

**G**

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

\* Insert full  
name of Company

Name of company

\* BRITANNIA SERVICES (U.K.) LIMITEDI, BRIAN JOHN LAURENCE COLEof 6 AYLESMORE CLOSE, OLTON,SOLIHULL, WEST MIDLANDSB92 7PA.† 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 41 Anchor Road, Oldridge  
Walsall, West Midlands

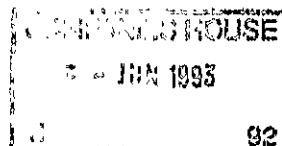
Declarant to sign below

the 20th day of MayOne thousand nine hundred and Nineteen Threebefore me W. A. Cox M.A.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



JORDANS

Jordan &amp; Sons Limited

21 St. Thomas Street, Bristol BS1 6JS Tel: 0272 230600 Telex 440119

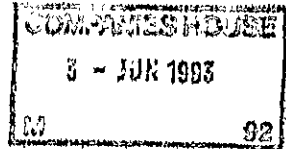
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Printed and supplied by

**Jordans**

Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS  
Tel: 0272 230600 Telex 449119



**10**

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

This form should be completed in black.

Company name (in full)

**CN**

For official use ☐

BRITANNIA SERVICES (UK) LIMITED

Registered office of the company on  
incorporation.

**RO**

6 AYLESMORE CLOSE OLTON

Post town SOLIHULL

County/Region WEST MIDLANDS

Postcode B92 7DA

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 BRIAN J. L. COLE

**RA**

6 AYLESMORE CLOSE

OLTON

Post town SOLIHULL

County/Region WEST MIDLANDS

Postcode B92 7DA

Number of continuation sheets attached ☐

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

TRADE NAME COMPANY FORMATIONS LTD. BRIAN J. L. COLE  
2nd FLOOR HYLAND HOUSE  
42-44 BRISTOL STREET  
BIRMINGHAM B5 7AA  
TEL: 021-622 3633  
TELEX: 1330966 AVRI G  
FAX: 021-622 5845  
OLTON Postcode B92 7DA  
Telephone 0902 871 734 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**M<sup>rs</sup>

JOHN FRANCIS

RYLEY

**AD**

THE MODURINGS

15 TUDOR HILL

Post town SUTTON COLDFIELD

County/Region WEST MIDLANDS

Postcode B73 6BD Country

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

Signed

Date 20 MAY 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

**CD**M<sup>rs</sup>

BRINN JOHN LAWRENCE

COLE

**AD**

6 WYCOMBE CLOSE

OLTON

Post town SOLIHULL

County/Region WEST MIDLANDS

Postcode B92 7PA Country

**DO**

280442

Nationality

**NA**

ENGLISH

**OC****OD**

BRINN (MOTR FINANCIALS) LTD

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

Signed

Date 20 MAY 1993

**Consent signature**

\* Voluntary details

**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**

<b>CD</b>	
<b>AD</b>	
Post town	
County/Region	
Postcode	Country
<b>DO</b>	Nationality <b>NA</b>
<b>OC</b>	
<b>OD</b>	
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 20 May 1993

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	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

100000  
2.  
The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES



2825738

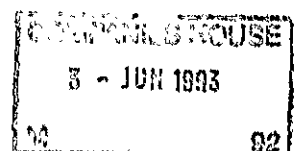
MEMORANDUM OF ASSOCIATION

OF

BRITANNIA SERVICES (UK) LIMITED

1. The name of the Company is BRITANNIA SERVICES (UK) LIMITED
2. The Registered Office of the Company is situated in England and Wales.
3. The objects for which the Company is established are:-
  - To carry on business as a general commercial Company.
  - (a) To carry on any trade or business whatsoever, and
  - (b) To do all such things as are incidental or conducive to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The Company's share capital is £10,000 divided into 10,000 shares of £1 each.

542089



We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Name and Addresses of Subscribers	Number of shares taken by each subscriber
1. Brian John Laurence Cole 6 Aylesmore Close Olton, Solihull West Midlands B92 7DA  Director	ONE
2. John Francis Ryley The Moorings 15 Tudor Hill Sutton Coldfield West Midlands B73 6BD  Company Secretary  Total Shares Taken	ONE  — TWO —

Dated : 20 May 1993

Witness to the above signatures:

*PA Aldridge*

Mrs. Pauline Aldridge,  
64 Salop Street,  
Bilston,  
WV14 OTQ

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**THE COMPANIES ACT 1985**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BRITANNIA SERVICES (UK) LIMITED**

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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 (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.

b) In these Articles the expression "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.

**ALLOTMENT OF SHARES**

2) a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under 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.

b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

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 purpose 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 share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 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. a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly.

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.

b) 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) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

b) 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.

c) Clause 41 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

7. 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 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 executed by a Member qualified to vote at the General Meeting shall have been given to the Company of the intention to propose that person for appointment, together with notice executed 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.

#### BORROWING POWERS

8) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertakings, 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

9. 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 appointer as such appointer 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 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.

#### **DISQUALIFICATIONS OF DIRECTORS**

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in 'Table A shall be modified accordingly.

#### **GRATUITIES AND PENSIONS**

11.a) The Directors may exercise the powers of the Company conferred by Clause 3 (b) 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**

12. a) 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.

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

#### **INDEMNITY**

13. a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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) Clause 118 in 'Table A shall not apply to the Company.

#### **TRANSFER OF SHARES**

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

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Name and Addresses of Subscribers

---

1. Brian John Laurence Cole  
6 Aylesmore Close  
Olton  
Solihull  
West Midlands  
B92 7DA

*B. J. Cole*

Director

2. John Francis Ryley  
The Moorings  
15 Tudor Hill  
Sutton Coldfield  
West Midlands  
B73 6BD

*J. F. Ryley*

Company Secretary

---

Dated: 20 May 1993.

Witness to the above signatures:

*DAADOG*

Mrs. Pauline Aldridge,  
64 Salop Street,  
Bilston,  
WV14 OTQ

---

**FILE COPY**



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

No. 2825738

I hereby certify that

**BRITANNIA SERVICES (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 10 JUNE 1993

A handwritten signature in cursive script, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer