applied on their behalf in manner following, that is to say -

- (a) if the sum so capitalised had been distributable by way of dividend, either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full unissued shares or debentures of the Company to be allotted as fully paid to such members in the proportions aforesaid, or partly in the one way and partly in the other; or
- (b) if the sum so capitalised had not been distributable by way of dividend, only in paying up in full unissued shares of the Company to be allotted as fully paid to such members in the proportions aforesaid

and the Board shall give effect to such resolution.

89. Whenever a resolution pursuant to the last preceding Article has been passed, the Board shall make all appropriations and applications of the sum or sums to be capitalised and all allotments and issues of fully paid shares or debentures (if any) and, generally, shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sums resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### NOTICES

90. A notice may be given by the Company to any member either personally or by sending it by post addressed to him at his registered address, or (if his registered address is not within the United Kingdom) at the address (if any) within the United Kingdom supplied by him to the Company for the giving of notice to him.
91. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share.
92. A notice delivered or sent by post to the registered address of a member pursuant to these presents shall, notwithstanding that the member be then dead, bankrupt or mentally disordered and whether or not the Company has notice of the death, bankruptcy or mental disorder be deemed to have been given in respect of any share registered in the name of the member as sole or joint holder. A notice so given shall be deemed a sufficient notice to all persons interested (whether jointly with or as claiming through or under the member) in the share.
93. Where a notice is sent, by whatever class of post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected (unless actually received earlier) at the expiration of twenty-four hours after the letter containing the same is posted.

94. Notice of every general meeting shall be given to all persons specified by the Act or in these presents in any manner hereinbefore authorised except those members whose registered address is not within the United Kingdom and who have not supplied to the Company an address within the United Kingdom for the giving of notices to them. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING UP

95. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie the whole or any part of the assets of the Company and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any assets whereon there is any liability.

INDEMNITY

96. Any Director, Agent, Auditor, Secretary or other officer for the time being of the Company may, with the authority of the Company in general meeting, be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under section 727 of the Act in which relief is granted to him by the Court.

UKLG/6  
25/7/86



## DEPARTMENT OF TRADE AND INDUSTRY

Company number : 01476898

SECTION 244(5) OF THE COMPANIES ACT 1985 AS INSERTED BY SECTION 11 OF THE COMPANIES ACT 1989.

The Secretary of State in exercise of his powers under Section 244(5) of the Companies Act 1985 extends by 3 months the period allowed for laying and delivering accounts of  
TECVAC LIMITED

In relation to the accounting reference period ending 30/11/94. It follows that the date on which the said period will now expire is 31/12/95.

Dated 04/10/95

A handwritten signature in black ink, appearing to read 'A C Jones', is written over a horizontal line.

ALAN C JONES

On behalf of the  
Secretary of State  
For Trade and Industry

