

FILE COPY



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

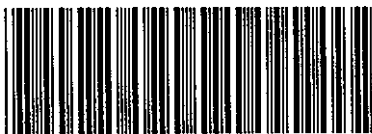
Company No. 3254624

The Registrar of Companies for England and Wales hereby certifies that  
CRH LIMITED

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

Given at Companies House, Cardiff, the 25th September 1996

*E. P. Owen*  
MRS. E. P. OWEN



\*N03254624D\*

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

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by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full



\* F 0 1 2 0 F 1 0 \*

CRH Limited

I, Eric Douglas Burling  
of Hawthorne House, 18 Chapel Lane, Wilmslow

† Please 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 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

the

Wilmslow in the County of Cheshire

1st

day of

September

One thousand nine hundred and ninety

Six

① Please print name.

before me ①

STEPHEN JOHN MCCANN

Signed

John C. McCann

Date

10th September 1996

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Hammond Suddards

Trinity Court

16 John Dalton Street

Manchester M60 8HS

Tel 0161-830-5000

DX number 14347

DX exchange Manchester 1



A36 \*A9DKWP34\* 366  
COMPANIES HOUSE 19/09/96

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'  
by Laserform International Ltd.

# 10

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full



\* F 0 1 0 0 F 1 0 \*

CRH Limited

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Hammond Suddards, Trinity Court, 16 John Dalton Street

Post town

Manchester

County / Region

Greater Manchester

Postcode

M60 8HS

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

x

Agent's Name

Hammond Suddards (Ref EFD)

Address

Trinity Court, 16 John Dalton Street

Post town

Manchester

County / Region

Greater Manchester

Postcode

M60 8HS

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

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Trinity Court  
16 John Dalton Street  
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for companies registered in Scotland

**DX 235 Edinburgh**



**Company Secretary** (see notes 1-5)Company name **CRH Limited****NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s) **Philip Frederick**Surname **Batchelor**

Previous forename(s)

Previous surname(s)

**Address***Usual residential address*

For a corporation, give the registered or principal office address.

**23 Wadeson Way, Croft,**Post town **Warrington**County / Region **Cheshire**Postcode **WA3 7JW**Country **England**

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

**Consent signature****Date** **10/9/96****Directors** (see notes 1-5)*Please list directors in alphabetical order***NAME** \*Style / Title**Dr**

\*Honours etc

Forename(s) **Eric Douglas**Surname **Burling**

Previous forename(s)

Previous surname(s)

**Address***Usual residential address*

For a corporation, give the registered or principal office address.

**Hawthorne House, 18 Chapel Lane**Post town **Wilsmlow**County / Region **Cheshire**Postcode **SK9 5HX**Country **England**

Day Month Year

**Date of birth****18****02****39****Nationality****British****Business occupation****Doctor****Other directorships****Lancashire University Enterprises Limited****Cheadle Royal Industries Limited**

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

**Consent signature****Date** **10/9/96**

(see notes 1-5)

\*Honours etc

Surname

\* Voluntary details

Previous surname(s)

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day      Month      Year

Date of birth

Nationality

### Business occupation

## Other directorships

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

**Consent signature**

Date \_\_\_\_\_

***Either***

an agent on behalf  
of all subscribers

**Signed**

Date \_\_\_\_\_

### Or the subscribers

**Signed**

Date \_\_\_\_\_

( i.e those who signed  
as members on the  
memorandum of  
association).

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF CRH LIMITED



1. The Company's name is CRH Limited.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:
  - 3.1 3.1.2 To carry on business as a general commercial company.
  - 3.1.3 Without prejudice to the generality of clause 3.14 below, either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal, together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular (but not by way of limitation) of the Company's holding company or any company which is contemplated to become the Company's holding company or subsidiary, as defined by Section 736 of the Companies Act of the Company or of the Company's holding company, or otherwise associated with the Company in business or of any company firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.
  - 3.1.3 To the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in the Company or the Company's holding company for the time being (as defined by Section 736 of the Companies Act 1985) and to give assistance by any means howsoever permitted by law.

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- 3.2 To carry on any other trade or business whatever which can in the opinion of the Board of Directors be conveniently carried on in connection with or ancillary to any of the businesses of the Company.
- 3.3 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.
- 3.4 To act as a holding company and to carry on any business which any subsidiary of the Company may be authorised to carry on.
- 3.5 To subscribe for, purchase, or otherwise acquire and hold shares in, or securities of any other company authorised by its objects to carry on any business or businesses altogether or in part similar to the business of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- 3.6 To promote or establish any other company the objects of which shall include the acquisition of the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or the undertaking of 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.
- 3.7 To purchase or otherwise acquire the whole or any part of the business, goodwill, and assets of any company, firm, or person carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and to give and receive consideration for such acquisition and to undertake all or any of the liabilities of such company, firm, or person.
- 3.8 To receive payment on the sale or disposal of the whole or any part of the business or property of the Company, either in cash, by instalments or otherwise, for such consideration as the Directors of the Company may think fit, and in particular for shares, debentures, or otherwise in securities of any company and generally to dispose, hold or otherwise deal with any shares, stock or securities so acquired.
- 3.9 To construct, improve, manage, develop, repair, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights, options, licences and privileges in respect of, and in any other manner deal with all or any part of the property and rights of the Company.
- 3.10 To purchase, register, apply for, or by other means acquire, whether in the United Kingdom or elsewhere any patent rights, patents, brevets d'invention, licences, trade marks, secret processes, designs, protections and concessions and to expend money for their improvement as may be necessary or convenient for the purposes of the business or businesses of the Company, or any branch or department thereof.



- 3.11 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.12 To acquire any interest in, amalgamate with or enter into any partnership joint arrangement or any arrangement for sharing profits, or for co-operation, or for mutual assistance with any company, firm or person, or for mutual assistance with any company, firm or person, or for subsidising or otherwise assisting any such company, firm or person carrying on any business contained within the objects of the Company and to acquire, hold, sell, deal with or dispose of by way of consideration, any shares, debentures, debenture stock or securities received from any such company and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.13 To invest and deal with the moneys of the Company not immediately required for the purposes of the business or businesses of the Company in such manner as may from time to time be determined by the Directors of the Company and to hold or otherwise deal with any investments made or any securities held.
- 3.14 To lend and advance money or give credit to any company, firm or person on such terms as may seem expedient and with or without security to customers and others, 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 the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary company as defined by section 736 of the Companies Act 1985 or otherwise connected with the Company in business.
- 3.15 To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, debentures, and other negotiable or transferable instruments.
- 3.16 To borrow or raise money or arrange for the payment of money in any manner as the Company shall think fit 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's real and personal property and assets, present or future, including its uncalled capital, and also to issue and deposit any securities which the Company has authority to issue by way of 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.
- 3.17 To remunerate any company, person, or firm by way of consideration for rendering services received by the Company either by cash payment or by 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.
- 3.18 To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- 3.19 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, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.20 To apply for, promote, and obtain any Act of Parliament, order or 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 interests, and to oppose any proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.21 To enter into any arrangements with any government or authority 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.
- 3.22 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 establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation fund for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment of or providing service to the Company, or any company which is for the time being the Company's Holding or subsidiary company as defined by Section 736 of the Companies Act, 1985, or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid; 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 other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 3.23 To distribute among the Members of the Company in specie any property of the Company of whatever nature, or any proceeds of sale or dispersal of any property of the Company.

- 3.24 To procure the Company to be registered or recognised in any part of the world.
- 3.25 To do all or any of the above things or matters herein set out in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise.
- 3.26 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that save as otherwise expressly provided, each of the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited by reference to any other sub-clause or by the name of the Company, and that the provisions of each sub-clause shall save as aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the sub-clauses defined the objects of a separate and distinct company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

I, the Subscriber to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and agree to take the Number of Shares shown opposite my name.

---

**Names and address of Subscriber**

**Number of shares taken by  
Subscriber.**

---

Dr Eric Douglas Burling  
Hawthorne House  
18, Chapel Lane  
Wilmslow  
SK9 5HX




1

Total Shares taken

1

Dated this 18<sup>th</sup> day of September 1996

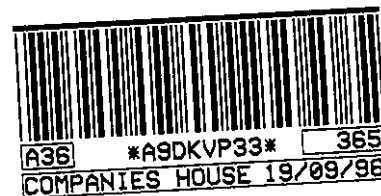
Witness to the above signatures:

  
George Michael Rottery Smith  
8, STANLEY ROAD,  
HEATON MOOR  
STOCKPORT  
DEPUTY CHIEF EXECUTIVE

Company No:

**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**  
**CRH LIMITED**

---



1. 1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being called "Table A" in these Articles) shall apply to the Company to the extent that they are not excluded or varied by these Articles. Such Regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.
- 1.2 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.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
3. Subject to the provisions of the Act any shares may with the sanction of a Special Resolution of the Company in General Meeting be issued on the terms that they are to be redeemed, or are liable to be redeemed, at the option of the Company or the holder of the shares. Regulation 3 of Table A shall not apply.
4. 4.1 Subject to the provisions of these Articles the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the

meaning of Section 80 of the Act) and the general authority conferred by this Article shall:-

4.1.1 extend to all relevant securities of the Company from time to time unissued during the currency of such authority up to the amount of the authorised share capital of the Company at the date of adoption of these Articles;

4.1.2 expire on the fifth anniversary of the date of adoption of these Articles of Association unless varied, revoked or renewed by the Company in General Meeting; and

4.1.3 entitle the Directors to make at any time before the expiry of such authority an offer or agreement which will or may require relevant securities to be allotted after the expiry of the authority.

4.2 The share capital of the Company at the date of adoption of these Articles of Association is £100 divided into 100 Shares of £1 each.

5. Any shares proposed to be issued after the date of adoption of these Articles of Association 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 described above to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer, or not capable of being offered as described above except by way of fractions and any shares released from the provisions of this Article by such Special Resolution directing otherwise 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 those shares shall not be disposed of on terms which are more favourable to the subscribers to them than the terms on which they were offered to the members. In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
6. The lien conferred by Regulation 8 of 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 of the shares or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
  7. 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 Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
  8.
    - 8.1 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 Regulation 38 in Table A shall be modified accordingly.
    - 8.2 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 fixing the remuneration of, the Auditors.
  9. 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.
  10. Regulation 40 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.

11. Regulation 41 shall be read and construed as if the words "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" were added at the end of the clause.
12. 12.1 Regulation 64 shall not apply to the Company.
- 12.2 The number of Directors shall be determined by Ordinary Resolution of the Company, but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.
- 12.3 The Directors shall not be required to retire by rotation and accordingly Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 12.4 No person shall be appointed a director at any General Meeting unless either:-
- 12.4.1 he is recommended by the Directors; or
- 12.4.2 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 has 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.
- 12.5 Subject to paragraph 12.4 above the Company may, by Ordinary Resolution in General Meeting, appoint any person who is willing to be a director either to fill a vacancy or as an additional Director.



- 12.6 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 12.2 above as the maximum number of Directors for the time being in force.
13. 13.1 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. The first sentence of Regulation 66 in Table A shall be modified accordingly.
- 13.2 A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director. 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.
14. A Director may vote at any meeting of the Directors or of any committee of the Directors on any contract, arrangement or matter in which he is directly or indirectly interested or upon any contract, arrangement or matter arising out of one in which he is interested. If he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 to 97 of Table A shall not apply to the Company.
15. 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 or standard security over the whole or any part of its undertaking, property and uncalled capital 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. 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 Regulation 81 in Table A shall be modified accordingly.
17. 17.1 Every Director or other officer of the Company shall be entitled to 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, or otherwise in relation to, the duties of his office 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. 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, or in relation to, the duties of his office. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 17.2 The Directors shall have power on behalf of the Company 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.
- 17.3 Regulation 118 in Table A shall not apply to the Company.
18. The instrument of transfer of any fully paid share shall be signed by or on behalf of the transferor only, but in the case of a partly paid share the instrument of transfer shall also be signed by or on behalf of the transferee. The transferor of any share 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 of that share.
19. 19.1 The Directors may from time to time appoint any Manager or other officer or person in the employment of the Company or of any subsidiary company of the Company to be an Associate Director of the Company.

- 19.2 Until otherwise determined by the Company in General Meeting, the number of Associate Directors for the time being shall not exceed four.
- 19.3 An Associate Director appointed under this Article shall not be required to hold any shares in the Company to qualify him for such office.
- 19.4 Save as otherwise agreed between him and the Company the appointment of a person to be an Associate Director shall not affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration or otherwise and (except as stated above) his office as an Associate Director shall be vacated if he becomes of unsound mind or bankrupt or compounds with his creditors or if he becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or if he resigns his office, or in the event of his ceasing to be in the employment of the Company or a subsidiary company of the Company in some capacity other than that of an Associate Director or of his being removed from the office of an Associate Director by the Directors.
- 19.5 An Associate Director shall not, whilst he continues to hold office, be subject to re-election by Annual General Meeting or to retirement by rotation. He shall not be taken into account in determining the retirement by rotation of Directors and in calculating the number to form a quorum at any meeting of the Directors, any Associate Director who may be present shall not be counted.
- 19.6 The appointment, continuance in office, removal, powers and duties and remuneration of the Associate Directors or any of them shall be determined by the Directors with full power to make such arrangements as they may think fit.
- 19.7 Any Associate Director shall not except with, and to the extent of the sanction of the Directors:-
- 19.7.1 have any right to access to the private books of the Company;

19.7.2 be entitled to receive notice of, or to attend or vote at Meetings of the Directors; or

19.7.3 be entitled to participate in any other respect in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually under the Articles of Association of the Company, including this Article provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Associate Directors either under the Act or otherwise, except with their knowledge.

19.8 Any reference to Directors in any clause of these Articles or Table A shall not apply to or include Associate Directors and the appointment of an Associate Director shall not constitute him Director within the meaning of the expression "Director" as defined in the Act.

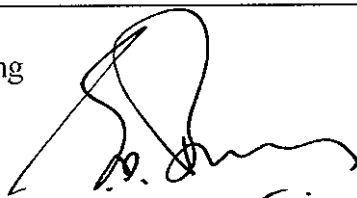
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**Names and addresses of Subscribers**

**Number of shares taken by  
each Subscriber.**

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Dr Eric Douglas Burling  
Hawthorne House  
18, Chapel Lane  
Wilmslow  
SK9 5HX




1

Total Shares taken

1

Dated this 18th day of September 1996

Witness to the above signatures:

  
GEORGE MICHAEL ROTHERY SMITH  
8, STANLEY ROAD  
HEATON MOOR  
STOCKPORT  
DEPUTY CHIEF EXECUTIVE