



## CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company Number  
**138807**

The Registrar of Companies for Scotland hereby certifies that

**BARRHEAD SANITARY WARES PLC**

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

Given at Companies House, Edinburgh, the  
**12 JUNE 1992**

  
Registrar of Companies



# 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

To the Registrar of Companies

TS

For official use

For official use

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

Name of company

SANITARY

[ ] [ ] [ ] [ ]

138807

\* insert full  
name of Company

\* BARRICAD WAKES PLC.

I, STEPHEN MABBOTT

of 142 QUEEN STREET

GLASGOW

G1 3BU

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~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 GLASGOW

Declarant to sign below

the 4 day of June

One thousand nine hundred and NINETY-TWO

before me [Signature]

~~Accompanied by two or more Notary Publics or Justice of the Peace or Solicitor having the power conferred on a Commissioner for Oaths.~~

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

STEPHEN MABBOTT ASSOCIATE  
142 QUEEN STREET  
GLASGOW  
G1 3BU

For official Use New Companies Section	Post room
<b>COMPANIES HOUSE</b> 8 JUN 1992 EDINBURGH	EDINBURGH

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

138807

MEMORANDUM OF ASSOCIATION OF

BARRHEAD SANITARY WARES PLC

1. The Company's name is  
"BARRHEAD SANITARY WARES PLC
2. The Company is to be a Public Company.
3. The Company's Registered Office is to be situated in Scotland.
4. The Company's objects are:-
  - (A) (i) To carry on business as a general commercial company;
  - (ii) To hold shares or securities, of, or make loans to, one or more subsidiaries of the Company carrying on the after mentioned businesses, or to hold such shares or securities, or make such loans, and to carry on such businesses namely sanitary engineers, designers, manufacturers and merchants of sanitary appliances, earthenware, pipes, tiles and ceramics and all other businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.



(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company or calculated directly or indirectly to enhance any of the businesses of the Company.

(C) To purchase, take on lease or in exchange, hire or by any other means acquire and hold for any estate or interest any property, lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, equipment, plant, stock-in-trade and any real or personal property of any kind considered necessary, expedient or convenient in connection with the Company's business.

(D) To borrow or raise or secure the payment of money in any manner the Company shall think appropriate for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(E) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(F) To guarantee the payment of any monies and the performance of any contracts, liabilities, duties, obligations or engagements of any company, society, association, body, firm or person, including without prejudice to the foregoing generality 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 any re-enactment thereof or a subsidiary of such holding company, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any benefit, consideration or advantage therefrom, and to secure the said payment, performance, obligations and others in such manner of way as the Company may think fit by granting any Mortgage, Charge, Floating Charge, Standard Security, Assignment, Pledge, Lien or other security upon the whole or any part of the Company's undertaking, property, revenue, or assets (whether present or future) including uncalled capital with powers of sale and other usual and necessary powers.

(G) To receive money on loan or deposit upon such terms as the Company may approve and to guarantee the obligations and contracts of any person or corporation.

(H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable or transferable instruments.

(I) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments, and in such manner as may from time to time be determined necessary.

(J) To apply for, purchase or otherwise acquire and protect, prolong, renew and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, brevets d'invention and concessions and the like and any interest therein.

(K) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(L) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash or by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(M) To form, promote, finance or assist any other company whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose for which the Company may consider to be expedient.

(N) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of 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 dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons aforesaid, 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 objects and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(O) To enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To acquire, purchase, take over and undertake part or all of the business, property, assets and liabilities and transactions of any firm, person or company carrying on any business which this Company is authorised to carry on or which can be carried on in conjunction therewith or is capable of being conducted so as directly or indirectly to benefit the Company or to advance its interests generally.

(S) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.

(T) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the members is limited.

6. The share capital of the Company is £ 3,000,000 divided into 6,000,000 Ordinary Shares of £0.50p each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

---

Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

STEPHEN MABBOTT  
OLYMPIC HOUSE  
142 QUEEN STREET  
GLASGOW  
G1 3BU



ONE

Company Registration Agent



PETER JOHN TRAINER  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY

ONE

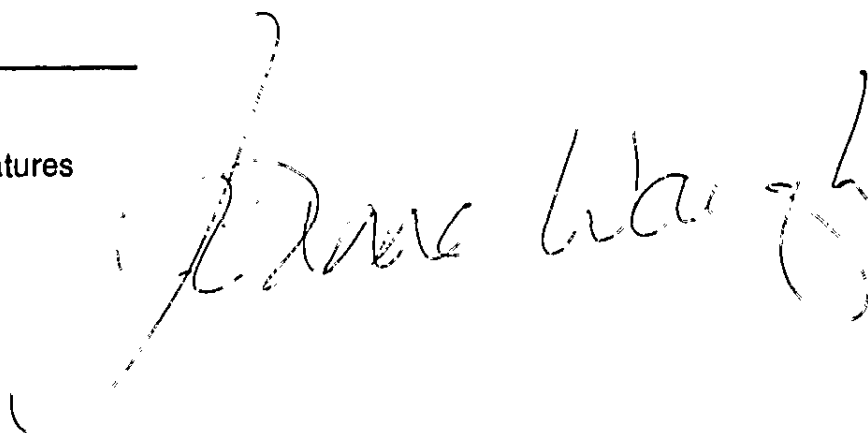
Company Registration Agent

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DATED the 4 JUNE 1992

Witness to the above Signatures

JOANNE WAUGH  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY



Company Registration Agent

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

138807

ARTICLES OF ASSOCIATION OF

BARRHEAD SANITARY WARES PLC

PRELIMINARY

1(a) 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 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.

SHARE CAPITAL

2. The Authorised Share Capital of the Company comprises 6,000,000 Ordinary Shares of £0.50p each.

3.(i) The Directors shall be entitled in their sole discretion but not bound, to recognise the holding of any share upon trust, and Clause 5 of Table A shall be deemed modified accordingly.

(ii) All regulations herein and in Table A regarding general meetings shall also apply, mutatis mutandis, to meetings of holders of classes of shares. ALWAYS PROVIDED that a quorum for the separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.

(iii) Subject to the provisions of the Act the rights attached to any class of shares may be varied or abrogated, either with the consent in writing of the holders of three-fourths of the issued shares of the relevant class or with the sanction of an extraordinary resolution passed at a separate General Meeting of the holders of the shares of that class.



## ISSUE OF SHARES

4 (a) Shares which are comprised in the existing 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 paragraphs (b) and (c) 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) 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 nominal amount of the existing authorised share capital 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.

(c) Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to any allotment made pursuant to paragraph (b) above.

(d) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

## SHARES

5. 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".

## TRANSFER OF SHARES

6. The Directors may, in their absolute discretion, and without giving any reason therefor, decline to register a 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. In particular, but without limiting the generality the Directors may decline to register a transfer which in their opinion might if registered at any time before 6th April, 1997 result in:-

- (i) any person obtaining a controlling interest in the Company for the purposes of Section 293 (8) of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof for the time being in force; or

- (ii) The Company being under the control (as defined in Section 416 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof for the time being in force) of another Company (or under the control of another Company and any person connected with that other Company for the purposes of Section 291 of the Income and Corporation Taxes Act 1988) or being a 51 per cent subsidiary of another Company (as defined in Section 838 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof for the time being in force);

unless such a transfer shall have been first approved by a special resolution of the Members of the Company.

#### GENERAL MEETINGS AND RESOLUTIONS

7 (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 any 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 Directors and 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.

8 (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 an adjourned General Meeting shall be dissolved.

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

## VOTES OF MEMBERS

9. In the event that the Company shall have issued a notice in terms of Section 212 of the Act or any statutory modification or re-enactment thereof for the time being in force, and the person or persons to whom it was addressed fails or fail to give the Company the information requested within the time specified thereon, then the Directors may resolve that no voting rights may be exercised in respect of shares which are the subject of the notice until the said notice shall have been complied with, and that notwithstanding the provisions of the Act.

## BORROWING POWERS

10. The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries (if any) so as to secure (but as regards subsidiaries only in so far as by the exercise of such rights or powers of control the Directors can secure) that, save with the previous sanction of an ordinary resolution of the members of the Company, the aggregate principal amount from time to time outstanding of all borrowings by the Group (but excluding any and all borrowings owing by one member of the Group to another member of the Group) shall not at any time exceed three times the aggregate of the nominal amount paid up or credited as paid up on the share Capital of the Company and any Share Premium Account of the Company; declaring that for the purposes of this Article "Group" shall mean the Company and its subsidiaries (if any).

## ALTERNATE DIRECTORS

11. 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.

## DISQUALIFICATION OF DIRECTORS

12. 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 deemed extended accordingly. A Director need not be a Member of the Company.

## REMUNERATION

13 (a) The remuneration of any Director (other than any remuneration payable to an Executive Director in such capacity) shall not exceed £20,000 per annum, or such greater sum as may from time to time be determined by ordinary resolution of the Members of the Company; subject to the foregoing maximum, each Director may be paid a fee at such rate as may be from time to time determined by the board, which fee shall be deemed to accrue from day to day.

(b) Clause 82 in Table A shall not apply to the Company.

## GRATUITIES AND PENSIONS

14 (a) The Directors may exercise the powers of the Company conferred by Clause 4(N) 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 THE DIRECTORS

15. Provided that the nature of his interest is declared at a meeting of the board, or otherwise in accordance with the Companies Act 1985, no director is disqualified by his office from contracting with the Company nor is any contract or arrangement entered into on behalf of the Company in which any director is in any way interested liable to be avoided nor is any director so contracting or being so interested liable to account to the Company for any profit realised thereby.

## INDEMNITY

16 (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.

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**Names, Addresses and Descriptions of Subscribers**

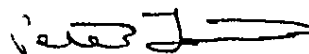
STEPHEN MABBOTT  
OLYMPIC HOUSE  
142 QUEEN STREET  
GLASGOW  
G1 3BU

Company Registration Agent



PETER JOHN TRAINER  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY

Company Registration Agent



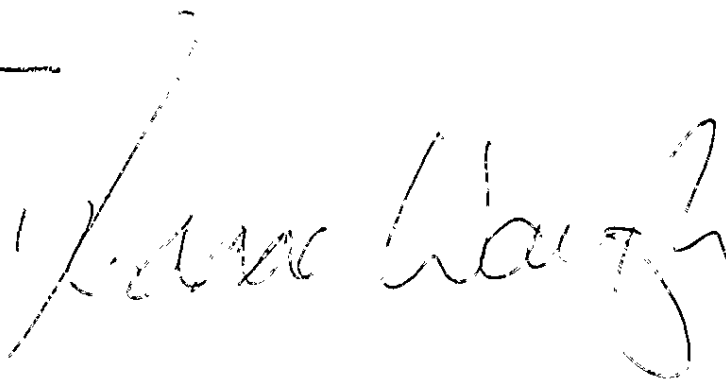
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**DATED the 4 JUNE 1992**

**Witness to the above Signatures**

JOANNE WAUGH  
HOGARTH HOUSE  
43 QUEEN STREET  
EDINBURGH  
EH2 3NY

Company Registration Agent





COMPANIES HOUSE

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

138807

For official use

BARRELLAD WALKER IS  
CANARY PLC.

Registered office of the company on  
incorporation.

RO

STEPHEN MABBOTT ASSOCIATES  
OLYMPIC HOUSE

Post town

142 QUEEN STREET

County/Region

GLASGOW G1 3BU

Postcode

Tel: 041-221 7070

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



Name

RA

STEPHEN MABBOTT ASSOCIATES  
OLYMPIC HOUSE

Post town

142 QUEEN STREET

County/Region

GLASGOW G1 3BU

Postcode

Tel: 041-221 7070

Number of continuation sheets attached



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

STEPHEN MABBOTT ASSOCIATES  
OLYMPIC HOUSE

142 QUEEN STREET

GLASGOW G1 3BU

Telephone

Tel: 041-221 7070

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****CS**

PETER JOHN

TRAINER

**AD**

HOGARTH HOUSE

43 QUEEN STREET

EDINBURGH

Post town

MID LoTHIAN

County/Region

Postcode EH2 3NY

Country SCOTLAND

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

Signed

Date

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

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

**Address**

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

Date of birth

Business occupation

Other directorships

**\* Voluntary details****Consent signature****CD**

STEPHEN

MABBOTT

**AD**

OLYMPIC HOUSE

142 QUEEN STREET

Post town

GLASGOW

County/Region

Postcode G1 3BU

Country SCOTLAND

**DO** 7: 1: 1: 5: 0: 1:Nationality **NA** BRITISH**OC**

COMPANY REGISTRATION AGENT

**OD**

NONE

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

Signed

Date





**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.

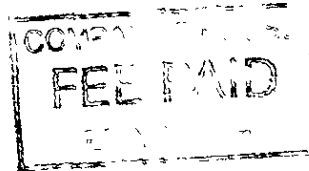
Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

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

<b>CD</b>		
	PETER JOHN	
	TRAINER	
<b>AD</b>	HOGARTH HOUSE	
	43 QUEEN STREET	
	Post town	EDINBURGH
	County/Region	
	Postcode	EH2 3NY
	Country	SCOTLAND
<b>DO</b>	1   8   0   5   5   2	Nationality <b>NA</b> BRITISH
<b>OC</b>	COMPANY REGISTRATION AGENT	
<b>OD</b>	NONE	
	I consent to act as director of the company named on page 1	
Signed	<i>Peter John</i>	Date 4/6/92

<i>Steve Waugh</i>	
Signature of agent on behalf of all subscribers	Date 4/6/92

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



Company Number 38807

SPECIAL RESOLUTION  
OF

BARRHEAD SANITARY WARES PLC

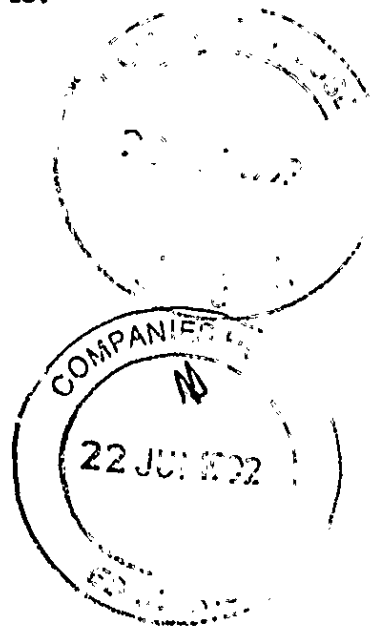
At an Extraordinary General Meeting of the Members of the said Company convened  
and held at 142 QUEEN STREET, GLASGOW

on the 19th day of JUNE 1992

the following Special Resolution was duly passed:-

That the name of the Company be changed to:-

BARRHEAD SANITARY WARE PLC





## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

**138807**

The Registrar of Companies for Scotland hereby certifies that

**BARRHEAD SANITARY WARES PLC**

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

**BARRHEAD SANITARY WARE PLC**

Given at Companies House, Edinburgh, the

**26 JUNE 1992**

*Draine Brosius*

Registrar of Companies



# G

# 224

## Notice of accounting reference date (to be delivered within 6 months of incorporation)

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

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138807

Name of company

\* BARRHEAD SANITARY WARE PLC

\* Insert full name  
of company

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
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commencing 1993

5 April  
Day Month

0	5	0	4
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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

Neill Clerk  
Secretary

Designation

Secretary

Date

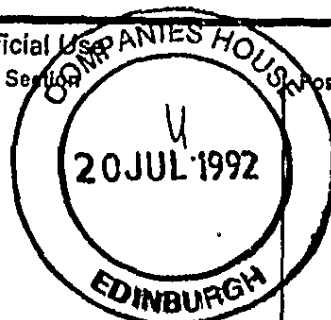
20/7/92

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

Neill Clerk  
6 Park Circus Place  
Glasgow, G3 6AN

Ref: JPB

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John Seefeld  
Director

Glasgow 19th July 1992

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

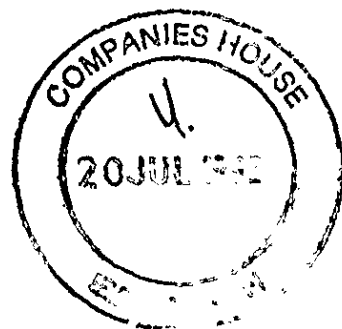
AND

ARTICLES OF ASSOCIATION

OF

BARRHEAD SANITARY WARE PLC

(As amended and adopted by Special Resolutions  
dated 19th July, 1992)



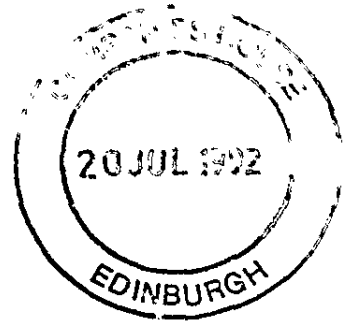
Incorporated the twelfth day of June 1992.

**THE COMPANIES ACT 1985**

**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**

**BARRHEAD SANITARY WARE PLC**



(As amended by Special Resolutions dated 19th June 1992 and 19th July 1992).

1. The Company's name is
    - \* "BARRHEAD SANITARY WARE PLC"
  2. The Company is to be a Public Company.
  3. The Company's Registered Office is to be situated in Scotland.
  - \*\* 4. The Company's objects are:-
    - (A) (i) To carry on business as a general commercial company;
    - (ii) To hold shares or securities, of or make loans to, one or more subsidiaries of the Company carrying on the after mentioned businesses, or to hold such shares or securities, or make such loans, and to carry on such businesses namely sanitary engineers, designers, manufacturers and merchants of sanitary appliances, earthenware, pipes, tiles and ceramics and all other businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
    - (B) To foster and support the concept of worker co-operatives in its own affairs and in industry and commerce generally.
    - (C) To carry on any other trade or business whatsoever which can, in the opinion of the Company or the Board of Directors, be advantageously carried on by the Company in connection with or ancillary to any of the general business of the Company or is calculated directly to benefit the Company or enhance the value of or render profitable any of the Company's property or rights or is required by any customers of or persons dealing with the Company.
- \* By Special Resolution dated 19th June 1992 the Company name was changed from BARRHEAD SANITARY WARES PLC to BARRHEAD SANITARY WARE PLC conform to Certificate of Incorporation on Change of Name dated 26th June 1992.
- \*\*By Special Resolution dated 19th July 1992 existing Clause 4 was deleted and present Clause 4 substituted thereof.

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, property or any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, ways, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purpose of and in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (G) To mortgage and charge the undertaking and all or any of the heritable, moveable, real and personal property and assets, present or future, and to issue at par or at a premium, and for such consideration and with and subject to such rights, powers, privileges and conditions as many be thought fit, debentures or debenture stock, either permanent or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose business or undertakings the Company is interested, whether directly or indirectly.
- (I) To guarantee the payment of any monies and the performance of any contracts, liabilities, duties, obligations or engagements of any company, society, association, body, firm or person, including without prejudice to the foregoing generality 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 any re-enactment thereof or a subsidiary of such holding company, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any said payment, performance, obligations and others in such manner of way as the Company may think fit by granting any Mortgage, Charge, Floating Charge, Standard Security, Assignment, Pledge, Lien or other security upon the whole or any part of the Company's undertaking, property, revenue, or assets (whether present or future) including uncalled capital with powers of sale and other usual and necessary powers.
- (J) To receive money on deposit or loan upon such terms as the Company may approve and to guarantee the obligations and contracts of customers and others.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills or exchange and other negotiable instruments.
- (L) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any Company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any Company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter in any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation or amalgamate with any Company, firm or person carrying on or proposing to carry on any business within the objects of the Company, and to acquire and hold, sell, deal with or dispose of shares, stock, or securities of any such Company, and to guarantee the contracts or liabilities of, or payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such Company.
- (P) To establish or promote or concur in establishing or promoting any Company the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such Company.
- (Q) To make charitable donation either in cash or assets which the Company may deem expedient.
- (R) To form, promote, finance or assist any other company whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose for which the Company may consider to be expedient.



- (S) To establish and maintain or procure the establishment and maintenance for any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of 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 dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the Company or of any such other company as aforesaid, or of any such persons aforesaid, 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 objects and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (T) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or Company carrying on any business which this Company is authorised to carry on.
- (U) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (V) To obtain acquire and purchase all necessary permits, licences or trade marks required for the purpose of enabling the Company to carry on its said business upon such terms and conditions as it may think fit. In carrying out the aforesaid objects the Company shall have regard to promoting the physical mental and spiritual well-being of the community and especially those who participate in the activities of the Company by reason of employment in or purchasing from or selling to the Company and to assist people in need by any means whatsoever.
- (W) To acquire, purchase, take over and undertake part or all of the business, property, assets and liabilities and transactions of any firm, person or company carrying on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or is capable of being conducted so as directly or indirectly to benefit the Company or to advance its interests generally.
- (X) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5 The liability of the members is limited.

6 \* The share capital of the Company is £3,000,000 divided into 500,000 Ordinary Voting Shares of £1 each, 1,500,000 Ordinary Non-Voting Shares of £1 each and 1,000,000 Redeemable Preference Shares of £1 each.

7 We, the several persons whose names and addresses are subscribed, desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

\* By Special Resolution dated 19th July 1992 1,000,000 of the Ordinary Shares of 50p each were consolidated and converted into 500,000 Ordinary Voting Shares of £1 each, 3,000,000 of the Ordinary Shares of 50p each were converted into 1,500,000 Ordinary Non-Voting Shares of £1 each and 2,000,000 of the Ordinary Shares of £1 each were consolidated and converted into 1,000,000 Redeemable Preference Shares of 50p each with the rights attaching thereto as contained in the Articles of Association.

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Names, Addresses and Descriptions  
of Subscribers

Number of Shares taken by  
each Subscriber

Stephen Mabbott  
Olympic House  
142 Queen Street  
Glasgow  
G1 3BU

one

Company Registration Agent

Peter John Trainer  
Hogarth House  
43 Queen Street  
Edinburgh  
EH2 3NY

one

Company Registration Agent

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Dated the 4th day of June 1992

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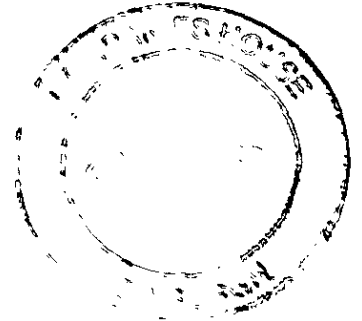
Witness to the above signatures

Joanne Waugh  
Hogarth House  
43 Queen street  
Edinburgh  
EH2 3NY

Company Registration Agent

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF  
BARRHEAD SANITARY WARE PLC



(ADOPTED BY SPECIAL RESOLUTION PASSED ON

July 1992)

1 Preliminary

In these Articles :-

- "Table A" shall mean 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.
- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- "the articles" means the articles of the Company.
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
- "executed" includes any mode of execution.
- "office" means the registered office of the Company.
- "secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company including a joint assistant or deputy secretary.
- "the United Kingdom" means Great Britain and Northern Ireland.
- "the Trust" means the Barrhead Sanitary Ware Plc Employee Shareholding Trust to be constituted by Deed of Trust to be made between the Company and the First Trustees of the Trust, as such Deed of Trust may from time to time be amended in accordance with the terms thereof.
- "the Trustees" means the Trustees from time to time of the Trust.
- "permanent employee" means an employee of the Company, full-time or part-time, who either has been an employee of the Company for a continuous period in excess of six months and has satisfactorily completed his or her probationary period or is a first employee, and in both cases is not an excluded employee.

- "excluded employee" means an employee of the Company who as at the date of adoption of the Articles is bound to retire from his or her employment in the Company before 31 December 1992 or who has not as at the date of completion of his probationary period reached the age of eighteen years (but declaring that on such attainment of age the employee concerned shall cease to be an excluded employee).
- "first employee" means an individual who was employed by the Company from the date of the Company being authorised to do business under section 117 of the Act or such later date as the Directors shall determine.
- "probationary period" means a 6 month period of continuous employment or such shorter period as the Directors may in individual cases decide.
- "transfer event" means (a) a Voting Shareholder ceasing to be an employee of the Company; or (b) a Voting shareholder dying; or (c) a Voting shareholder being sequestrated or making any composition or arrangement with his creditors; or (d) a Voting shareholder desiring to transfer any of the Voting shares registered in his name and (being entitled to do so) having served upon the Company and the Trust a transfer notice.
- "transfer notice" means a notice in writing served upon the Company and the Trust by a Voting shareholder stating that a transfer event has occurred, giving details thereof and specifying the number of the Voting shares proposed to be sold to the Trust.
- "trustee valuation" means the valuation of each of the Voting shares in the capital of the Company in issue as at February and August in each year, conducted for the Trustees by the auditors of the Company as at each such date or as near to such date or dates as may be practicable and "valuation dates" shall be constructed accordingly.
- "valuation notification" means the publication by the Directors of such valuation as soon as reasonably practicable after being advised of same by the Trustees.

Unless the context otherwise requires, words or expressions contained in the articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the articles become binding on the Company. Subject to the provisions hereinafter contained, the Regulations in Table A so far as not excluded, altered or modified by or inconsistent with the articles shall apply to the Company and be deemed to be incorporated herein.

#### ALLOTMENT OF SHARES

- 2 The Directors are authorised generally for the purpose of section 80 of the Act to allot and issue such number of relevant securities and on such terms and conditions that

they may in their discretion think fit subject always to the following conditions and the other provisions of the articles (a) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be equal to the aggregate nominal amount of the unissued shares of the relevant class in the capital of the Company at the date hereof; and (b) this authority shall expire unless sooner revoked or altered by the Company in General Meeting on the expiry of the period of five years from the date of adoption of these Articles provided that the Directors of the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. The authority hereby given may at anytime (subject to the said section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

- 3 Section 89 (1) of the Act shall not apply to any of allotment of shares in the Company made in accordance with the authority given under article 2.

#### SHARE CAPITAL

4. The Share Capital of the Company is £3,000,000 divided into 500,000 Ordinary Voting Shares of £1 each ("the Voting Shares"); 1,500,000 Ordinary Non-Voting Shares of £1 each ("the Non-Voting Shares"); and 1,000,000 Redeemable Preference Shares of £1 each (the "Preference Shares"). The Voting Shares, the Non-Voting Shares and the Preference Shares are all separate classes of shares in the Capital of the Company.
- 4.1 Only permanent employees of the Company or the Trustees can hold Voting Shares in the Company.
- 4.2 The Directors shall ensure that all contracts of employment for employees of the Company contain all necessary provisions to ensure that, in the case of first employees, at the date of commencement of the first employee's employment and in the case of permanent employees, on completion of the respective probationary period, the employee under the contract of employment shall at that time apply and pay for 2000 Voting Shares in the Company or immediately resign. The Directors shall, however, not be so required in the case of employees who are subject to any legal disability but shall ensure that on the removal or expiry of such disability the employee concerned makes application for allotment in terms of this Article.
- 4.3 On completion of the probationary period with the Company permanent employees, other than a first employee, must subscribe at par or at such premium as the Directors shall determine having due regard to the price ruling at the last valuation date before such subscription for 2,000 Voting Shares of £1 each in the Company. No person shall be a Voting shareholder unless and until i) he or she has completed their probationary period (this condition shall not apply to first employees) ii) he or she shall have signed an application to the Company in the following terms:-

The Directors

Barrhead Sanitary Ware plc

I,

of

hereby apply for 2,000 Ordinary Voting Shares of £1 in the Company at a price of (par or at a price to be determined by the Directors) and request you to enter my name in the Register of Members accordingly. I agree that the shares applied for shall be paid for in full before allotment and shall be subject to the Memorandum and Articles of Association of the Company, including transfer provisions.

Yours faithfully

.....

- iii) full consideration has been received by the Company and
- iv) the Directors allot the appropriate number of shares.

The Directors shall then instruct the secretary to make the necessary entry in the Register of Members and issue Share Certificates forthwith.

5. The rights attaching to the respective classes of shares are as follows:-

5.1 Income

The profits of the Company available for distribution in each financial year shall be applied as follows:-

- i) Firstly, in paying to the holders of the Preference Shares a preferential net of tax dividend (the "Preference Dividend"). The Preference Dividend shall not be cumulative unless the terms of issue of the Preference Shares, as determined by the Directors pursuant to Article 2 hereof, shall so provide.
- ii) Secondly, in paying to the holders of the Voting Shares and the holders of the Non-Voting Shares a dividend ("the Ordinary Dividend").

iii) No Ordinary Dividend shall be recommended by the Directors or declared or paid unless and until:-

1. Any Preference Dividend due in respect of that or any previous financial year has been paid in full.
2. All Preference Shares due for redemption in terms of these Articles have been redeemed.

## 5.2 Capital

On a return of assets in liquidation or capital reduction or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied as follows:-

- i) first in paying to the holders of the Preference Shares £1 per share and any arrears of Preference Dividend.
- ii) the balance of such assets shall be distributed equally amongst the holders of Voting Shares and the holders of Non-Voting Shares in proportion to the number of shares held by them and pro rata to the capital paid up thereon.

## 5.3 Redemption

Subject to the provisions of the Act, the Preference Shares shall be redeemed at par between dates to be fixed by the Directors prior to issue of the Preference Shares to be redeemed but shall not be redeemed prior to the 1st of January, 1998. The Preference Shares shall be redeemed at the option of the Company or the Preference Shareholder dependant on the terms of issue, as determined by the Directors, of the Preference Shares to be redeemed.

## 5.4 Voting

- i) The holders of the Preference Shares have no rights to vote other than in relation to the declaration of a preference Dividend recommended by the Directors or in the event of any cumulative Preference Dividend being in arrears or the redemption or proposed redemption of the Preference Shares pursuant to these Articles or in the event of a winding up or proposed winding-up or the variation of their class rights.
- ii) The holders of the Non-Voting Shares have no rights to vote other than in relation to the declaration of an Ordinary Dividend recommended by the Directors or in the event of a winding-up or proposed winding-up or, in the variation of their class rights.
- iii) The Voting Shares shall have the right to vote at all General Meetings, as opposed to separate class meetings, of the Company.



- iv) In relation to meetings at which only the holders of Voting Shares are entitled to vote the holders of Voting Shares shall be entitled to one vote only irrespective of the number of shares held by such holder.
- v) In relation to meetings at which more than one class of shares are entitled to vote, the holder of any class of shares shall be entitled to one vote per share in the event of a poll but shall only be entitled to one vote on a show of hands.
- vi) At meetings of a particular class of shares only holders of shares of that class shall be entitled to vote.
- vii) The Trustees shall not be entitled to vote, regardless of the number of shares held by them.

## 6. Class Rights

Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or altered either while the Company is a going concern or during contemplation of a winding up, only with the consent of the holders of 75% of the issued shares of that class. Without prejudice to the generality of this Article, the special rights attached to any class of shares in the capital of the Company shall be deemed to be varied:-

- i) By the alteration, increase or reduction of the authorised share capital, the redemption of any of the Company's shares (otherwise than pursuant to these articles) or by the entering into of a contract for the Company to purchase any of its shares;
- ii) By any alteration of the Company's Memorandum or Articles of Association;
- iii) By the winding up of the Company;
- iv) In the event of the Company ceasing to comprise of a workers co-operative;
- v) In the event of the Company controlling or coming under the control of another Company or being or having a 51 percent subsidiary within the period of 3 years from the issue of any of the Non-Voting Shares or, if later, the commencement of business.
- vi) In the event of any action by the Board of Directors or Company, taken or proposed, which might on a reasonable view taken in full knowledge of all relevant circumstances threaten or result in the withdrawal of any tax relief obtained by Non-Voting Shareholders under the Business Expansion Scheme in terms of the Income and Corporation Taxes Act 1988 in relation to their Non-Voting Shares;

- vii) By the calling of a meeting of the company to effect or approve any matter which would by virtue of this article be a variation of the class rights of any particular class of shares in the capital of the Company.

#### TRANSFER OF SHARES

7.1 The Directors may, in their absolute discretion, and without giving any reason therefore, decline to register a transfer of any 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. In particular, but without limiting the generality the Directors may decline to register a transfer which in their opinion might if registered at any time before the third anniversary of the last allotment of Non-Voting Shares result in:-

- (i) any person obtaining a controlling interest in the Company for the purposes of Section 293 (8) of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof for the time being in force; or
- (ii) The Company being under the control (as defined in Section 416 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof for the time being in force) of another Company (or under the control of another Company and any person connected with that other Company for the purposes of Section 291 of the Income and Corporation Taxes Act 1988) or being a 51 per cent subsidiary or another Company (as defined in Section 838 of the Income and Corporation Taxes Act 1988 or any statutory modification or re-enactment thereof for the time being in force);

unless such a transfer shall have been first approved by a special resolution of the holders of the Non-Voting Shares in the Company.

7.2 On the occurrence of a transfer event (and in no other circumstances whatsoever without consent of a special resolution of the Company) a member of the Company shall within fourteen days of a transfer event (and in the event of his or her failure, the Directors shall appoint some person to serve a transfer notice on such member's behalf) serve notice on the Trustees and the Directors in the form from time to time prescribed by the Directors requiring them respectively to acquire from him or her his or her Voting shares at the price ruling at the last valuation date before the transfer event and to register the transfer of such Voting Shares within forty two days of receipt by the Trustees of a Stock Transfer Form duly executed in their favour (provided that payment of the price for said shares has been made by the Trustees).

Without prejudice to the foregoing no transfer of Voting shares shall be made to a person who is not either a Trustee and/or a permanent employee of the Company.

If in any case a transferor after having become bound as aforesaid defaults in transferring his or her Voting shares, the Company may receive the purchase money on his or her behalf and may authorise some person to execute the transfer of such voting shares in favour of the Trustees or a new permanent employee who shall thereupon be registered as the holders thereof. The receipt of the Company for the purchase money shall be a good discharge to the Trustees or a new permanent employee. Any purchase monies so held shall be without obligation to earn interest.

8. In the event that a permanent employee completes his or her probationary period and is obliged in terms of his or her contract of employment to hold shares in the Company, then in the event that the Trust holds at least 2,000 Voting shares in the Company the permanent employee concerned shall not apply to the Directors for allotment of those shares in terms of Article 4 but the Directors shall be obliged forthwith on the completion of such probationary period to notify the Trustees who shall, on receipt of the price of such Voting shares (such price being the price determined in terms of Article 4 hereof), execute a transfer in favour of the permanent employee concerned which the Directors shall be bound to register within thirty days of receipt of an appropriate transfer and to forthwith complete registration thereof and issue Voting share certificates to the permanent employee concerned.

Forthwith on receipt of same the Directors shall make the valuation notification.

9. The Directors cannot allot nor can they register any transfer of Voting shares if the proposed transferee or allottee is already the registered holder of Voting shares.
10. If the Directors (being so entitled) refuse to register a transfer of Voting shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
11. The registration of transfers of Voting shares may be suspended at such times and for such periods (not exceeding fourteen days in the year) as the Directors may determine.
12. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any ordinary Voting share.
13. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

### ALTERATION OF SHARE CAPITAL

#### 14 The Company may by special resolution:-

- 14.1 increase its share capital by new shares of such amount as the resolution prescribes;
  - 14.2 consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - 14.3 subject to the provisions of the Act, sub-divide its shares, or determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
  - 14.4 cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
15. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

### NOTICE OF GENERAL MEETING

16. Each class of share shall be entitled to receive notice of and to attend General meetings of the Company. However, only the holders of Voting Shares shall be entitled to receive notice of meetings of their class of shares at which no Special Resolution is proposed, no extraordinary business is to be conducted and that, in the opinion of the Directors, will deal only with normal company business.

### PROCEEDINGS AT GENERAL MEETING

17. No business shall be transacted at any meetings unless a quorum is present. Two persons or, in relation to a meeting of the Voting Shares, Thirty persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
18. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded as aftermentioned. Subject to the provisions of the Act, a poll may be demanded:-
- 18.1 by the Chairman;
  - 18.2 by at least two or, in the case of a meeting of the Voting Shares, ten members attending the meeting in person or by proxy having the right to vote at the meeting; or

18.3 by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting; or

18.4 by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

#### VOTES OF MEMBERS

19. A poll of Voting Shareholders shall be conducted as a secret ballot of the holders of Voting shares.
20. A Voting Shareholder in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder shall not have a vote either in person or by proxy.

#### DIRECTORS

- 21.1 The Directors shall not be required to retire by rotation.
- 21.2 A person may be appointed a Director notwithstanding that he has attained the age of 70 years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
- 21.3 A Director need not be a member of the Company.
- 21.4 (i) The maximum number of Directors shall be 8 comprising 5 executive directors and 3 non-executive directors unless otherwise determined by Ordinary Resolution.
  - (ii) The Voting Shareholders shall be entitled to appoint two of the Executive Directors and any replacements therefor.
  - (iii) The Non-Voting Shareholders shall be entitled to appoint the Non-Executive Directors and any replacements therefor.
  - (iv) Any such appointees must be reasonably acceptable to the remaining Directors.
  - (v) Such rights of appointment are without prejudice to the Directors' rights to appoint replacement or additional Directors.

- 21.5 The Directors shall be entitled from time to time if they shall deem it expedient to appoint any individual (not being a Director or employee of the Company) to act as and hold the title of Honorary President of the Company. Such individual shall not be entitled to receive any remuneration from the Company but shall be entitled to be reimbursed for any reasonable expenses properly incurred while on Company business.
- 21.6 No business shall be transacted at any Directors' Meeting unless a quorum is present. Five Directors present or their alternates shall be a quorum.
- 21.7 Reasonable notice of all meetings shall be given to all Directors.
22. Without prejudice to the foregoing, any decision which should have the effect of being directly detrimental to the terms and conditions of the employment of the employees of the Company or which would result in a fundamental change in the nature of the Company's activities will require to be (a) approved by a resolution of the board of directors passed by a majority of not less than 75% of the total membership of the board; and (b) approved by a special resolution passed at a general meeting of the holders of Voting shares of the Company by a majority of not less than 75% of the voting shares of the Company.

#### REMUNERATION

23. The remuneration of any Director (other than any remuneration payable to an Executive Director in such capacity) shall not exceed £5,000 per annum, or such greater sum as may from time to time be determined by ordinary resolution of the Members of the Company; subject to the foregoing maximum, each Director may be paid a fee at such rate as may be from time to time determined by the board, which fee shall be deemed to accrue from day to day.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of Director shall be vacated if:-
- 24.1 being an Executive Director he ceases to be an employee of the Company; or
  - 24.2 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - 24.3 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 24.4 he is, or may be, suffering from mental disorder and either:-

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, application for admission under the Mental Health (Scotland) Act 1960; or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

24.5 he resigns his office by notice to the Company; or

24.6 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

25. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, on full disclosure of his interest and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

#### THE SEAL

27. The Company may have a seal if it so wishes insofar as the Company has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and also by the Company Secretary or a second Director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal, Clause 10i of Table A shall not apply to the Company.

---

Names, Addresses and Descriptions  
of Subscribers

Stephen Mabbott  
Olympic House  
142 Queen street  
Glasgow  
G1 3BU

Company Registration Agent

Peter John Trainer  
Hogarth House  
43 Queen street  
edinburgh  
EH2 3NY.

Company Registration Agent

---

DATED the 4th day of June 1992

Witness to the above Signatures

Joanne Waugh  
Hogarth House  
43 Queen street  
edinburgh  
EH2 3NY

Company Registration Agent



THE COMPANIES ACT 1985

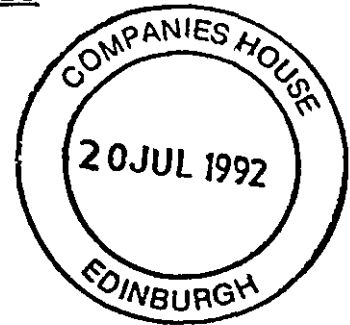
PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS  
(passed 19th July, 1992)

of

BARRHEAD SANITARY WARE~~§~~ PLC

NO: 138807



-----

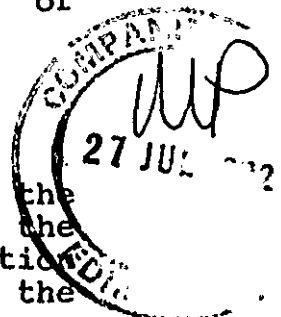
At an Extraordinary General Meeting of the members of Barrhead Sanitary Ware Plc duly convened and held at 142 Queen Street, Glasgow on ~~19th~~ 19th July, 1992 the following Resolutions were duly passed as Special Resolutions, namely:-

SPECIAL RESOLUTION NO 1

- " (i) that 1 million of the existing Ordinary Shares of 50p each in the capital of the Company be consolidated and converted into 500,000 shares of £1 each and be termed Ordinary Voting Shares of £1 each;
- (ii) that 2 million of the existing Ordinary Shares of 50p each in the capital of the Company be consolidated and converted into 1 million shares of £1 each and be termed Redeemable Preference Shares;
- (iii) that the remaining 3 million Ordinary Shares of 50p each in the capital of the Company (including the 4 shares in issue) be consolidated into 1,500,000 shares of £1 each and be termed "Ordinary Non-Voting Shares"; and
- (iv) that the Ordinary Voting Shares, Ordinary Non-Voting Shares and the Redeemable Preference Shares be deemed to be separate classes of Shares in the capital of the Company with the respective rights attaching thereto as contained in the Memorandum & Articles of Association to be adopted by the Company."

SPECIAL RESOLUTION NO. 2

- " i) That the Memorandum of Association of the Company be amended by the deletion of the present Clause 4 thereof and the substitution therefor of a new Clause 4 as set out in the



draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof.

- ii) That the Company adopt new Articles of Association in the form of the draft produced to the Meeting and for the purpose of identification signed by the Chairman thereof in substitution for and to the exclusions of the existing Articles of Association."

*Neill Clerk*  
.....  
Secretaries

BARRSPR2.DOC

**G**

COMPANIES FORM No. 122

**Notice of consolidation, division,  
sub-division, redemption or  
cancellation of shares, or conversion,  
re-conversion of stock into shares****122**Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

138807

Name of company

\* BARRHEAD SANITARY WARE PLC

Insert full name  
of company

gives notice that:

- i) that 1 million of the existing Ordinary Shares of 50p each in the capital of the Company be consolidated and converted into 500,000 shares of £1 each and be termed Ordinary Voting Shares of £1 each;
- ii) that 2 million of the existing Ordinary Shares of 50p each in the capital of the Company be consolidated and converted into 1 million shares of £1 each and be termed Redeemable Preference Shares;
- iii) that the remaining 3 million Ordinary Shares of 50p each in the capital of the Company (including the 4 shares in issue) be consolidated into 1,500,000 shares of £1 each and be termed "Ordinary Non-Voting Shares"; and
- iv) that the Ordinary Voting Shares, Ordinary Non-Voting Shares and the Redeemable Preference Shares be deemed to be separate classes of Shares in the capital of the Company with the respective rights attaching thereto as contained in the Memorandum & Articles of Association to be adopted by the Company.

Signed



[Director][Secretary]† Date

19/7/92

Presentor's name address and  
reference (if any):Neill Clerk  
6 Park Circus Place  
Glasgow, G3 6AN

Ref: JPB

For official use  
General Section

20 JUL 1992

EDINBURGH

Post room

27 JUL 1992

EDINBURGH

Delete as  
appropriate



# CERTIFICATE THAT A PUBLIC COMPANY IS ENTITLED TO DO BUSINESS AND TO BORROW

Company Number

133197

The Registrar of Companies for Scotland hereby certifies that

BARNHEAD SANITARY WARE PLC

having complied with the conditions of section 117 of the Companies  
Act 1985 is entitled to do business and to borrow.

Given at Companies House, Edinburgh, the

22 December 1992

  
Registrar of Companies



## Application by a public company for certificate to commence business and statutory declaration in support

Please do not  
write in  
this margin

Pursuant to section 117 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[ ] [ ] [ ] [ ] [ ] [ ]

138807

Name of company

\* insert full name  
of company

\* BARRHEAD SANITARY WARE PLC

applies for a certificate that it is entitled to do business and exercise borrowing powers.

For that purpose I, ALBERT McQuarrie  
of Crinmond, 11 Belmontie Crescent  
Town, Ayrshire KA10 7AR

† delete as  
appropriate

[~~the secretary~~][a director]† of the above company,

do solemnly and sincerely declare that;

- 1 the nominal value of the company's allotted share capital is not less than the authorised minimum
- 2 the amount paid up on the allotted share capital of the company at the time of this application is
- 3 the [estimated]† amount of the preliminary expenses of the company is

£54,700

£300

and [~~has been paid~~][is payable]† by

§ insert name of  
person(s) by whom  
expenses paid  
or payable

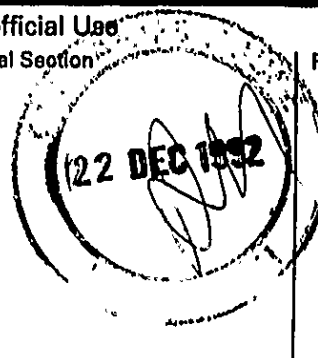
§ the company

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

Neill Clark  
Solicitors  
6 Park Circus Place  
Glasgow G3 6AN  
Tel: 041 332 2055

For official Use  
General Section

Post room



[4a. no amount or benefit has been paid or given or is intended to be paid or given to any of the promoters of the company]†

Please do not write in this margin

~~[4b the amount or benefit paid or given or intended to be paid or given to any promoter of the company is:]†~~

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

† delete as appropriate

Promoter No.1;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Promoter No.2;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Promoter No.3;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Promoter No.4;

The amount paid or intended to be paid to him £ \_\_\_\_\_

Any benefit given or intended to be given to him \_\_\_\_\_

The consideration for such payment or benefit \_\_\_\_\_

Note  
Please continue on a separate sheet if necessary

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 PAISLEY

Declarant to sign below

*W H McLeishman*  
Blairman.

the Eighteenth day of December  
one thousand nine hundred and ninety two  
before me ALASTAIR JAMES GORDON,

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

*Alastair J Gordon*

# G

## Notice of new accounting reference date given during the course of an accounting reference period

# 225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

138 807

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

Name of company

\* BARRHEAD SANITARYWARE plc

\* insert full name of company

**Note**  
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 3

3. The current accounting reference period of the company is to be treated as ~~extended~~† and ~~is to be treated as having come to an end~~† will come to an end† on

Day Month Year

3 1 0 3 1 9 9 5

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

N/A

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

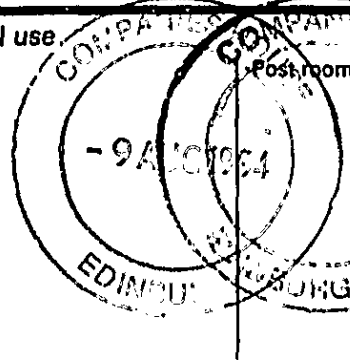
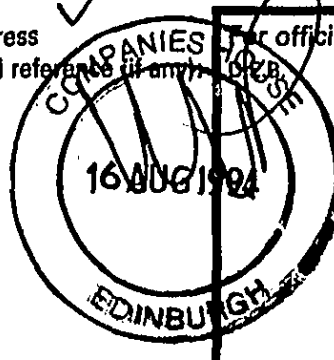
5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A and it is still in force.

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

6. Signed Andrew Wray Designation SECRETARY Date 8 AUGUST 1994

Presenter's name address  
telephone number and reference to any other documents





738807

**PANNELL  
KERR  
FORSTER**

CHARTERED ACCOUNTANTS

The Directors  
Barrhead Sanitaryware plc  
15-17 Nasmyth Road South  
Hillington  
GLASGOW  
G52 4RG

When calling  
please ask for

.....

78 Carlton Place  
Glasgow G5 9TH  
Telephone: 041-429 5900  
Fax: 041-429 5901  
DX GW249

GJR/LS

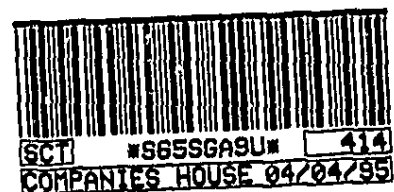
30 March 1995

Dear Sirs

We hereby tender our resignation as auditors of the company to take effect forthwith.

There are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully



Authorised by the Institute of Chartered Accountants in England and Wales to carry on Investment Business.

The principal place of business where the list of partners is open to inspection is 78 Hutton Garden, London EC1N 8JA  
Offices in London Aberdeen Barnsley Birmingham Bristol Cardiff Coatbridge Colchester Darlington Derby Doncaster Edinburgh Glasgow Great Yarmouth Guildford Ipswich Leeds Leicester Lincoln  
Liverpool Lowestoft Manchester Norwich Nottingham Sheffield Woodbridge Worcester  
Associated firms in The Channel Islands Isle of Man Northern Ireland Republic of Ireland  
Europe Austria Belgium Cyprus Denmark Finland France Germany Israel Luxembourg Netherlands Spain Sweden Switzerland  
USA Australia Canada Caribbean Central and South America East and West Africa Middle and Far East New Zealand United States of America