



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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Name of company

* <u>BRICK UK LIMITED</u>

* Insert full
name of Company

I, MANFRED KUHN
of 259 BASINGHALL GARDENS, BRIGHTON ROAD
SUTTON
SURREY SM2 6AP

† 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 1835

Declared at Croydon in the
County of Greater London

Declarant to sign below

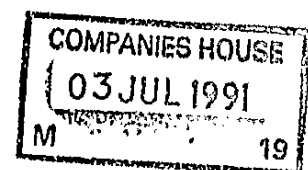
the First day of July
One thousand nine hundred and ninety-one
before me Nicola F. M. on Trench

M. Kuhn

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

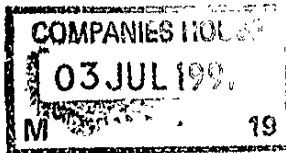
Presenter's name address and
reference (if any):For official Use
New Companies Section

Post room





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

This form should be completed in black.

Company name (in full)

CN

2628719

For official use

D

BRÜCK UK LIMITED

Registered office of the company on
incorporation.

RO

4 DINGWALL ROAD

Post town

CROYDON

County/Region

SURREY

Postcode

CR9 3RG

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

HARTWIG

4 DINGWALL ROAD

CROYDON

Postcode

CR9 3RG

Telephone

081-681 2893

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation give the
registered or principal office address.

Consent signature

CS	WILLIAM REGISTRARS LIMITED	
AD	15 WILLIAM MEWS	
Post town		LONDON
County/Region		
Postcode		SW1X 9HF
Country		ENGLAND
I consent to act as secretary of the company named on page 1		
WILLIAM REGISTRARS LTD Company Secretary		
Signed	by <u>Kuhn</u>	Date 1.7.1991
		DIRECTOR

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	MANFRED	
Forenames		KUHN
Surname		
*Honours etc		
Previous forenames		
Previous surname		
AD	259 BASINGHALL GARDENS	
BRIGHTON ROAD		
Post town		SUTTON
County/Region		SURREY
Postcode		SM2 6AP
Country		ENGLAND
DO	171050	Nationality NA GERMAN
OC	SOLICITOR'S CLERK	
OD	PITWAY UK LIMITED	
I consent to act as director of the company named on page 1		
Signed	<u>Manfred Kuhn</u>	Date 1.7.1991

Directors (continued)

(See notes 1-5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature****CD****AD**

Post town

County/Region

Postcode

Country

DO

Nationality

NA**OC****OD**

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

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

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

Signed

Manfred Kuhn

Date

1.7.1991

WILLIAM REGISTRARS LTD
Company Secretary

Signed

by *Kuhn*
DIRECTOR

Date

1.7.1991

Signed

Date

Signed

Date

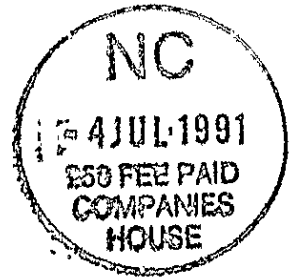
Signed

Date

Signed

Date

2628719

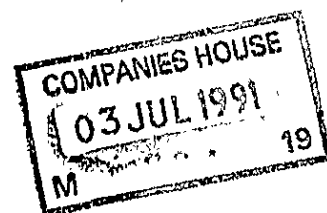


THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION OF

BRÜCK UK LIMITED

1. The name of the Company is Brück UK Limited.
2. The registered office of the Company will be situated in England or in Wales.
3. The objects for which the Company is established are:-
 - (1) To carry on the business of importers, distributors and manufacturers of flanges, forged rings and forgings; engineers, designers, exporters, commercial agents, brokers, wholesalers and general merchants;



£50 - LB
845698

- (2) to carry on any other trade or business which may seem to the Company capable of being conveniently or advantageously carried on in connection with or as ancillary to the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property;
- (3) to purchase or otherwise acquire any property of any nature and any rights or privileges, in any part of the world, which the Company may think necessary or convenient for the purposes of its business, or which may enhance the value of any other property of the Company;
- (4) to apply for, purchase or otherwise acquire, and to protect and renew in any part of the world, any patents, brevets d'invention, licences, concessions and the like, or any secret or other information concerning any invention or process, or any copyrights or other intellectual property rights whatsoever which may seem to it capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to turn to account the property, rights or information so acquired, and to experiment upon, test and improve such property and rights;

- (5) to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (6) to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, or which can be carried on in conjunction therewith, or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (7) to improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any of the property and rights of the Company, and in particular to build, construct, alter and maintain any buildings or other work necessary or convenient for the purposes of the Company;

- (8) to ~~to~~ vest any property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company;
- (9) to take, purchase or otherwise acquire, and hold, shares or other securities of any other company having similar objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (10) to invest and deal in any manner with the moneys of the Company not immediately required;
- (11) to lend and advance money or give credit to such persons or companies or other entities on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities;
- (12) to receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the replacement of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or

assets of the Company, both present and future, including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be;

- (13) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (14) to enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, or any person or company, that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may consider it desirable to obtain, and to carry out, exercise and comply therewith;
- (15) to act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts;
- (16) to pay for any rights or property acquired by the Company, and to remunerate any person or company,

whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise;

(17) to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;

(18) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such company as aforesaid, and the spouses, former spouses, families and dependents of such persons, and also establish and subsidise and subscribe to any

institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid;

- (19) to make money, property or privileges available, whether by gift, guarantee, subscription or otherwise, for any charitable, benevolent, public, general or useful object, or for any exhibition, and to support any such object;
- (20) to establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company;
- (21) to sell or otherwise dispose of the property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares or other


securities of any other company, whether or not having objects altogether or in part similar to those of the Company;

- (22) to distribute among the members of the Company in specie any of the property of the Company;
- (23) to procure the Company to be registered or recognised in any part of the world;
- (24) to purchase or otherwise acquire, on such terms and in such manner as the regulations of the Company from time to time lawfully provide, any shares in the Company's capital;
- (25) to do all or any of the things or matters aforesaid as principals, agents, contractors or otherwise, and whether alone or in conjunction with others;
- (26) to do all or any of the things or matters aforesaid with or for the benefit of any company which is an immediate or ultimate subsidiary or holding company of the group of companies (if any) of which the Company may from time to time be part;
- (27) to do all or any of the things or matters aforesaid in any part of the world; and

references herein to a company may include any entity having under the laws of its place of establishment the attributes of separate legal personality; and words used herein being terms in English law shall be interpreted to include concepts having the same substantive effect in the law applicable to the place where such acts or things are done or property situated;

- (28) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each subclause of this Clause shall not be restrively construed, but the widest interpretation shall be given thereto, and they shall not, except where the context so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause hereof, or by the name of the Company, but shall so far as possible in each case be construed as independent objects of the Company.

4. The liability of the members is limited.
 5. The share capital of the Company is £100,000 divided into 100,000 shares of £1 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 out opposite our respective names.

Names, addresses and descriptions

Manfred Kuhn,
Solicitor's Clerk of
259 Basinghall Gardens
Brighton Road
Sutton
SM2 6AP

William Registrars Limited,
a company incorporated in England,
whose registered office is at
15 William Mews
London SW1X 9HF

Number of shares taken
by each subscriber

Manfred Kuhn
One
(ONE)

WILLIAM REGISTRARS LTD
~~Company Secretary~~

by *Kuhn*
DIRECTOR
(ONE) *One*

Dated this 1st day of July 1991

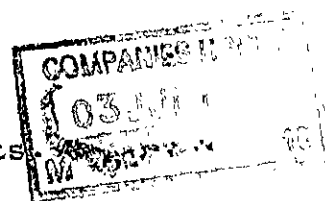
Witness to the above signatures:

Rosemary Dempers
(MRS. ROSEMARY DEMPERS)
4 Dingwall Road
Croydon CR9 3RG

Memorandum

Index to Clause 3 (not forming part of the memorandum).
(This index may be used to identify the subclauses, but not to interpret or limit their meaning).

- (1) to carry on specific business.
- (2) to carry on other businesses.
- (3) to acquire property.
- (4) to obtain intellectual property rights.
- (5) to acquire other businesses.
- (6) to amalgamate.
- (7) to improve and manage property.
- (8) to vest property in trustees.
- (9) to take shares in other companies.
- (10) to invest.
- (11) to lend money, and to give guarantees.
- (12) to borrow money.
- (13) to accept and discount bills.
- (14) to enter into arrangements.
- (15) to act as agents.
- (16) to remunerate in cash or shares.
- (17) to pay formation expenses.
- (18) to pay pensions.
- (19) to support charities.
- (20) to promote other companies.
- (21) to dispose of the Company's undertaking.
- (22) to distribute assets in specie.
- (23) to obtain overseas registration.
- (24) to buy own shares.
- (25) to act as agents, or jointly.
- (26) to benefit the Group.
- (27) to act in any part of the world.
- (28) to do anything incidental to the above objects.



THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION OF

BRÜCK UK LIMITED

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter "Table A") are incorporated in these Articles except as hereinafter provided.
2. The Company may appoint any number of directors or a sole director.
3. The director or directors may (subject to Section 80 of the Act) allot the shares which are comprised in the authorised share capital of the Company to such persons, on such terms and in such manner as they think fit.
4. Notices to members and directors of the Company shall be sent to them at such address as they may designate, whether or not in the United Kingdom.

Names, addresses and descriptions of the Subscribers

Manfred Kuhn
Solicitor's Clerk of
259 Basinghall Gardens
Brighton
Sutton
SM2 6AP

Manfred Kuhn

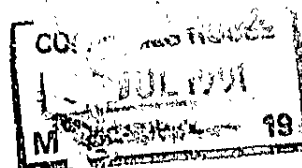
William Registrars Limited
a company incorporated in England,
whose registered office is at
15 William Mews
London SW1X 9HF

WILLIAM REGISTRARS LTD
~~Company Secretary~~
By *Kuhn*
DIRECTOR

Dated this 1st day of July 1991

Witness to the above signatures:

Rosemary Dempers
(MRS. ROSEMARY DEMPERS)
4 Dingwall Road
Croydon CR9 3RG



FILE COPY



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

No. 2628719

I hereby certify that

BRUCK UK 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 11 JULY 1991

F. A. Joseph.

F. A. JOSEPH

an authorised officer