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**The Companies Acts 1862 to 1893  
and  
The Companies Acts 1948 to 1981  
and  
The Companies Act 1985**

**Memorandum of Association  
of**

**CAPE PUBLIC LIMITED COMPANY**



1. The name of the Company is "Cape Public Limited Company."
2. The Company is to be a public company.
3. The Registered Office of the Company will be situate in England.
4. The objects for which the Company is established are:-
  - 4.1 To acquire and hold controlling and other interests in the share or loan capital of any company or companies and to provide financial, managerial and administrative advice, services and assistance for any company in which the Company is interested, and for any other company and/or to carry an any or all of the business specified in paragraphs 4.2 to 4.27 below.
  - 4.2 To carry on any or all of the business of a general industrial, or general industrial services company and without limitation, of engineers, manufacturers, designers, fitters, injectors, installers and merchants of, and dealers in, fire protection, insulation, insulating coverings, fillings, coatings, fireproofing materials of any kind, materials of any kind, building products, installations or equipment of all kinds, and of, and in all substances, materials and things required for use in connection therewith or in the manufacture thereof; scaffolding erectors and suppliers, painters and decorators, plumbers, heating, mechanical and motor engineers, builders, contractors, plastic moulders and workers, merchants of and dealers in chemical compositions, preparations and derivatives of all kinds, corrosion resistant plastics, cellulose products, paints, enamels, emulsions, silicones, cements and compounds of every description; contractors and installers for all operations in connection therewith and to act as consultants and patentees in relation to any process in connection therewith and to buy, sell, import, export, manufacture, repair, convert, alter and deal in plant, machinery, tools, rolling stock, accessories, component parts, supplies, stores, articles and things of all kinds used in the engineering or like trades or are capable of being used or likely to be required by any of the customers of, or persons having dealings with the Company.
  - 4.3 To purchase, take on lease, hire, or otherwise acquire, any asbestos or other mines, quarries, workings, rocks, or any lands or hereditaments of any tenure containing, or supposed to contain, asbestos or other minerals and any interest therein, and any

concessions, grants, leases, licences, rights, and privileges in relation thereto which the Company may think capable of being profitably worked.

- 4.4 To carry on the business of mining and working for asbestos and other minerals, and purchasing and acquiring, selling and dealing in the same, and manufacturing and dealing in asbestos goods and goods connected with the utilisation of asbestos, and goods or any other material capable of being used for similar purposes or objects to those for which asbestos goods can be used, and any other products of the mines and property of the Company, or derived in the course of the dressing, preparation, or treatment of asbestos or other minerals or substances.
- 4.5 To carry on the businesses of manufacturers, producers, and importers of, and dealers in, india-rubber, gutta-percha, caoutchouc, and other similar substances and all kinds of vulcanised and elastic goods and articles, waterproof clothing, cloth, fabrics, and materials, and other articles, materials, goods, and commodities capable of being produced or manufactured from, or of being used for the same purposes as india-rubber, gutta-percha, and similar substances, or their respective products, and the businesses of cloth manufacturers, clothiers, and outfitters, and of manufacturers of and dealers in telegraph and other cables and wires, and appliances, tubing, valves, plugs, straps, packing for steam and other engines, pipes, fittings, bands, bandages, surgical and other medical instruments and appliances, veterinary appliances, horse-shoes, receptacles and vessels for gases, acids, and other substances, balloons, and other goods of a similar description, and any other articles and things which are usually or may conveniently be manufactured or dealt in by persons carrying on any of the said businesses, or manufacturing or dealing in any of the articles and things herein specified, or any similar articles and things.
- 4.6 To introduce and sell any goods, materials, articles, or appliances, and generally to manufacture, purchase, sell, deal in and supply all kinds of goods, articles, appliances, or things which can be advantageously made or dealt in by the Company, and to carry on operations or business of any nature, including that of contractors, miners, manufacturers, merchants, planters, which the Company may from time to time deem it expedient to carry on in connection with any of its main businesses for the time being, or which may seem calculated or capable of being conducted so as directly or indirectly to benefit the Company.
- 4.7 To establish or continue, and to regulate and maintain, in England and elsewhere, agencies for the sale of any of the articles manufactured or sold by the Company, and to enter into, rescind, and vary contracts with any agents, travellers, or other persons employed by the Company, on the terms of remunerating them by payments in proportion to the profits of all or any part of the Company's business, or on the terms of the Company sharing any part of the business of such agents, or the profits derived therefrom, or any other terms.
- 4.8 To purchase, take on lease, or in exchange, hire, charter, or otherwise acquire all such factories, buildings, engines, plant, machinery, tools, implements, ships, vessels, barges, stock-in-trade, and all and any real and personal property, easements, licences, rights, and privileges as may be required or useful for any of the purposes of the Company.
- 4.9 To promote, form, constitute, float, lend money to, assist, and control any companies, partnerships, associations, or undertakings whose objects include the acquisition of all or any part of the assets and liabilities of this Company, or are

similar, analogous, or subsidiary to any of the objects of this Company, or which may tend, directly or indirectly, to benefit this Company.

- 4.10 To construct, carry out, and maintain, work, manage, or control works and conveniences of all kinds, and in particular roads, highways, causeways, bridges, tramways, railway branches, or sidings, canals, water works, drainage works, irrigation works, watercourses, hydraulic works, stamps, furnaces, crushing mills, residences, stores, factories, warehouses, and other works or conveniences conducive to the Company's interests, and to contribute to, subsidise, or otherwise assist or take part in any such operations.
- 4.11 To apply for, purchase or otherwise acquire any trade marks, designs, patents, brevets d'invention, concessions, and the like, conferring an exclusive or non-exclusive or limited right to use, and to obtain any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit this Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the property, rights, and information so acquired.
- 4.12 To purchase or otherwise acquire, take over, and undertake all or any part of the business, property, and liabilities of any person or persons, or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- 4.13 To acquire, by purchase or otherwise, and hold any shares, stocks, bonds, obligations, debentures, securities, negotiable or otherwise, or any interest of or in any English or other companies, associations, or undertakings, capable of being managed or conducted so as, directly or indirectly, to benefit the business of the Company; also to advance money on any such shares, stocks, bonds, obligations, debentures, securities of, or other interest in, such companies, associations, or undertakings, and to accept such shares or stocks, bonds, obligations, debentures, or securities, as partial or full security for payment due to the Company, but so that such shares, stocks, bonds, obligations, debentures or securities shall be fully paid up and involve no liability to the Company.
- 4.14 To make donations, to such persons and in such cases, and either of cash or other assets, as the Company may think, directly or indirectly, conducive to any of its other objects, or otherwise expedient.
- 4.15 To amalgamate with any other company, and to enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concession, or co-operation with any person, partnership, company or association.
- 4.16 To sell the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company.
- 4.17 To obtain any Acts or decrees of any Parliament or legislative body for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, and to oppose any proceedings or applications in Parliament or elsewhere which may seem, directly or indirectly, contrary to the interests of the Company.

- 4.18 To raise or borrow, or secure the payment of money in such a manner and on such terms as may seem expedient, and in particular by the issue of debentures or bonds or debenture stock, perpetual or otherwise, and if thought fit to charge or secure any such securities upon the undertaking and property and rights, present or future, of the Company, including the uncalled capital or otherwise.
- 4.19 To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- 4.20 To draw, accept, endorse and issue any bills of exchange, promissory notes, warrants to bearer, and other negotiable or transferable instruments.
- 4.21 To lend money to such parties and on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by members of or persons having dealings with the Company.
- 4.22 To pay all expenses of and incident to the formation of the Company, and to remunerate any parties for services rendered or to be rendered in placing or assisting to place, or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock, or other securities of the Company, or in or about the formation of the Company or the conduct of its business.
- 4.23 To do all or any of the above things in any part of the world, and either as principals, agents, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise.
- 4.24 To procure the Company to be registered, incorporated, or recognised, and to establish a local Register of Shareholders abroad, and to allocate any number of the shares of the Company to such local Register, and to take such steps as may be necessary to give the Company the same rights and privileges abroad as are possessed by local companies or partnership of a similar nature, and to acquire a foreign domicile, and to have a local office and staff abroad.
- 4.25 To sell, improve, manage, develop, lease, exchange, mortgage, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the Company.
- 4.26 To distribute any of the assets of the Company among the Members in specie.
- 4.27 To do all such other things as are incidental or conducive to the attainments of the above objects, and so that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and so that the objects set forth in each paragraph of this clause shall have the widest possible construction, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph of the clause.

5 The liability of the Members is limited.

6 The capital of the Company is £55,000,\* divided into 55,000 shares of £1 each, with power to increase or reduce, and with power from time to time to issue any shares of the original or new capital with any preferential, special, or qualified rights or conditions attached thereto, and upon subdivision of a share to apportion the right to participate in profits in any manner

as between shares resulting from such division, and to pay dividends in cash or in any other manner authorised by the regulations of the Company.

\* Note as to share capital of the Company.

The share capital of the Company has from time to time been varied as follows:-

On 15th May, 1895, the capital was increased to £100,000 by the creation of 45,000 new shares of £1 each.

On 15th December, 1910, the capital was increased to £200,000 by the creation of 100,000 new Preference Shares of £1 each.

On 28th February, 1930, the capital was increased to £300,000 by the creation of a further 50,000 Preference Shares of £1 each and 100,000 Ordinary Shares of £1 each.

On 22nd August, 1945, the capital was increased to £500,000 by the creation of a further 100,000 Preference Shares of £1 each and 100,000 Ordinary Shares of £1 each.

by a Scheme of Arrangement made between the Company and the holders of its Preference and Ordinary Shares which Scheme was sanctioned by Order of Court made on the 4th July, 1949, the capital was increased and re-organised so as to consist of £502,320 divided into 167,440 Preference Shares of £1 each and 334,880 Ordinary Shares of £1 each.

On 31st May, 1950, each of the 334,880 Ordinary Shares of £1 each was sub-divided into four shares of 5/- each and the capital was increased to £1,500,000 by the creation of 82,560 Preference Shares of £1 each and 3,660,480 Ordinary Shares of 5/- each.

On 20th October, 1954, the capital was increased to £3,250,000 by the creation of 7,000,000 new Ordinary Shares of 5/- each.

On 9th February, 1959, the capital was increased to £4,250,000 by the creation of 4,000,000 new Ordinary Shares of 5/- each.

On 14th April, 1967, the capital was increased to £5,250,000 by the creation of 4,000,000 new Ordinary Shares of 5/- each.

As of 15th February, 1971, the Ordinary Shares of 5/- each were designated Ordinary Shares of 25p each.

On 13th May, 1975, the capital was increased to £6,500,000 by the creation of 5,000,000 new Ordinary Shares of 25p each.

On 19th May, 1976, the capital was increased to £8,250,000 by the creation of 7,000,000 new Ordinary Shares of 25p each.

On 20th May, 1980, the capital was increased to £9,000,000 by the creation of 3,000,000 new Ordinary Shares of 25p each.

On 10 April 1985, the capital was increased to £19,001,358 by the creation of 10,001,358 cumulative convertible redeemable preference shares of £1 each.

On 30 July 1986, the capital was increased to £19,801,358 by the creation of 3,200,000 new Ordinary Shares of 25p each.

On 25 July 1989, the capital was increased to £20,501,358 by the creation of 2,800,000 Ordinary Shares of 25p each.

On 25 July 1990, the capital was increased to £23,000,000 by the creation of 9,994,568 new Ordinary Shares of 25p each.

On 11 July 2005, the capital was increased to £30,990,001.81 by the creation of 31,960,055 new Ordinary Shares of 25p each.

11 July 2005

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
BENNO CARL GEORG SEIMERT, 35, Warrington Crescent, W., Gentleman.	ONE
ELIAS HARRIS, 8, Minories, E.C., Gentleman.	ONE
WILLIAM ARTHUR ESTILL WOODS, 9, Cannon Street Road, E., Clerk.	ONE
EDMUND ROBERT TYMMS, 62, Lombard Street, E.C., Secretary De Beers Consolidated Co., Ltd.	ONE
WILLIAM PUZEY, Highfield, Benson Road, Forest Hill, Merchant.	ONE
HERBERT HILL MACKENZIE, 113, Fenchurch Street, Merchant.	ONE
GEORGE HENRY PAYNE, 40, Norwood Road, Herne Hill, S.E. Merchant	ONE

Dated this 27th day of December, 1893.

Witness to the above Signatures:-

GEORGE COOK,  
Clerk to Messrs. MICHAEL ABRAHAMS, SONS & CO.,  
8, Old Jewry, E.C.,  
Solicitors.