



Please do not write in this binding margin



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

\*Insert full name of Company

†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

THE COMPANIES ACTS 1948 TO 1981

Form No. 41a

# Declaration of compliance with the requirements on application for registration of a company

# 41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

For official use box

Company number 1857884 / 1

Name of Company

Stepney Plant (Beverley) Limited\*

I, MAVIS JUNE LATTER

of 47 BRUNSWICK PLACE

LONDON

N1 6EE

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 Stepney Plant (Beverley) Limited

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of matters precedent 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 FLAT 1, CHATSWORTH HOUSE  
65 LONDON ROAD  
TWICKENHAM, MIDDLESEX

Signature of Declarant

the Fifth day of October  
One thousand nine hundred and Eighty-FOUR  
before me

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

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

For official use  
New companies section

Post room



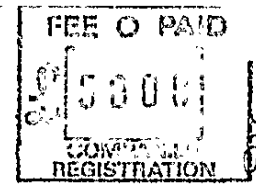
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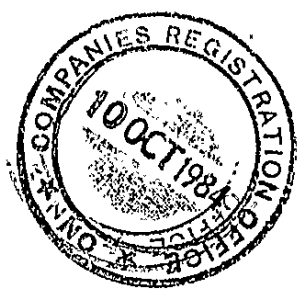
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✓



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES



1857884

3

MEMORANDUM OF ASSOCIATION OF

Stepney Plant (Beverley) Limited ✓



1. The name of the Company is Stepney Plant (Beverley) 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 plant hire contractors, owners, operators, hirers, letters on hire, manufacturers, assemblers, distributors, repairers, agents for the sale of and dealers in building, civil engineering, agricultural and general plant, machinery, equipment, appliances, implements and tools of all kinds, building, civil, agricultural and general engineers and contractors, proprietors of garages and petrol filling stations, repairing, hiring and other depots, motor engineers, manufacturers, servicers, and repairers of, agents for, and dealers in motor cars, and other vehicles, driving instructors, panel beaters, painters and sprayers, machinists, smiths, welders and metal workers, joiners, upholsterers, coach and body builders, haulage and transport contractors, tourist and insurance agents, hire purchase agents and financiers, general merchants, agents and traders; and to manufacture, buy, sell and deal in plant, machinery, tools, implements, materials, commodities, substances, articles and things of all kinds, necessary or useful for carrying on the foregoing businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

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10 OCT 1984

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or

otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The share capital of the Company is ~~10,000~~<sup>✓</sup> divided into 10,000 shares of ~~1~~<sup>8</sup> each.

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

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---



Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX  
Commercial Manager. ✓

✓ One



Christopher Charles Hadler,  
15, Pembroke Road  
Bristol. BS99 7DX  
Commercial Manager. ✓

✓ - One

Dated

5/10/84 ✓



Witness to the above Signatures:-

Errol Sandiford,  
15, Pembroke Road  
Bristol. BS99 7DX  
Clerk. ✓

COMPANY LIMITED BY SHARES

1857884 / 4

ARTICLES OF ASSOCIATION OF

Stepney Plant (Beverley) Limited. ✓

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. ✓

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members.

(c) In accordance with Section 17(9) of the Companies Act 1980 Sub-sections (1), (6) and (7) of the said Section 17 shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 14 of the Companies Act, 1980, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 14) be renewed, revoked or varied by Ordinary Resolution.

#### SHARES

3. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 11 in Table A shall be modified accordingly.

4. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call".

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

7. Clause 54 in Table A shall be read and construed as if the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.

8. A resolution in writing 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. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

Clause 73A in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

9. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors may be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Clause 99 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and accordingly

(i) Clauses 89, 90, 91, 92 and 94 in Table A shall not apply to the Company; and

(ii) Clause 95 in Table A shall be ended at the words "shall then be eligible for re-election" and the succeeding words shall not apply to the Company; and

(iii) Clause 97 in Table A shall be ended at the words "additional director" and the succeeding sentence shall not apply to the Company.

#### BORROWING POWERS

10. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 14 of the Companies Act 1980 to grant any mortgage, charge or standard security over 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.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

#### ALTERNATE DIRECTORS

11. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such

written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of and to attend all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### POWERS OF DIRECTORS

12. 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 Table A shall be modified accordingly

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Accordingly, Clause 87 in Table A shall not apply to the Company.

14. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. A resolution in writing pursuant to Clause 106 in Table A may be signed by an alternate Director in place of his appointor and may consist of two or more documents in like form each signed by one or more of the Directors in such Clause referred to, or his or their alternates and the said Clause 106 shall be modified accordingly. The said Clause 106, modified as aforesaid, shall also apply to any resolution of a committee of Directors.

#### INDEMNITY

17. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 or Section 36 of the Companies Act 1980, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

#### ADDITIONAL POWERS

18. Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

(a) pursuant to Section 45 of that Act issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall be provided by the Articles of the Company;

(b) pursuant to Section 46 of that Act purchase its own shares (including any redeemable shares);

(c) pursuant to Section 54 of that Act make a payment out of capital in respect of the redemption or purchase.

Clause 3 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

19. A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

20. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Clause 24 in Table A shall not apply to the Company.

---

Names, addresses and descriptions of Subscribers

---



Michael Richard Counsell,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager. ✓



Christopher Charles Hadler,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Commercial Manager. ✓

---

Dated

5/10/84 ✓

Witness to the above Signatures:-



Errol Sandiford,  
15, Pembroke Road,  
Bristol. BS99 7DX.  
Clerk.



Please do not  
write in this  
binding margin

THE COMPANIES ACTS 1948 TO 1981

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 complete  
legibly, preferably  
in black type,  
bold block lettering

To the Registrar of Companies

For official use

Name of Company

STEPNEY PLANT (BEVERLEY)	1857884
Limited*	

\* delete if  
inappropriate

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

GROVEHILL,
BEVERLEY,
NORTH HUMBERSIDE.

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
---

JORDAN & SONS LTD
JORDAN HOUSE
7 BRUNSWICK PLACE, LONDON N1 6EE
TEL 01 253 3030

Number of continuation sheets attached (see note 1)

--

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

STEPNEY CONTRACTORS LTD.  
Building & Civil Eng. Contractors  
GROVEHILL, BEVERLEY,  
N. HUMBERSIDE HU17 0JN

Ref. JAA

For official use  
General section

Post room



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Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

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(note 2) are as follows:

Please do not write in this binding margin



**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	SPEAKMAN MICHAEL RICHFORD	Business occupation	MANAGER ✓
Previous name(s) (note 3)		Nationality	BRITISH ✓
Address (note 4)	4 COUNTING HOUSE ROAD HIGHER DISLEY CHESHIRE	Date of birth (where applicable) (note 6)	
Other directorships † Stepney Contractors Ltd, Stepney Properties Ltd, Glencloud Ltd, Stepney Cast Stone Co Ltd, Stepney Services (Beverley) Ltd, Algosabi-Bison Ltd and H Boff Construction Ltd.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 4 October, 1984 ✓	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

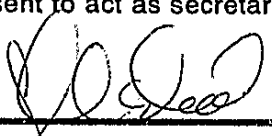
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

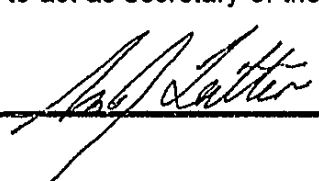
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**Important**  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the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

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

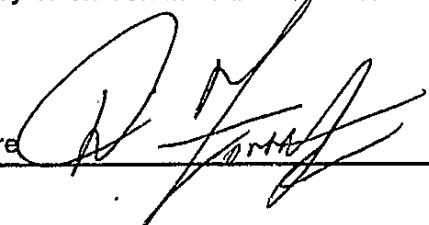
Name (notes 3 & 7)	ALFRED
	JOHN ALFRED
Previous name(s) (note 3)	
Address (notes 4 & 7)	Goosenook Lane,
	Leven,
	Beverley, East Yorkshire.
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 14 October, 1984.

Name (notes 3 & 7)	MAVIS JUNE LATTER
Previous name(s) (note 3)	
Address (notes 4 & 7)	47 BRUNSWICK PLACE
	LONDON
	N1 6EE
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 5/10/84

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

† delete as  
appropriate

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

Signature  [Subscriber] [Agent]† Date 5/10/84

Signature [Subscriber] [Agent]† Date

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1857884

I hereby certify that

**STEPNEY PLANT (BEVERLEY) LIMITED**

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 23RD OCTOBER 1984

*A.K. Phillips*  
**MRS. A. K. PHILLIPS**

an authorised officer

# A

Please do not  
write in this  
binding margin



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

\*delete if  
inappropriate

**Important**  
The accounting  
reference date  
to be entered  
alongside  
should be  
completed as  
in the following  
examples:

31 March  
Day Month  

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

5 April  
Day Month  

0	5	0	4
---	---	---	---

31 December  
Day Month  

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

THE COMPANIES ACTS 1948 TO 1981

8-11

Form No. 2

## Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

# 2

To the Registrar of Companies

For official use

Company number

1	1	7
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1857884
---------

Name of company

STEPNEY PLANT (BEVERLEY)

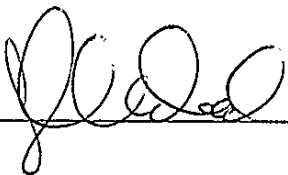
Limited\*

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Please mark X in the box below if a public company

Day Month  

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

Signed  [Director][Secretary]† Date 30 October, 1984

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

STEPNEY CONTRACTORS LTD.  
Building & Civil Eng. Contractors  
GROVEHILL, BEVERLEY,  
N. HUMBERSIDE HU17 9 1N

Ref. JAA

For official use  
General section

Post room



Printed & Supplied by:—  
Jordan & Sons Limited Company Formation and Information Services. Stationers and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

Number of Company: 1857884

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of STEPNEY PLANT (BEVERLEY) LIMITED


We, the undersigned, Stepney Group PLC and Peter Michael Barrett, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Regulation 8 of the Articles of Association of the Company, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

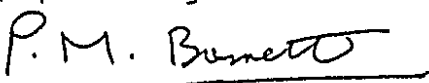
It is resolved:

1. That the share capital of the Company be increased from £10,000 to £250,000 by the creation of 240,000 shares at £1 each to rank pari passu in all respects with the existing shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

Dated this 22nd day of November, 1989.

Signed:

  
..... M. E. BARRETT .....  
(Representing STEPNEY GROUP PLC)

  
..... P. M. BARRETT .....



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

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

1857884

Name of company

\* Stepney Plant (Beverley) Limited

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 22nd November, 1989 the nominal capital of the company has been  
increased by £ 240,000 beyond the registered capital of £ 10,000.

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

A copy of the resolution authorising the increase is attached.5

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:

To rank pari passu with the existing £1.00 Ordinary Shares.

Please tick here if  
continued overleaf

☐

† delete as  
appropriate

Signed

*[Signature]*

{Director}[Secretary]† Date 30-11-1989.

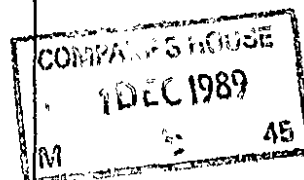
Presenter's name address and  
reference (if any):

David I North  
Stepney Group PLC  
Grovehill  
BEVERLEY  
North Humberside HU17 DJN

DIN/SPBI /AS

For official Use  
General Section

Post room



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JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON EC1A 3EE  
TELEPHONE 01 253 3030  
TELE X 25610



The Directors  
Stepney Plant (Beverley) Limited  
Grovehill  
Beverley  
HU17 0JN

30 December 1992

20/ERCL/AMN

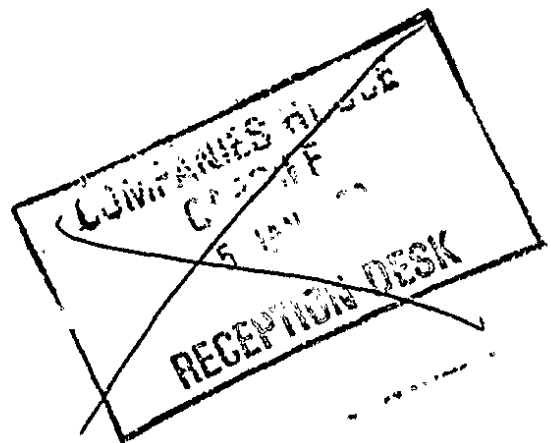
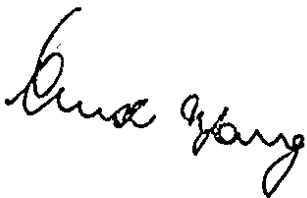
1857884

Dear Sirs

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

In accordance with section 394(1) of that Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully





COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

N

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  
(Address overleaf)

For official use

Company number

--	--	--	--

1857884

Name of company

\* insert full name  
of company

* Stepney Plant (Beverley) Limited
------------------------------------

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

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 30th December 1992 the nominal capital of the company has been  
increased by £ 325,000 beyond the registered capital of £ 50,000.

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

Please tick here if  
continued overleaf

--

‡ insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed P.M. Bunn Designation ‡ Director

Date 30/12/92

Presentor's name address and  
reference (if any): SJT/TAF  
Rollit Farrell & Bladon  
Wilberforce Court  
High Street  
Hull  
HU1 1YJ

For official Use  
General Section

Post room
COMPANIES HOUSE
* 7 JAN 1993
M 27

**G**

COMPANIES FORM No.155(6)a

**Declaration in relation to  
assistance for the acquisition  
of shares.**

**155(6)a**

Please do not  
write in this  
margin

Pursuant to section 155(6) of the Companies Act 1985

2

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

To the Registrar of Companies  
(Address overleaf- Note 5)

For official use

Company number

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

1857884

Note  
Please read the notes  
on page 3 before  
completing this form.

Name of company

\* STEPNEY PLANT (BEVERLEY) LIMITED

\* insert full name  
of company

We PETER MICHAEL BARRETT of Wood House, The Mile,  
Pocklington, North Humberside and PAUL ARTHUR FEARN of Sands  
Cottage, Bleach Yard, Beverley HU17 7HG

\* insert name(s) and  
address(es) of all  
the directors

† delete as  
appropriate

PAD

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

PAD

(a) that of a [recognised bank] [licensed institution]† within the meaning of the Banking Act 1979

(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom --

(c) something other than the above

PAD

The company is proposing to give financial assistance in connection with the acquisition of shares in

the [company] [company's holding company] \_\_\_\_\_ Limited†

PAD

The assistance is for the purpose of [that acquisition] [reducing or discharging a liability incurred for the  
purpose of that acquisition].†

375,000

The number and class of the shares acquired or to be acquired is:

Ordinary Shares of £1 each

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

Booth & Co  
Sovereign House  
South Parade  
Leeds LS1 1HQ

REF: MAC

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General Section

Post room

COMPANIES HOUSE

1 JAN 1985

M

27

The assistance is to be given to: (note 2)

whose registered office is at Grovehill Beverley North Humberside  
HU17 0JN

Please do not  
write in  
this margin

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

The assistance will take the form of:

A loan of £250,000 to be made by the Company to Stepney Group PLC on the terms of a Loan and Finance Agreement dated 30th December 1992 (the "Loan and Finance Agreement")

PA The person who [has acquired][will acquire]† the shares is:

ADDPLANT LIMITED whose registered office is at Sovereign House  
South Parade, Leeds LS1 1HQ

† delete as  
appropriate

The principal terms on which the assistance will be given are:

The terms of the Loan and Finance Agreement which provide,  
inter alia:-

1. For the payment of interest at the base rate of Lloyds Bank Plc plus Two per cent.
2. For the repayment of the loan in five annual instalments of £50,000 commencing on 30th September 1994.
3. For the giving of security by Stepney Group PLC and its subsidiary companies

The amount of cash to be transferred to the person assisted is £ 250,000

The value of any asset to be transferred to the person assisted is £ NIL

The date on which the assistance is to be given is 30th December 19 92

Please do not  
write in  
this margin

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

\* delete either (a) or  
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date] \* (note 3)

PAD { (b) [It is intended to commence the winding up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.] \* (note 3)

And I/we 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 Willesden Court,  
High St, Huddersfield  
the 30<sup>th</sup> day of December  
one thousand nine hundred and ninety two

Declarants to sign below

P. M. Baines  
P. A. Fenn

before me P. A. Duffin

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

Solicitor

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Maidenhead  
Crown Way  
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies  
Companies Registration Office  
102 George Street  
Edinburgh  
EH2 3DJ

Quaker Victoria House  
Guthrie Road  
Hull HU1 1HH  
P.O. Box No 68

Telephone (0482) 224911  
Telex 597641  
Telegraph 10492127472

*Price Waterhouse*



30 December 1992

The Directors  
Stepney Plant (Beverley) Limited  
Grovehill  
BEVERLEY  
HU17 0JN

Dear Sirs

**STEPNEY PLANT (BEVERLEY) LIMITED ("THE COMPANY")**

We have examined the attached statutory declaration of the directors of the Company dated 30 December 1992 made under Section 155(6) of the Companies Act 1985 in connection with the proposal that the Company should give financial assistance for the acquisition by Addplant Limited of the whole of the issued share capital of the Company.

We have enquired into the state of affairs of the Company and are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

*Price Waterhouse*

PRICE WATERHOUSE

Enclosure

The member firms of Price Waterhouse Coopers in the United Kingdom are: Price Waterhouse Coopers (UK) Limited, 15 Abchurch Lane, London EC4N 3DF. The member firms of Price Waterhouse Coopers in the Republic of Ireland are: Price Waterhouse Coopers (Ireland) Limited, 15 Abchurch Lane, Dublin 1. The member firms of Price Waterhouse Coopers in the Republic of South Africa are: Price Waterhouse Coopers (RSA) Limited, 15 Abchurch Lane, Johannesburg 2001. The member firms of Price Waterhouse Coopers in the Republic of South Africa are: Price Waterhouse Coopers (RSA) Limited, 15 Abchurch Lane, Johannesburg 2001. The member firms of Price Waterhouse Coopers in the Republic of South Africa are: Price Waterhouse Coopers (RSA) Limited, 15 Abchurch Lane, Johannesburg 2001.

Company Number: 1857884

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

STEPNEY PLANT (BEVERLEY) LIMITED

Passed on the 30th day of December 1992

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at Wilberforce Court, High Street, Hull on Wednesday the 30th day of December 1992 the following Resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be and is hereby increased from £50,000 divided into 50,000 Ordinary Shares of £1 each to £375,000 divided into 375,000 Ordinary Shares of £1 each by the creation of 325,000 new Ordinary Shares of £1 each such new Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of £1 each.
2. That the Directors of the Company be generally and unconditionally authorised for the period of five years from the date of this Resolution to exercise all the powers of the Company to allot and dispose of or grant options over relevant securities (within the meaning of Section 80 of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal value of £375,000.
3. That the Directors of the Company be empowered during the period of five years from the date of this Resolution pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) up to an aggregate nominal value of

£375,000 for cash pursuant to the authority conferred by the Special Resolution numbered 2 above as if sub-section (1) of Section 89 of the said Act and Article 2(b) of the Articles of Association of the Company did not apply thereto.

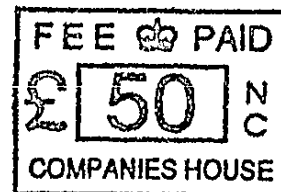
4. That the Memorandum of Association of the Company be amended by the insertion of a new sub-clause 3(x) and by re-lettering the existing sub-clause 3(x) as sub-clause 3(y):

"3(x) To the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company or the Company's holding company for the time being (as defined by section 736 of the Companies Act 1985) and to give such assistance by any means howsoever permitted by law".

5. That with effect from the date hereof Regulation 10 in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended) incorporated in the Articles of Association of the Company be and is hereby deleted.

*M. E. Barth*  
.....  
Director

Company No - 1857884



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

OF

STEPNEY PLANT (BEVERLEY) LIMITED

At an extraordinary general meeting of the above named Company duly convened and held at *Grove Hill, Beverley, HU17 0JN* on *26th January*, 1993 the following resolution was duly proposed and passed as a special resolution -

SPECIAL RESOLUTION

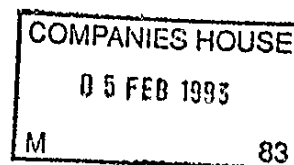
THAT the name of the Company be changed to ADDPLANT LIMITED

Presented by -

Booth & Co., (Ref: MJB)  
Sovereign House,  
South Parade,  
Leeds LS1 1HQ.

*P.M. Bennett*  
.....  
Chairman of the Meeting

*Paid £200.  
Cheque 181902-05-0020 11144217. (£400.)  
YORKS BANK.*





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1857884

The Registrar of Companies for England and Wales hereby certifies that  
STEPNEY PLANT (BEVERLEY) LIMITED

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

ADDPLANT LIMITED

Given at Leeds, the 5th February 1993

A handwritten signature in cursive script, reading "Sheila O'Connell", with a long horizontal line underneath.

For The Registrar Of Companies

