



## 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

To the Registrar of Companies

For official use

For official use

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2816074
---------

Name of company

\* BROOMCO (387) LIMITED

\* insert full  
name of Company

I, ANDREW JOHN REVITT

of 138 CHORLEY ROAD

FULWOOD

SHEFFIELD S10 3RN

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†

[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 1835Declared at 12 Norfolk Row  
Sheffield

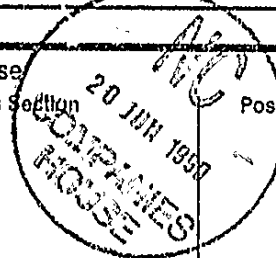
Declarant to sign below

the nineteenth day of June  
One thousand nine hundred and ninety  
before me T. J. Saunders

Andrew Revitt

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.TERENCE JOHN SAUNDERS  
Solicitor  
12 Norfolk Row  
SHEFFIELD S1 1SLPresentor's name address and  
reference (if any): AJRDIBB LUPTON BROOMHEAD  
AND PRIOR  
FOUNTAIN PRECINCT  
BALM GREEN  
SHEFFIELD S1 1RZFor official Use  
New Companies Section

Post room



**Statement of first directors  
and secretary and intended  
situation of registered office**Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\*Insert full name  
of company

Name of company

\* BROOMCO ( 387 ) LIMITED

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

FOUNTAIN PRECINCT	
BALM GREEN	
SHEFFIELD	
Postcode	S1 1RZ

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

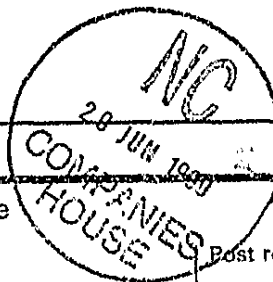
☒ X

DIBB LUPTON BROOMHEAD AND PRIOR	
FOUNTAIN PRECINCT	
BALM GREEN	
SHEFFIELD	Postcode S1 1RZ

Number of continuation sheets attached (see note 1)

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

AJR

DIBB LUPTON BROOMHEAD  
AND PRIOR  
FOUNTAIN PRECINCT  
BALM GREENFor 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:

Name (note 3)		ANDREW JOHN REVITT		Business occupation	
				SOLICITOR	
Previous name(s) (note 3)				Nationality	
Address (note 4)				BRITISH	
138 CHORLEY ROAD				Date of birth (where applicable)	
FULWOOD				(note 6)	
SHEFFIELD		Postcode	S10 3RN		
Other directorships†					
I consent to act as director of the company named on page 1					
Signature <i>Andrew John Revitt</i>				Date 22.5.90	

Please do not write in this margin

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

Name (note 3)		JULIA STOUT		Business occupation	
				SOLICITOR	
Previous name(s) (note 3)				Nationality	
Address (note 4)				BRITISH	
59 CRESCENT ROAD				Date of birth (where applicable)	
SHEFFIELD				(note 6)	
		Postcode	S7 1HN		
Other directorships†					
I consent to act as director of the company named on page 1					
Signature <i>J. Stout</i>				Date 22.5.90	

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			
Signature		Date	

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)		JULIA STOUT	
Previous name(s) (note 3)			
Address (notes 4 & 7)		59 CRESCENT ROAD	
		SHEFFIELD	
		Postcode	S7 1HN
I consent to act as secretary of the company named on page 1			
Signature		J. Stout	
		Date	22.5.90

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.

DIBB LUPTON BROOMHEAD AND PRIOR	
Signature of agent on behalf of subscribers	Date 22.5.90

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

2816074

Company No.

THE COMPANIES ACT 1985

-----  
COMPANY LIMITED BY SHARES  
-----

M E M O R A N D U M

AND

A R T I C L E S   O F   A S S O C I A T I O N

O F

BROOMCO (387) LIMITED

-----  
Incorporated on the                      day of                      1990  
-----

Dibb Lupton Broomhead and Prior  
Solicitors  
Sheffield  
S1 1RZ



~~2816074~~

Company No.

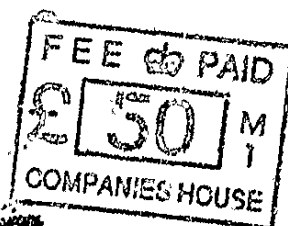
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

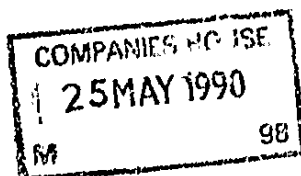
MEMORANDUM OF ASSOCIATION

OF

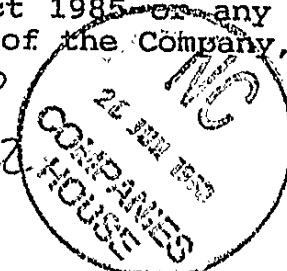
BROOMCO (387) LIMITED



1. The name of the Company is Broomco (387) Limited
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To carry on business as a general commercial company: that is to say -
    - (a) to carry on any trade or business whatsoever and
    - (b) to do all such things as are incidental or conducive to the carrying on of any trade or business.
  - (2) (a) To guarantee support or secure whether by personal obligation or 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 any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or



NWt 50.00  
077642



another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

- (b) 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 to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;
- (c) To purchase and maintain insurance cover for Directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;
- (d) To make donations gifts or contributions of any kind to any organisation club society whatsoever; and
- (d) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or by itself.

- (3)(a) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- (b) The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated 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 £100 divided into 100 Shares of £1 each.



We, the several persons whose names, addresses and descriptions are subscribed hereto, 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, ADDRESSED AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
---	---

---

ANDREW JOHN REVITT  
138 CHORLEY ROAD  
SHEFFIELD  
S10 3RN

*Andrew Revitt*

ONE

Solicitor

JULIA STOUT  
59 CRESCENT ROAD  
SHEFFIELD  
S7 1HN

*J. Stout*

ONE

Solicitor

---

Dated the 22 day of May 1990

Witness to the above signatures:-

CHRISTINE PHILLIPS  
THE FOUNTAIN PRECINCT  
BALM GREEN  
SHEFFIELD  
S1 1RZ

Secretary

*C. Phillips*

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BROOMCO (387) LIMITED

PRELIMINARY

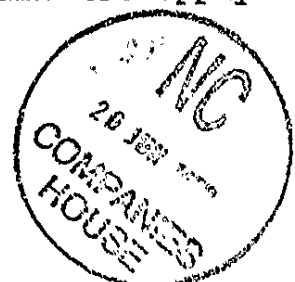
1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive), 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. Subject to the provisions of these Articles and the Companies Act 1985 the Directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.



5. The Company in general meeting may give the Directors any authority required under Section 80 of the Companies Act 1985 in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

#### TRANSFER OF SHARES

6. 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.

#### GENERAL MEETINGS

7. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
8. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) thereof shall not apply.

#### DIRECTORS

9. A Director including an alternate Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
10. A Director (including an alternate Director) who has duly declared his interest therein 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 counted in the quorum when any such contract or arrangement is under consideration.
11. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other

than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine.

12. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
13. A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed. Every such appointment or removal shall be in writing or signed by or on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.
14. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
15. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.
16. The last sentence of regulation 84 of Table A shall not apply.

#### DIRECTORS' GRATUITIES AND PENSIONS

17. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or any predecessor in business of the Company or of any such subsidiary, notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

#### INFORMATION

18. It shall be the duty of any member of the Company upon request by the Directors to furnish all information in his possession or power (supported if required by the Directors by a statutory declaration) relating to or which in the opinion of the Directors might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof. If a member shall fail to comply with any request by the Directors hereunder to the satisfaction of the Directors within a period of three months from the date of any such request, no dividends declared upon any shares in the Company held by him shall be paid to such member until he shall have so complied, but all such dividends shall in the meantime be retained by the Company without any liability to pay interest thereon.

#### THE SEAL

19. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed or which is intended to take effect as if executed under the seal and unless otherwise so determined any such instrument may be signed by any Director and by the secretary or by any two Directors.

#### INSURANCE

20. If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor.

-----  
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS  
-----

ANDREW JOHN REVITT  
138 CHORLEY ROAD  
SHEFFIELD  
S10 3RN

*Andrew Revitt*

SOLICITOR

JULIA STOUT  
59 CRESCENT ROAD  
SHEFFIELD  
S7 1HN

*J. Stout*

SOLICITOR

-----  
Dated the *12* day of *May* 1990

Witness to the above signatures:-

CHRISTINE PHILLIPS  
THE FOUNTAIN PRECINCT  
BALM GREEN  
SHEFFIELD  
S1 1RZ

SECRETARY

*C. Phillips*

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2516074

I hereby certify that

**BROOMCO (387) LIMITED**

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

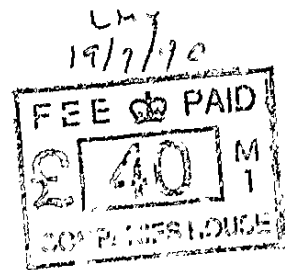
Given under my hand at the Companies Registration Office,  
Cardiff the 27 JUNE 1990

*M. Rose*  
M. ROSE

an authorised officer

Registered Number 2516074

BROOMCO (387) LIMITED



COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at Fountain Precinct Balm Green Sheffield S1 1RZ on the 29 day of June 1990

SPECIAL RESOLUTION

That the name of the Company be changed to

S R Gent (UK) Limited

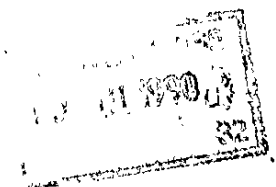
By order of the Board of Directors,

J. Stout  
Company Secretary.

Dated 29 June 1990



NAT A40-  
518072.





FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2516074

I hereby certify that

**BROOMCO (387) LIMITED**

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

**S R GENT (UK) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 19 JULY 1990

*G.J. Stagg (Mrs)*  
MRS. G.J. STAGG

an authorised officer

**G**

## COMPANIES FORM No. 224

**Notice of accounting reference date**  
**(to be delivered within 6 months of**  
**incorporation)****224**Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

2516074

Name of company

* S R GENT (UK) LIMITED
-------------------------

\* Insert full name  
of companygives notice that the 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:**Important**  
The accounting  
reference date to  
be entered above  
should be  
completed as in the  
following examples:

Day Month

3	0	0	6
---	---	---	---

5 April  
Day Month

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

30 June  
Day Month

3	0	0	6
---	---	---	---

31 December  
Day Month

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

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

Signed

Designation: *SECRETARY*

Date 10 OCTOBER 1990

Presenter's name address and  
reference (if any):For official Use  
General Section

Post room

COMPANIES ACT 1985
13 NOV 1990
M

Company No.2516074

THE COMPANIES ACT 1985

C O P Y   S P E C I A L   R E S O L U T I O N

(Pursuant to Section 380 of the Companies Act 1985)

of

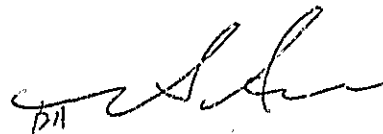
S R GENT (UK) LIMITED

(Passed the 10<sup>th</sup> day of October 1990)

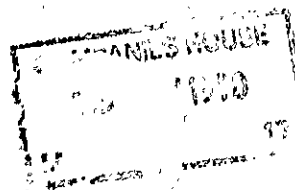
At an Extraordinary General Meeting of the above Company, duly convened and held at Dodworth Road, Barnsley, South Yorkshire S70 6JE on the 10<sup>th</sup> day of October 1990, the following Special Resolution was duly passed:-

S P E C I A L   R E S O L U T I O N

That the Memorandum of Association of the Company be altered to the form a copy of which has been initialled by the Chairman for the purposes of identification and that the Articles of Association in the form initialled for identification by the Chairman of the meeting be adopted in the place of and to the exclusion of the existing Articles of Association of the Company.

  
.....  
Chairman

Filed By:  
Dibb Lupton Broomhead and Prior  
Bernard House  
Piccadilly Plaza  
MANCHESTER  
M1 4DD



Company No. 2516074

THE COMPANIES ACT 1985

-----  
COMPANY LIMITED BY SHARES  
-----

M E M O R A N D U M

AND

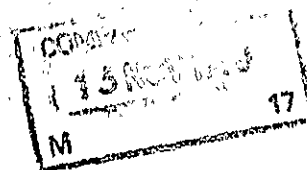
A R T I C L E     O F     A S S O C I A T I O N

O F

SR GENT (UK) LIMITED  
(Amended by Special Resolution dated 10<sup>th</sup> October 1990)

-----  
Incorporated on the 27th day of June 1990  
-----

Dibb Lupton Broomhead and Prior  
Solicitors  
Sheffield  
S1 1RZ



*Handwritten signature*

Company No. 2516074

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SR GENT (UK) LIMITED

1. The name of the Company is SR Gent (UK) Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) to carry on business as a general commercial company: that is to say -
    - (a) to carry on any trade or business whatsoever and
    - (b) to do all such things as are incidental or conducive to the carrying on of any trade or business.
  - (2) (a) To guarantee support or secure whether by personal obligation or 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 any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

- (b) 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 to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, to any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;
- (c) To purchase and maintain insurance cover for Directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;
- (d) To make donations gifts or contributions of any kind to any organisation club society whatsoever; and
- (d) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or by itself.

- (3) (a) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- (b) The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated 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 £100 divided into 100 shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed hereto, 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, ADDRESSED AND DESCRIPTIONS  
OF SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

---

ANDREW JOHN REVITT  
138 CHORLEY ROAD  
SHEFFIELD  
S10 3RN

ONE

Solicitor

JULIA STOUT  
59 CRESCENT ROAD  
SHEFFIELD  
S7 1HN

ONE

Solicitor

---

Dated the 22nd day of May 1990

Witness to the above signatures:-

CHRISTINE PHILLIPS  
THE FOUNTAIN PRECINCT  
BALM GREEN  
SHEFFIELD  
S1 1RZ

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SR GENT (UK) LIMITED  
(Amended by Special Resolution dated 10<sup>th</sup> October 1990)

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 24, 73 to 80 (inclusive), 87, 94 to 97 (inclusive) and 101 of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. Subject to the provisions of these Articles and the Companies Act 1985 the Directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.
5. The Company in general meeting may give the Directors any authority required under Section 80 of the Companies Act



1985 in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

#### TRANSFER OF SHARES

6. 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.

#### GENERAL MEETINGS

7. In regulation 41 of Table A the words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added after the words "directors may determine".
8. A poll may be demanded at any general meeting by any one member present in person or by proxy and entitled to vote. Paragraph (b) of regulation 46 of Table A shall be modified accordingly and paragraphs (c) and (d) thereof shall not apply.

#### DIRECTORS

9. A Director including an alternate Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.
10. A Director (including an alternate Director) who has duly declared his interest therein 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 counted in the quorum when any such contract or arrangement is under consideration.
11. Any Director who, being so requested by the Directors, performs special or extraordinary services on behalf of the Company, or who travels to or resides in any place other than where he usually resides for the purpose of discharging his duties, may be paid such extra remuneration (whether by way of lump sum, salary, commission or participation in profits or otherwise) as the Directors may determine.

12. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.
13. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office Provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.
14. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.
15. The last sentence of regulation 84 of Table A shall not apply.

#### DIRECTORS' GRATUITIES AND PENSIONS

16. The Directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or to the widow family or dependants of any person in respect of services rendered by him at anytime to the Company whether as managing director or in any other office or employment under the Company or indirectly as an officer or employee of any Company which is subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or any predecessor in business of the Company or of any of the aforesaid companies, notwithstanding that he may be or may have been a Director of the Company or of any of the aforesaid companies and the Company may make payments towards insurance or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

#### INFORMATION

17. It shall be the duty of any member of the Company upon request by the Directors to furnish all information in his possession or power (supported if required by the Directors by a statutory declaration) relating to or which in the opinion of the Directors might relate to the status of the Company as a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof. If a member shall fail to comply with any request by the Directors hereunder to the satisfaction of the Directors within a period of three months from the date of any such request, no dividends declared upon any shares in the Company held by him shall be paid to such member until he shall have so complied, but all such dividends shall in

the meantime be retained by the Company without any liability to pay interest thereon.

#### THE SEAL

18. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed or which is intended to take effect as if executed under the seal and unless otherwise so determined any such instrument may be signed by any Director and by the secretary or by any two Directors.

#### INSURANCE

19. If the Directors so determine the Company shall purchase and maintain policies of insurance providing insurance cover up to such limit or limits as the Directors may decide for the Directors or any of them and any other officer or auditor of the Company against liability to the Company for any loss caused by reason of the negligence, default, breach of duty or breach of trust by any Director or other officer or auditor.

#### HOLDING COMPANY

20. So long as the Company once having become remains a subsidiary company of S R Gent plc (the Parent Company) within the meaning of Section 736 of the Companies Act 1985, the Parent Company shall be entitled from time to time to nominate the Directors and to remove any Director or Directors so nominated. The appointment or removal of a Director or Directors shall be effected by notice in writing signed by the Secretary of the Parent Company and served on the Company. The provisions of Regulations 73 to 80 inclusive of Table A shall not apply to a Director or Directors so nominated. All of the Existing Directors shall be deemed to have been nominated by the Parent Company. Section 293 of the Companies Act 1985 relating to the age limit of Directors shall not apply to the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS  
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ANDREW JOHN REVITT  
138 CHORLEY ROAD  
SHEFFIELD  
S10 3RN

SOLICITOR

JULIA STOUT  
59 CRESCENT ROAD  
SHEFFIELD  
S7 1HN

SOLICITOR

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Dated the 22nd day of May 1990

Witness to the above signatures:-

CHRISTINE PHILLIPS  
THE FOUNTAIN PRECINCT  
BALM GREEN  
SHEFFIELD  
S1 1RZ

SECRETARY



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

[ ] [ ] [ ] [ ]

2516074

Name of company

\* S R CENT (UK) LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 11 MARCH 1991 the nominal capital of the company has been  
increased by £ 2999900 beyond the registered capital of £ 100.

§ 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:

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

Please tick here if  
continued overleaf

☐

Signed

Designation:  
DIRECTOR

Date

11 MARCH 1991

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

For official Use  
General Section

Post room



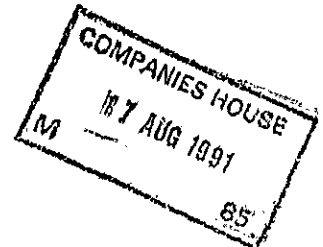
Company No. 2516074

THE COMPANIES ACT 1985  
SPECIAL RESOLUTION

(Pursuant to Section 380)

of

S R GENT (UK) LIMITED



At an Extraordinary General Meeting of the Company duly convened and held at Dodworth Road, Barnsley, South Yorkshire S70 6JE on the 11 day of March 1991 the following resolutions were duly passed.

Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £100 to £3000000 by the creation of a further 2999900 ordinary shares of £1 each.
2. The directors of the Company be and they are hereby authorised for a period of twelve months hereafter in accordance with Section 80 of the Companies Act 1985 to allot 2999998 £1 ordinary shares of the Company being part of the Authorised but unissued share capital of the Company.

Special Resolution

3. That such allotment recited in resolution number 2 above may be made otherwise than to the existing shareholders of the Company in proportion to their existing shareholdings and otherwise than in accordance with Section 89 of the Companies Act 1985.

  
.....  
Chairman

Filed By:  
Dibb Lupton Broomhead and Prior  
Fountain Precinct  
Balm Green  
SHEFFIELD  
S1 1RZ