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COMPANIES FORM No. 12  
**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

\* insert full  
name of Company

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

2156126

Name of company

\* GLENBRIGHT ENGINEERS LIMITED

I, Julie Elcock  
of BRIDGE HOUSE, 181 QUEEN VICTORIA STREET, LONDON EC4V 4DD

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor~~ ~~person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)†~~ and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it 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 BRIDGE HOUSE,  
181 QUEEN VICTORIA STREET  
LONDON EC4V 4DD

Declarant to sign below

the 3rd day of July  
One thousand nine hundred and eighty seven  
before me [Signature]

[Signature]

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

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

For official Use

New Companies Section

Post room

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COMPANIES FORM No. 10

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

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Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

\* insert full name  
of company

Name of company

* <b>GLENBRIGHT ENGINEERS</b>	
<b>LIMITED</b>	

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

<b>BRIDGE HOUSE</b>	
<b>181 QUEEN VICTORIA STREET</b>	
<b>LONDON EC4V 4DD</b>	
	Postcode

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

☐

<b>WILDMAN &amp; BATTALL LIMITED</b>	
<b>BRIDGE HOUSE, 181 QUEEN VICTORIA STREET,</b>	
<b>LONDON EC4V 4DD</b>	
	Postcode

Number of continuation sheets attached (see note 1)

☐

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

**Wildman & Battall Ltd**  
**Bridge House**  
**181 Queen Victoria Street**  
**London EC4V 4DD**

For official Use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) KIM SKEOCH		Business occupation COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) BRIDGE HOUSE 181 QUEEN VICTORIA STREET LONDON Postcode EC4V 4DD		Date of birth (where applicable) (note 6)
Other directorships † WILDMAN & BATTELL LIMITED		
I consent to act as director of the company named on page 1		Date 53 JUL 1987
Signature <i>[Signature]</i>		

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

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

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

Please do not  
write in  
this margin

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

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)		JULIE ELCOCK	
Previous name(s) (note 3)			
Address (notes 4 & 7)			
BRIDGE HOUSE			
181 QUEEN VICTORIA STREET			
LONDON		Postcode	EC4V 4DD
I consent to act as secretary of the company named on page 1			
Signature		J Elcock	
		Date	
		- 3 JUL 1987	

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

delete if the form is  
signed by the  
subscribers

for and on behalf of: WILDMAN & BATTELL LIMITED	
Signature of agent on behalf of subscribers	J Elcock
Date	- 3 JUL 1987

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

The Companies Act 1985

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

GLENBRIGHT ENGINEERS LIMITED

c2 650  
2156126

1. The name of the Company is "GLENBRIGHT ENGINEERS 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 business as mechanical, constructional, agricultural, consulting, heating and general engineers and contractors and as manufacturers, repairers and letters on hire of, and wholesale and retail suppliers and dealers in machinery, agricultural machinery, rolling stock, steel, girders, scaffolding, implements, ferrous and non-ferrous metals and tubes, tools, patterns, jigs, plates, accessories, hardware, cooking and heating stoves, boilers, ranges and fire-places, and all heating, cooking, ventilating and refrigerating plant or apparatus and all office machinery, furniture, supplies and apparatus and engineering equipment and supplies of every kind and as tinplate, steel and metal workers, steel makers, iron-founders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap and waste merchants, fuel merchants, machinery, metal and wooden goods manufacturers, agricultural contractors, industrial consultants, builders' merchants, and as builders, owners and managers of factories, mills, furnaces, quarries, mines, farms, warehouses, docks, stores, wharves, and as manufacturers, workers, merchants and dealers of and in cake spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin, metals, ores, alloys, tinplate, gases, oils, chemicals, manures, lime, cement, rock, clay, concrete, bricks, stone, gravel, coke, minerals, by-products and substances of every description, and as haulage and transport contractors and carriers and to carry on all descriptions of trade or business connected with any of the above mentioned trades, articles or services.
  - (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

WILDMAN & BATTELL LTD.,  
BRIDGE HOUSE,  
181 QUEEN VICTORIA STREET,  
LONDON, EC4V 4DD  
Tel: 248 2367

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- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- (g) To associate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

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- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

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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



KIM SKEOCH,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

ONE

Company Director.



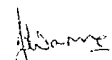
JULIE ELCOCK,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

ONE

Secretary.

DATED this 3rd day of July, 1987.

WITNESS to the above signatures -



J. WARNE,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

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The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

GLENBRIGHT ENGINEERS LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued 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 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 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 thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company.

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(b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with section 89 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

5. Subject to the provisions of Chapter VII of Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

#### TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

#### VOTES OF MEMBERS

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

8. A Director who has disclosed his interest and the interest of any person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with the Director and, in the case of an alternate director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

9. Any 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 Directors may determine.

10. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

11. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

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12. The office of a Director shall be vacated :

- (1) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or
- (2) If he is removed from office by a resolution duly passed under Section 303 of the Act.

#### MANAGING DIRECTORS AND MANAGERS

13. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

#### SECRETARY

14. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

15. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

#### FIRST DIRECTORS

16. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be KIM SKEOCH.

#### FIRST SECRETARY

17. The first Secretary of the Company shall be JULIE ELCOCK.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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KIM SKEOCH,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Company Director.



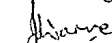
JULIE ELCOCK,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

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DATED this 3rd day of July, 1987.

WITNESS to the above signatures -



J. WARNE,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

FILE COPY



CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY

No. 2156126

I hereby certify that

GLENBRIGHT ENGINEERS LIMITED

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 21 AUGUST 1987

*P. A. Rowley*  
MRS P.A. ROWLEY

an authorised officer

HC007B