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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

To the Registrar of Companies

For official use

For official use

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

\* Insert full  
name of Company

Name of company

\* M F & T LIMITED

I, EDWARD BROOKS BEATTY MONDS  
of Wessex House, Wimborne, Dorset BH21 1AS

† 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 Wimborne in the County  
of Dorset

Declarant to sign below

the eleventh day of March  
One thousand nine hundred and ninety-three  
before me GRAHAM H. EVANS

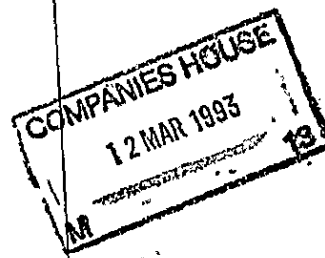
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

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

TURNERS  
Solicitors  
WESSEX HOUSE  
WIMBORNE  
DORSET BH21 1AS

For official Use  
New Companies Section

Post room





OYEZ

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10

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

This form should be completed in black.

Company name (in full)

<input type="checkbox"/> CN	2801412	For official use <input checked="" type="checkbox"/> M
M F & T Limited		

Registered office of the company on incorporation.

<input type="checkbox"/> RO	Wessex House,		
Post town	WIMBORNE		
County/Region	Dorset		
Postcode	BH21 1AS		

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.

☒

<input type="checkbox"/> RA	Name	TURNERS
		Wessex House
Post town	WIMBORNE	
County/Region	Dorset	
Postcode	BH21 1AS	

Number of continuation sheets attached

☐

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

as above	
Telephone	Postcode
	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**

<b>CS</b>	MR
EDWARD BROOKS BEATTY	
MONDS	
<b>AD</b>	Garden House
Cuthburga Road	
Post town	WIMBORNE
County/Region	Dorset
Postcode	BH21 1LH
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	<i>Edward Monds</i> Date 11 MAR 1993

**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**

<b>CD</b>	MR
PIERS SEYMOUR	
BUTLER	
<b>AD</b>	Hillcrest
Holtwood	
Post town	WIMBORNE
County/Region	Dorset
Postcode	BH21 7BR
Country	England
<b>DO</b>	0   5   0   1   4   5
Nationality	<b>NA</b> British
<b>OC</b>	Solicitor
<b>OD</b>	Please see attached list
I consent to act as director of the company named on page 1	
Signed	<i>P. S. Seymour</i> Date 11 MAR 1993

**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

Delete if the form  
is signed by the  
subscribers.

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.

GD	MR
EDWARD BROOKS BEATTY	
MONDS	
AD	Garden House
Cuthburga Road	
Post town	WIMBORNE
County/Region	Dorset
Postcode	BH21 1LH
Country	England
DO	1 9 1 2 4 9
Nationality	NA British
OC	Solicitor
OD	Please see attached list
I consent to act as director of the company named on page 1	
Signed	<i>Edward Brooks Beatty</i> Date 11 MAR 1993

TURNERS Solicitors WESSEX HOUSE WIMBORNE	
Signature of agent on behalf of all subscribers	Date 11 MAR 1993

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

List of Current Directorships  
EDWARD BROOKS BEATTY MONDS  
Date of Birth 19th December 1949

Astonland Limited  
Aviation Defence and Marine Spares Limited  
Aviation Marine & Defence Spares Limited  
Bayside Developments Limited  
BLJ Management Company Limited  
Boater (Wessex) Limited  
Dalenallen Limited  
Enterprise Interaction Limited  
Faradale Limited  
Hedgi Limited  
Imperial Motor Components Limited  
Iwerne Minster Limited  
Langshire Limited  
Leond Wessex Limited  
Netab (Wessex) Limited  
Praefector (Wessex) Limited  
Rainbow Corporation (Wessex) Limited  
Sherrington Automotive Limited  
The Towers (Corfe Mullen) Management Company Limited  
Thermotronic Limited  
Turners Nominees Limited  
Ward Wessex Limited  
Wimborne Minster Limited  
Yacht Brokers International Limited

LIST OF FORMER DIRECTORSHIPS

Resigned from

Spurhill Management Company Limited	1988
Headlands Management Company Limited	1988
Hawkshead Properties Limited	1988
Layton Court Management Company Limited	1988
Webasto Heating Limited	1988
Chadhaven Limited	1989
Parkstone Court Parkstone Limited	1989
Ashley Court Parkstone Limited	1989
Douglas Court Parkstone Limited	1989
Curtis Hoy Promotions Limited	1989
Cresta Court (Bournemouth) Limited	1990
Henchard Court Dorchester Limited	1990
Ryde Management Company Limited	1990
Clifton Lodge Bournemouth Limited	1990
Summerhill Lyme Regis Limited	1990
Enterprise Innovation Limited	1991
Warmfreeze Limited	1991
Hi-flex Rigging Limited	1991
Heritage Conferences & Events	1991
Florentina Residents Management Ltd	1991

List of Current Directorships  
**PIERS SEYMOUR BUTLER**  
 Date of Birth 5th January 1945

Astonland Limited  
 Aviation Marine & Defence Spares Limited  
 Bayside Developments Limited  
 Boater (Wessex) Limited  
 Dalenallen Limited  
 Enterprise Interaction Limited  
 Faradale Limited  
 Hedgi Limited  
 Imperial Motor Components Limited  
 Iwerne Minster Limited  
 Langshire Limited  
 Netab (Wessex) Limited  
 Praefector (Wessex) Limited  
 Rainbow Corporation (Wessex) Limited  
 Sherrington Automotive Limited  
 The Towers (Corfe Mullen) Management Company Limited  
 Thermotronic Limited  
 Turners Nominees Limited  
 Ward Wessex Limited  
 Yachtbrokers International Limited

LIST OF FORMER DIRECTORSHIPS

Resigned from

Webasto Heating Limited	1988
Spurhill Management Co Limited	1988
Layton Court Management Co Limited	1988
Hawkshead Properties Limited	1988
Headlands Management Co Limited	1989
Ashley Court Parkstone Limited	1989
Douglas Court Parkstone Limited	1989
Parkstone Court Parkstone Limited	1989
Chadhaven Limited	1989
Anglo Continental Casinos Limited	1989
Curtis Hoy Promotions Limited	1990
Cresta Court (Bournemouth) Limited	1990
Henchard Court Dorchester Limited	1990
Ryde Management Company Limited	1990
Clifton Lodge Bournemouth Limited	1990
Summerhill Lyme Regis Limited	1990
Hawkshead Properties Limited	1990
Headlands Management Co Limited	1990
Henchard Court Dorchester Limited	1991
Enterprise Innovation Limited	1991
Warmfreeze Limited	1991
Hi-flex Rigging Limited	1991
Heritage Conferences & Events	1991
Florentina Residents Management Ltd	1991

2801412

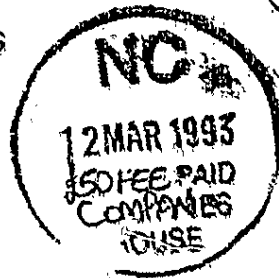
THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

M F & T LIMITED

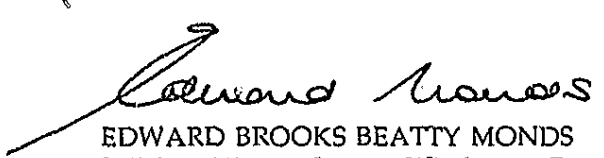


1. The Company's name is "M F & T LIMITED"
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's object is to carry on business as a general commercial company pursuant to section 110 of the Companies Act 1985.
4. The liability of the Members is limited.
5. The Company's share capital is £500,000 divided into 500,000 shares of £1 each.

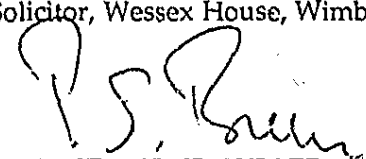
We, the persons whose names and addresses are subscribed, wish to be formed into a company pursuant to this memorandum of association and respectively agree to take the number of shares shown opposite our respective names.

Names and addresses of subscribers

Number of shares taken

  
EDWARD BROOKS BEATTY MONDS  
Solicitor, Wessex House, Wimborne, Dorset, BH21 1AS

One  
One

  
PIERS SEYMOUR BUTLER  
Solicitor, Wessex House, Wimborne, Dorset, BH21 1AS


One  
One

Total shares taken:

Two

Dated 11 MAR 1993

Witness to the above signatures:

  
Valerie Lee  
Secretary, Wessex House, Wimborne, Dorset, BH21 1AS

127135

THE COMPANIES ACTS 1985 & 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of  
M F & T LIMITED

INTERPRETATION

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings:

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force; and

"Table A" means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

TABLE A

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 8, 24, 39, 50, 64 to 69 inclusive, 73 to 80 inclusive, 94 and 97 of Table A shall not apply to the Company.

SHARE CAPITAL

4. The Company shall not have power to issue share warrants to bearer.

5. The provisions of section 89(1) of the Act shall not apply to the Company.

6. The Company may from time to time by special resolution, whether or not all the shares for the time being authorised shall have been issued or all the shares for the time being issued have been fully paid up, increase its share capital by new shares of such amount as the special resolution prescribes.

7. Save with the authority of a special resolution of the Company, the directors shall have no power to issue unissued shares and shall not allot, grant options or subscriptions or conversion rights over or otherwise dispose of the same.

8. The Company shall have a first and paramount lien on every share for all money (whether presently payable or not) called or payable at a fixed time and in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

9. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof, provided that in



the case of a partly-paid share the instrument of transfer must also be executed by or on behalf of the transferee.

#### GENERAL MEETINGS

10. The powers to increase, consolidate, divide, sub-divide and cancel the share capital of the Company conferred by regulation 32 of Table A shall be exercised by special resolution.

11. A notice convening a general meeting shall in the case of special business specify the general nature of the business to be transacted; and regulation 38 of Table A shall be modified accordingly.

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

13. Regulation 41 of Table A shall be read and construed as if the last sentence ended with 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".

#### DIRECTORS

14. Unless and until the Company in general meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A; and regulation 89 of Table A shall be modified accordingly.

15. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

16. A director shall not require any shareholding qualification, but shall nevertheless be entitled to notice of and shall be entitled to attend and speak at any general meeting.

17. Subject to the provisions of the Act, a director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a director. A director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company and the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### DISQUALIFICATION OF DIRECTORS

18. Regulation 81 of Table A shall be amended by substituting for paragraphs (e) thereof the following provision: "(e) he is otherwise duly removed from office."

19. No director shall vacate his office, nor shall any person be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.

#### PROCEEDINGS OF DIRECTORS

20. The directors may subject to these Articles meet together for the despatch of business, and adjourn and otherwise regulate their meetings as they think fit.

21. Questions arising at any meeting of the directors or of any committee shall be decided by a majority of votes of the directors present and the chairman shall have no second or casting vote and regulation 88 of Table A shall be modified accordingly.

22. The words "of filling vacancies, or" shall be omitted from regulation 90 of Table A.

23. Regulation 88 of Table A shall be amended by substituting for the sentence: "It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom." the following sentence:

"Notice of every meeting of directors shall be given to each director, including directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom, and any directors who are for the time being absent from the United Kingdom shall be entitled to receive 14 days' notice of every meeting."

#### CAPITALISATION OF PROFITS

24. The words "special resolution" shall be substituted for the words "ordinary resolution" in regulation 110 of Table A.

#### NOTICES

25. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly, and the words "unless the contrary is proved" shall be omitted from Regulation 115 of Table A.

#### SEAL

26. The company will not have a common seal and the provisions contained in Section 36 of the Act shall apply accordingly.

#### INDEMNITY

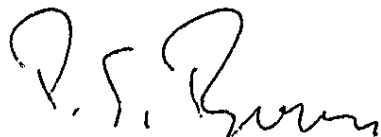
26. Subject to the provisions of the Act and in addition to such indemnity as is contained in regulation 118 of Table A, every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

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Names and addresses of subscribers

  
EDWARD BROOKS BEATTY MONDS

Solicitor, Wessex House, Wimborne, Dorset, BH21 1AS



PIERS SEYMOUR BUTLER

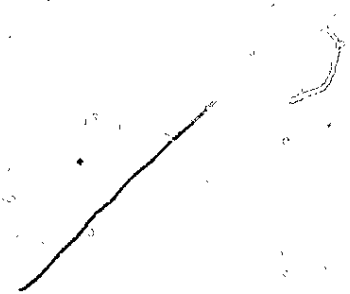
Solicitor, Wessex House, Wimborne, Dorset, BH21 1AS

Dated 11 MAR 1993

Witness to the above signatures:



Valerie Lee,  
Secretary, Wessex House, Wimborne, Dorset, BH21 1AS.



**FILE COPY**



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

No. 2801412

I hereby certify that

**M F & T 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 18 MARCH 1993

*P. Bevan*  
**P. BEVAN**

an authorised officer

Number of Company : 2801412

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS

(Pursuant to s.378(2) of the Companies Act 1985)

of

M F & T LIMITED

Passed 14th May 1993

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Wessess House Warrington Dorset on the 14th May 1993 the subjoined SPECIAL RESOLUTIONS were duly passed, viz:

SPECIAL RESOLUTIONS

A. That the current clause 3 in the Company's Memorandum of Association be renumbered 3(a) and that new objects sub-clauses (b) to (z) be added to Clause 3 of the Memorandum of Association of the Company as follows:

"(b) To guarantee the performance of the obligations of 2F1 Holdings Limited and/or of the company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business and to secure any such guarantees by mortgaging or charging its assets. Any such guarantee may be given by the Company whether or not the Company receives any consideration or advantage (direct or indirect) from the giving of any such guarantee

(c) 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.

(d) 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.

(e) 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.

COMPANIES HOUSE	
19 MAY 1993	
M	97

(f) 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.

(g) 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.

(h) To invest and deal with 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.

(i) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) 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 in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(j) 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 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.

(k) 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.

(l) To apply for, promote, and obtain any Act of Parliament, order, 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 interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.

(m) 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.

- (n) 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.
- (o) 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.
- (p) 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.
- (q) 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.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) 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.
- (t) 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 and guaranteeing the subscription of any shares or other securities of the Company.
- (u) 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 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 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.

(v) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (Inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(2) of the Act.

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

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

(y) 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.

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

AND so that:-

1. None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, 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 by reference to or inference from the terms of any other sub-clauses of this Clause, or by reference from the name of the Company.

2. None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

3. 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. In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."

B. That the Articles of Association of the Company attached hereto be adopted as the Articles of Association of the Company with immediate effect.

Signature/.....

.....

) To be signed by the Chairman,  
) a Director, or the Secretary  
) of the Company



**THE COMPANIES ACTS 1985 to 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**of**  
**M F & T LIMITED**

(Adopted by Special Resolution dated the                      day of                      1993).

**PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (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. Any regulations previously applicable to the Company under any former enactment shall not apply to the Company.

- (b) In these Articles the expressions:-

"the Act"	means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and
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"subsidiary company"	means a company which is a subsidiary of another within the meaning of Section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the
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fact that that other is a member of it and has the right to appoint or remove a majority of its board of directors and the definition of "holding company" in the said section shall be construed accordingly.

### ALLOTMENT OF SHARES

2. (a) Notwithstanding any other provisions contained in this Article, for so long as the Company is a subsidiary company, the Directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this Article without the prior consent of the Company's holding company.
- (b) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and 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.
- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, 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 but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption 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 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

referred to in Section 310(1) of the Act.

- (c) Clause 118 in Table A shall not apply to the Company.

#### TRANSFER OF SHARES

16. (a) 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.
- (b) For so long as the Company is a subsidiary company, no transfer of a share shall be registered without the prior consent of the Company's holding company.
- (c) The first sentence of Clause 24 in Table A shall not apply to the Company.

#### THE SEAL

17. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## SHARES

3. The lien conferred by Clause 8 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 8 in Table A shall be modified accordingly.
4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 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

5. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Auditors for the time being of the Company.
6. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.  
(b) Clause 41 in Table A shall not apply to the Company.
7. Clause 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

## APPOINTMENT OF DIRECTORS

8. (a) Clause 64 in Table A shall not apply to the Company.  
(b) The maximum number and minimum number respectively of the Directors

may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:-
  - (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.
- (g) Notwithstanding any other provisions of this Article, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a Director or remove any Director from office howsoever

appointed.

9. (a) Every consent or any appointment or removal of a Director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by a Director or the Secretary of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the Directors' minute book as soon as practicable after such service.
- (b) No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers.
- (c) If the Company has more than one holding company then for the purpose of these Articles references to its holding company shall be read and construed as references to its immediate holding company.

#### **BORROWING POWERS**

10. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms as in such manner as they think fit, and subject (in the date of any security convertible into shares) to Section 80 of the Act 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.

#### **ALTERNATE DIRECTORS**

11. (a) An alternate Director 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, and the first sentence of Clause 66 in Table A shall be modified accordingly.

- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of 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.
- (c) Clause 66 in Table A shall be read and construed as if the last sentence were omitted therefrom.

#### GRATUITIES AND PENSIONS

- 12. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company 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) Clause 87 in Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

- 13. (a) Clause 88 in Table A shall be read and construed as if the third sentence were omitted therefrom.
- (b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (c) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## NOTICES

14. (a) A notice may be given by the Company to any Member or other persons entitled to a share in consequence of the death or bankruptcy of a Member by post or by telegraphic or telex or facsimile communication. Clauses 112 and 116 in Table A shall be modified accordingly.
- (b) Clause 112 in Table A shall be read and construed as if the last sentence were omitted therefrom.
- (c) A notice given by post shall be deemed to be given at the expiration of 96 hours after the envelope containing it was posted and a notice given by telegraphic or telex or facsimile communication shall be deemed to be given at the expiration of 24 hours after despatch of the communication. Clause 115 in Table A shall be modified accordingly.
- (d) Clause 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

## INDEMNITY

15. (a) Every Director or other officer or Auditor 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 144 or Section 727 of the Act 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 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is



**Notice of accounting reference date**  
(to be delivered within 9 months of incorporation)Please do not  
write in  
this margin.Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989Please complete  
legibly, preferably  
in black type, or  
in bold block lettering.To the Registrar of Companies  
(Address overleaf)

Company number

2801412

\*Insert full name  
of company.

Name of company

\* M F &amp; T LIMITED

gives 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 along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 1 0

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 14.5.93.

Presentor's name address telephone  
number and reference (if any):PARIS SMITH & RANDALL  
LANSDOWNE HOUSE  
CASTLE LANE  
SOUTHAMPTON SO9 4FD

(Ref: AEH)

For official use  
D.E.B.

Post room

COMPANIES HOUSE

19 MAY 1993

M

97



**M F & T LIMITED**

**COMPANY NUMBER: 2801412**

**DATE OF INCORPORATION 18TH MARCH 1993**



**THE COMPANIES ACTS 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**of**

**M F & T LIMITED**

**(Amended by Special Resolution dated the 14th day of May 1993)**

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1. The Company's name is "M F & T LIMITED".
2. The Company's Registered Office is to be situate in England and Wales.
3. The Company's object is:-
  - (a) To carry on business as a general commercial company pursuant to section 110 of the Companies Act 1985.
  - (b) To guarantee the performance of the obligations of 2Fi Holdings Limited and/or of the company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business and to secure any such guarantees by mortgaging or charging its assets. Any such guarantee may be given by the Company whether or not the Company receives any consideration or advantage (direct or indirect) from the giving of any such guarantee
  - (c) 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.
  - (d) 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.
  - (e) 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.
  - (f) 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.

- (g) 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.
- (h) To invest and deal with 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.
- (i) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) 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 in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (j) 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 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.
- (k) 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.
- (l) To apply for, promote, and obtain any Act of Parliament, order, 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 interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (m) 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.

- (n) 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.
- (o) 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.
- (p) 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.
- (q) 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.
- (r) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (s) 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.
- (t) 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 and guaranteeing the subscription of any shares or other securities of the Company.
- (u) 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 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 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.

- (v) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(2) of the Act.
- (w) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (x) To procure the Company to be registered or recognised in any part of the world.
- (y) 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.
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or any of them.

AND so that:-

1. None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, 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 by reference to or inference from the terms of any other sub-clauses of this Clause, or by reference from the name of the Company.
2. None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
3. 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. In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."
4. The liability of the members is limited.
5. The Company's share capital is £500,000 divided into 500,000 shares of £1 each.

We, the persons whose names and addresses are subscribed, wish to be formed into a company pursuant to this memorandum of association and respectively agree to take the number of shares shown opposite our respective names.

Names and addresses of subscribers	Number of shares taken
EDWARD BROOKS BEATTY MONDS Solicitor, Wessex House, Wimborne, Dorset BH21 1AS	One
PIERS SEYMOUR BUTLER Solicitor, Wessex House, Wimborne, Dorset BH21 1AS	One
Total shares taken:	Two

Dated 11th March 1993

Witness to the above signatures:

Valerie Lee  
Secretary, Wessex House, Wimborne, Dorset BH21 1AS

**THE COMPANIES ACTS 1985 and 1989**

**COMPANY LIMITED BY SHARES**

**NEW ARTICLES OF ASSOCIATION**

of

**M F & T LIMITED**

(Adopted by Special Resolution on 14 May 1993)

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**Preliminary**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (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. Any regulations previously applicable to the Company under any former enactment shall not apply to the Company.

- (b) In these Articles the expressions:-

"the Act"

means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force; and

"subsidiary company"

means a company which is a subsidiary of another within the meaning of Section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that that other is a member of it and has the right to appoint or remove a majority of its board of directors and the definition of "holding company" in the said section shall be construed accordingly.

**Allotment of Shares**

2. (a) Notwithstanding any other provisions contained in this Article, for so long as the Company is a subsidiary company, the Directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this Article without the prior consent of the Company's holding company.



- (b) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and 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.
- (c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, 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 but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption 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 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

### Shares

- 3. The lien conferred by Clause 8 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 8 in Table A shall be modified accordingly.
- 4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 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

- 5. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Auditors for the time being of the Company.
- 6. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (b) Clause 41 in Table A shall not apply to the Company.
- 7. Clause 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

### Appointment of Directors

8. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:-
- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.
- (g) Notwithstanding any other provisions of this Article, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a Director or remove any Director from office howsoever appointed.
9. (a) Every consent or any appointment or removal of a Director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by a Director or the Secretary of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the Directors' minute book as soon as practicable after such service.
- (b) No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice

that any act or transaction effected by or with the authority of the Directors was in excess of their powers.

- (c) If the Company has more than one holding company then for the purpose of these Articles references to its holding company shall be read and construed as references to its immediate holding company.

#### Borrowing Powers

10. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms as in such manner as they think fit, and subject (in the date of any security convertible into shares) to Section 80 of the Act 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.

#### Alternate Directors

11. (a) An alternate Director 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, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of 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.
- (c) Clause 66 in Table A shall be read and construed as if the last sentence were omitted therefrom.

#### Gratutities and Pensions

12. (a) The Directors may exercise the powers of the Company conferred by Clause 3(f) of the Memorandum of Association of the Company 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) Clause 87 in Table A shall not apply to the Company.

#### Proceedings of Directors

13. (a) Clause 88 in Table A shall be read and construed as if the third sentence were omitted therefrom.
- (b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- (c) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### Notices

14. (a) A notice may be given by the Company to any Member or other persons entitled to a share in consequence of the death or bankruptcy of a Member by post or by telegraphic or telex or facsimile communication. Clauses 112 and 116 in Table A shall be modified accordingly.
- (b) Clause 112 in Table A shall be read and construed as if the last sentence were omitted therefrom.
- (c) A notice given by post shall be deemed to be given at the expiration of 96 hours after the envelope containing it was posted and a notice given by telegraphic or telex or facsimile communication shall be deemed to be given at the expiration of 24 hours after despatch of the communication. Clause 115 in Table A shall be modified accordingly.
- (d) Clause 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

#### Indemnity

15. (a) Every Director or other officer or Auditor 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 144 or Section 727 of the Act 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 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- (c) Clause 118 in Table A shall not apply to the Company.

#### Transfer of Shares

16. (a) 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.
- (b) For so long as the Company is a subsidiary company, no transfer of a share shall be registered without the prior consent of the Company's holding company.
- (c) The first sentence of Clause 24 in Table A shall not apply to the Company.

### The Seal

17. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

We, the persons whose names and addresses are subscribed, wish to be formed into a company pursuant to this memorandum of association and respectively agree to take the number of shares shown opposite our respective names.

**Names and addresses of subscribers**

**EDWARD BROOKS BEATTY MONDS**

Solicitor, Wessex House, Wimborne, Dorset BH21 1AS

**PIERS SEYMOUR BUTLER**

Solicitor, Wessex House, Wimborne, Dorset BH21 1AS

Dated 11th March 1993

Witness to the above signatures:

Valerie Lee

Secretary, Wessex House, Wimborne, Dorset BH21 1AS

# NOTICE OF ELECTIVE RESOLUTIONS

Number of Company: 2801412

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTIONS

(Pursuant to s.379(A) of the Companies Act 1985)

of

MF&T LIMITED

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Passed 31<sup>st</sup> May 1994

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By a written shareholders resolution dated 31<sup>st</sup> May 1994 the following **RESOLUTIONS** were passed as Elective Resolutions

That:-

"The Company:-

- (1) dispense with the laying of accounts and reports in general meeting; and
- (2) dispense with the holding of annual general meetings; and
- (3) dispense with the obligation to appoint auditors annually"

Signature: *[Handwritten Signature]*

Position: *Company Secretary*

Note: To be filed within 15 days after the passing of the Resolution(s).

