Companies House
for the record

NOTICE OF ILLEGIBLE DOCUMENT

ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

COMPANIES ACTS, 1862 TO 1900.

A Companies Fee Stamp of 5s. should be impressed here.

REGISTERED
67991
23 SEP 1902

COMPANY LIMITED BY SHARES.

Application for a Certificate of Incorporation to be filed by a Company which does not issue any invitation to the public to subscribe for its Shares. (Sect. 2 (3) of the Companies Act, 1900.)

Name of proposed Company.

Moss' Wire Mills Limited.

nted for filing by—

Keschalls
24. Martin's Lane
Cannon Street E.C.

COMPANIES REGISTRATION OFFICE
23 SEP. 1902

COMPANY LIMITED BY SHARES.

Application of the Subscribers to the Memorandum of Association of

Moss' Wire Mills ~~Company~~, Limited,

being a Company such as is specified in section 2 (f) of the Companies Act, 1900, and which does not issue any invitation to the public to subscribe for its Shares for a Certificate of Incorporation as a Limited Company under the Companies Acts, 1862 to 1900.

We, the several persons whose names are subscribed, hereby declare that ~~the~~

Moss' Wire Mills ~~Company~~, Limited,

whose Memorandum of Association is delivered herewith, does not issue any invitation to the public to subscribe for its Shares.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Thomas F. Moss 50 Ashburnham Grove Greenwich
Wire Manufacturer.

Sidney H. Hume Riverside Ware Herts
Gent.

Geo. W. Stone 57 Baalbec Road, Highbury, N.
Traveller.

G. B. Heacock 24 Martins Lane Cannon Street E.C. Solicitor

Frederick Sawyer 70 Lennox Street Sheatham S.W.
Solicitor's Clerk

A. H. Gaskell
57 Colehill Lane, Fulham S.W.
Solicitor's Articled Clerk.

Henry G. Philcox 24 Sutton Street Southend on Sea
Solicitor's Articled Clerk.

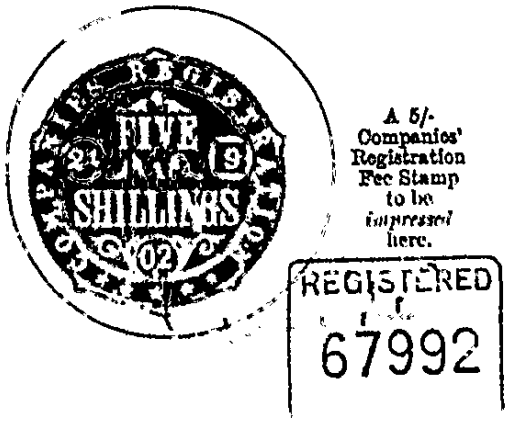
Dated this 18th day of September 1902.

Witness to the above signatures—

J. Heacock
Sol. 24 Martins Lane
Cannon Street
E.C.

Certificate] Form No. 41.

"COMPANIES' ACTS, 1862 to 1900."



Declaration of Compliance with the requisitions of the Companies' Acts, made pursuant to S. 1 (2) of the Companies' Act, 1900 (63 and 64 Vict. Ch. 48) on behalf of a Company proposed to be registered as the Moss' Wire Mills Limited

ted for Filing

by Hoskells
22 Martin's Lane
Cannon Street E.C.

I John Hewitt

of No 74 Martins Lane Cannon Street within the City of London

"A Solicitor of the High Court engaged in the formation."

or

"A director or Secretary named in the Articles of Association."

Do solemnly and sincerely declare that I am (a) a Solicitor of the High Court engaged in the formation of Moor' Tube Mills

~~of the~~

Limited, and That all the requisitions of the Companies' Acts in respect of matters precedent to the registration of the said Company and incidental thereto 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 23 Martins Lane in the City of London

the 23rd day of September one thousand nine hundred and five before me,

A Commissioner for Oaths.

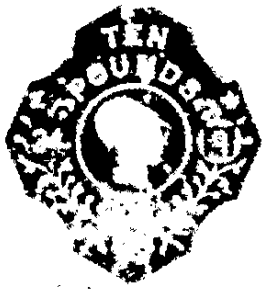
J. Hewitt

No. of Certificate

£10 3/-

/3

FORM No. 20.



Moor' Weir Mills

~~COMPANY~~ LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55 Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act, 1899). (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document, on the Company is registered.

nted for registration by

Hextalls
24 Martinsfane
Cannon Street E.C.

The NOMINAL CAPITAL of the Moor Cric Mills

~~Company~~ Limited,

is £ 4000 divided into 4000 shares of £ 1 . 0 . 0

each.

Signature Hoodless

24 Martin's Lane E.C.

Description Solicitors to Company

Date 23 Sept 1902

THE COMPANIES ACTS, 1862 TO 1900.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

MOSS' WIRE MILLS,

LIMITED.

1. The name of the Company is "MOSS' WIRE MILLS, LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :—

(a) To acquire and take over as a going concern the business heretofore carried on at the Surrey Wire Mills, Kinburn Street, in the County of Surrey, under the style of "The Surrey Wire Mills," and now carried on at No. 18A, Blackheath Hill, Greenwich, in the County of London, and all or any of the assets of the proprietor of that business in connection therewith, and with a view thereto to enter into the Agreement referred to in Clause 2 of the Company's Articles of Association, and to carry the same into effect with or without modification.

(b) To carry on the businesses of working, drawing, tinning, coppering, galvanizing, coating, and covering wire and metals of every sort and description, and to deal wholesale and retail in wire and all or any of the following metals or materials, viz.: Steel, copper, iron, tin, silk, cotton, wool, and every other metal or material used by wire or metal workers, drawers, tinners, copperers, galvanizers, coaters or coverers.

(c) To buy, sell, manufacture, refine, manipulate, import, export, and deal in all machinery, metals, steel, iron, and copper wire, substances, fabrics, and things, capable of being used in any of the businesses aforesaid or required by any customers of or persons having dealings with the Company, whether wholesale or retail.

(d) To carry on any other business (whether manufacturing or otherwise) 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.

(e) To construct, repair, maintain, carry out, equip, improve, work, develop, manage, or control any hotels, public-houses, wharves, places of amusement, pleasure grounds, parks, gardens, stores, shops, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute to or otherwise assist or take part in the construction, repair, maintenance, carrying out, equipping, improvement, working, development, managing, or control thereof.

(f) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or 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 sell, lease, use, exercise, develop, or grant licenses of or otherwise turn to account the proprietary rights or information so acquired.

(g) To buy and sell on commission any goods and articles which the Company has power to manufacture or deal in, and to act as agents for any company, firm, or person carrying on any business which the Company has power to carry on.

(h) To effect in any office or offices which the Directors may approve, any policy or policies of insurance upon the life of any Director, officer, or servant of the Company, and to pay the premiums thereon.

(i) To purchase, take on lease or in exchange, hire, or otherwise acquire for any estate or interest any lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, stock in-trade, and real and personal property of any kind necessary or convenient for the Company's business, whether in the United Kingdom or elsewhere, and to erect, construct, lay down, enlarge, alter, and maintain any buildings, machinery and works necessary or convenient for the Company's business.

(j) To borrow and raise money for the purposes of the Company's business.

(k) To create and issue at par or at a premium or discount mortgages, debentures and debenture stock charged upon all or any part of the undertaking and all or any of the real and personal property, estate, assets and effects of the Company, present and future (including uncalled capital) and payable either to bearer or registered holder, and either permanent or redeemable or repayable with or without a bonus or premium and at such rate of interest and generally upon such terms and conditions as the Board may determine, and to further secure any securities issued by the Company by a Trust Deed or otherwise as the Board may think fit.

(l) To mortgage and charge any securities which the Company has power to issue with the payment of any sum borrowed or raised or owing by the Company, whether more or less than the nominal amount of the mortgaged securities.

(m) To lend money either with or without security and generally to such persons and upon such terms and conditions as the Company shall think fit, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons.

(n) To make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.

(o) To apply for and accept allotments of, and to buy and sell and to deal in and dispose of the shares or the securities of any company carrying on any business which this Company is authorised to carry on.

(p) To issue any shares or securities which the Company has power to issue by way of security and indemnity to any person which the Company has agreed or is bound to indemnify.

(q) To pay brokerage commission and other remuneration to persons who procure or guarantee subscriptions for or place or assist in placing any shares or securities issued by the Company, and generally to make arrangements for placing and procuring the subscription of such shares and securities, and to pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Company or the conduct of its business.

(r) To make donations and subscriptions to any object likely to promote the interests of the Company.

(s) To grant bonuses, gratuities and pensions to persons employed by the Company, and to endow, support and subscribe to any educational, social or charitable institution or society calculated to be beneficial to such persons.

(t) To purchase or otherwise acquire and undertake all or any part of the business property and transactions of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

(u) To pay for any property or rights acquired by the Company, either in cash or Shares with or without preferred or deferred rights in respect of Dividend or repayment of Capital or otherwise, or by means of any securities which the Company has power to create or issue or partly in one mode and partly in the other or others and generally on such terms as the Board may determine.

(v) 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 shares of any company or corporation with or without deferred or preferred rights in respect of Dividend or repayment of Capital or otherwise, or by means of a mortgage or by debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Board may determine.

(w) To enter into partnership or any joint purse arrangement or any arrangement for sharing profits, union of interests, or co-operation with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold shares, stock, or securities of any such company.

(x) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold shares, stock, or securities of and guarantee the payment of any securities issued by or any other obligation of such company.

(y) To sell, exchange, let or rent, royalty, share of profits, or otherwise grant licenses, easements and other rights of and over and in any other manner deal with or dispose of the undertaking and all or any of the property for the time being of the Company.

(z) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for shares or otherwise) of the undertaking subject to the liability of this or any other such company as aforesaid with or without winding up or by sale or purchase (for shares or otherwise) of all the shares or stock of this or such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.

(aa) To distribute among the members in specie by way of dividend or bonus or upon a return of capital 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 be made except with the sanction (if any) for the time being required by law.

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

4. The liability of the Members is limited.

5. The capital of the Company is £4,000, divided into 4,000 Shares of £1 each, with power to divide the Shares in the Capital for the time being into several classes, and to attach thereto respectively any preferential, qualified, special or deferred rights, privileges and conditions Any of the said Shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with any such guarantee or any such preference whether in respect of dividend or repayment of capital or both or any such other privilege or advantage over any shares previously issued or then about to be issued or at such a premium or with deferred rights as compared with any shares previously issued or then about to be issued or subject to any such conditions or provisions and with any such right or without any right of voting and generally on such terms as the Board may from time to time determine.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the 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.
Thomas F. Moss. 50 Ashburnham Grove Greenwich Iron Manufacturer.	One.
Sidney H Dunn Riverside, Ware, Herts Gentleman	One thousand
Geo. Stone, 37 Dwalline Road. Hackney, N	One.
E. B. Hesketh Traveller 24 Martins Lane Cannon Street Solicitor E.C	One
Frederick Sawyer 20 Penrith Street, Peckham S.W Solicitors Clerk	One
A. R. Gaskell 57 Coldbell Lane, Fulham S.W. Solicitors articled Clerk.	One
Henry G. Pulcot 24 Sutton Street Southend on Sea Solicitors articled Clerk	One.

Dated the 18th day of September, 1902.

Witness to the above signatures—

J. Hesketh
Solicitor,
24, Martins Lane,
Cannon Street E.C

3/6!—

10/ fee

THE COMPANIES ACTS, 1862 TO 1900.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

MOSS' WIRE MILLS,

LIMITED.

1. Subject to the provisions of the Companies Act, 1900, and subject as hereinafter provided the regulations contained in the table marked "A" in the first Schedule to the Companies Act, 1862 (hereinafter called Table "A") shall apply to this Company.

2. The Company shall forthwith enter into and execute three Deeds in the terms of drafts which for the purpose of identification have been signed by Mr John Hextall, a Solicitor of the Supreme Court (being as to one of them a deed by which Thomas Frederick Moss agrees to assign to the Company the business heretofore carried on by him, and being as to the others, deeds by which the said Thomas Frederick Moss and Sidney Herbert Dunn are appointed Managing Directors of the Company), and the Directors shall carry the provisions of the said Deeds into effect with full power nevertheless from time to time to agree to any modification of the terms of the said Deeds or any of them, either before or after the execution thereof. The basis

on which the Company is established is that the Company shall acquire the property comprised in the first mentioned deed on the terms therein set forth, subject to any such modifications (if any) as aforesaid, and that the Vendor is to be a Director of the Company, and accordingly it shall be no objection to the said agreement that the Vendor as promoter and Director, stands in a fiduciary position towards the Company or that he does not in the circumstances constitute an independent Director, and every member of the Company, present and future, is to be deemed to join the Company on this basis.

3. Save as provided by the deed before mentioned the Shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and on such terms as they think proper.

4. The Certificate of Title to Shares shall be issued under the seal of the Company and may be signed by one Director.

5. The Company shall have a first and paramount lien and charge on all the Shares registered in the name of each member (whether solely or jointly with others), for his debts, liabilities and engagements either alone or jointly with any other person, whether a member or not, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such Shares.

6. For the purpose of enforcing such lien the Directors may sell the Shares subject thereto in such manner as they think fit, but no sale shall be made until such time as the moneys are presently payable and until a demand and notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default shall have been served on such Member, his executors or administrators, and default in payment shall have been made by him or them for seven days after such notice.

7. The net proceeds of any such sale shall be applied first in or towards satisfaction of any expenses incurred in connection with such

debts, liabilities, and engagements, and secondly in or towards satisfaction of the amount due, and the residue (if any) shall be paid to such Member, his executors, administrators, or assigns.

8. Upon any such sale as aforesaid the Directors may enter the purchaser's name in the register in respect of the Shares sold, and the purchaser shall not be bound to see to the regularity or validity of the proceedings, or to the application of the purchase money, and after his name has been entered in the register in respect of such Shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

9. No Shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he has paid all calls or other sums for the time being due and payable on every Share held by him, whether alone or jointly with any other person, together with interest and expenses if any.

10. Article 10 of Table A shall be cancelled, and the following substituted therefor:—"The Directors may in their absolute discretion refuse to register any transfer of Shares without assigning any reason therefor."

11. No Share shall be transferred to a person who is not a Member so long as any Member, or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership, is willing to purchase the same at a fair value.

12. In order to ascertain whether any Member or person selected as aforesaid, is willing to purchase a Share, the proposing Transferor shall give notice in writing (hereinafter called the transfer notice) to the Company that he desires to transfer the same. Such notice shall specifiy the sum he fixes as the fair value, and shall constitute the Company as his Agent for the sale of the Share to any Member of the Company (or person selected as aforesaid) at the price so fixed, or at the option of the purchaser at the fair value to be fixed

by the Auditor in accordance with these Articles. The transfer notice may include several Shares, and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

13. If the Company shall, within the space of 28 days after being served with such notice, find a Member willing to purchase the Share hereinafter called the purchasing Member, and shall give notice thereof to the proposing Transferor, he shall be bound, upon payment of the fair value, to transfer the Share to the purchasing Member.

14. In case any difference arises between the proposing Transferor and the purchasing Member as to the fair value of a Share, the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an Arbitrator, and accordingly the Arbitration Act, 1889, shall not apply.

15. If in any case the proposing Transferor after having become bound as aforesaid makes default in transferring the Share, the Company may receive the purchase money and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the Share and shall hold the purchase money in trust for the proposing Transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

16. If the Company shall not within the space of 28 days after being served with the notice find a member willing to purchase the Shares and give notice in manner aforesaid, the proposing Transferor shall at any time within three calendar months afterwards be at liberty, subject to clause 9 hereof, to sell and transfer the Shares (or those not placed) to any person and at any price.

17. The Company in general meeting may make and from time to time vary rules as to the mode in which any Shares specified in any notice served on Company pursuant to clause 12 hereof shall be offered to the Members and as to their right in regard to the purchase thereof, and in particular may give any Member or class of Members a preferential right to purchase the same. Until otherwise determined, every such Share shall be offered to the Members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

18. Any Share may be transferred by a Member to any other Member, or to any son, grandson, daughter, grand-daughter, son-in-law, daughter-in-law, nephew, niece, wife, or husband of such Member, and any share of a deceased Member may be transferred by his executors or administrators to any son, grandson, daughter, grand-daughter, nephew, niece, son-in law, daughter-in-law, widow or widower of such deceased Member (to whom such deceased Member may have specifically bequeathed the same), and Shares standing in the name of the Trustees of the Will of any deceased Member may be transferred upon any change of Trustees to the Trustees for the time being of such Will, and clause 12 hereof shall not apply to any transfer authorised by this clause.

19. The Directors may refuse to register any transfer of a Share (*a*) Where the Company has a lien on the Share; (*b*) Where it is not proved to their satisfaction that the proposed Transferee is a responsible person; (*c*) Where the Directors are of opinion that the proposed Transferee is not a desirable person to admit to membership; but paragraphs (*b*) and (*c*) of this clause shall not apply where the proposed Transferee is already a Member (holding more than one Share), nor to a transfer made pursuant to clause 18 hereof.

20. Article 26 of Table A shall be cancelled, and the following substituted therefor:—"The Company may from time to time, whether all the Shares for the time being created shall have been issued or not, or all the Shares for the time being issued shall have been fully called up or not, increase its Capital by the creation of new Shares of such amount and divided into Shares of such respective amounts as the

[illegible]

[illegible]

[illegible]

[illegible]

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[illegible]

[illegible]

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tures or Debenture Stock of the Company charge upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

26. Debentures, Debenture Stock or other Securities may be made assignable free from equities between the Company and the person to whom the same may be issued.

27. Any Debentures, Bonds or other Securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawing, allotment of Shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

28. Articles 29 and 30 of Table A shall be cancelled and the following substituted therefor:—"The first General Meeting shall be held within a period of not less than one month or more than three months from the date at which the Company is entitled to commence business, and at such place as the Directors may determine. Subsequent general meetings shall be held once in every year at such time and place as may be prescribed by the Directors."

29. The words "three fifths" shall be substituted for the word "one fifth" in Article 32 of Table A.

30. The quorum fixed by Article 37 of Table A shall be cancelled and the quorum shall be two members.

31. Article 40 of Table A shall be cancelled and the following substituted therefor:—"If there is no such Chairman, or if at any Meeting he shall not be present within 15 minutes after the time appointed for holding such Meeting the members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the Chair, then the members present shall choose one of their number to be Chairman."

32. The word "two" shall be substituted for the word "five" in Articles 42 and 43 of Table A.

33. Article 54 of Table A shall be cancelled and the following substituted therefor:—"Every member shall have one vote for every share held by him.

34. Articles 52, 53 and 54 of Table A shall be cancelled and the following substituted therefor:—"The said Thomas Frederick Moss and Sidney Herbert Dunn shall be the first Managing Directors of the Company, and shall both be entitled to hold office so long as they between them hold half of the Issued Ordinary Share Capital of the Company, and in the event of one of them vacating office by death, resignation or otherwise, the other shall be the sole Managing Director, and shall be entitled to hold office so long as he holds one third of the Issued Ordinary Share Capital of the Company.

35. The said Thomas Frederick Moss and Sidney Herbert Dunn whilst holding office of Managing Directors, and after one of them vacates the office of Managing Director, the other whilst holding office as Managing Director shall have full control of the business of the Company, and the said Sidney Herbert Dunn shall be the Chairman of the Board of Directors, and they or the survivor of them shall have power to appoint and remove any other Director or Directors, and may appoint any person in addition to any existing Directors, and may from time to time, and at any time, appoint, define, limit and restrict the powers and duties, and fix the qualification and remuneration of any other Directors, and may remove any Director howsoever appointed, and may at any time convene a General Meeting of the Company.

36. So long as the said Thomas Frederick Moss and Sidney Herbert Dunn, or one of them shall be Managing Directors, or Director of the Company, no other Director or Directors of the Company shall be appointed without the consent of such Managing Directors or Director.

37. In case the said Thomas Frederick Moss and Sidney Herbert Dunn shall cease to hold one half of the Ordinary Share Capital of the Company for the time being issued, each of them shall be deemed thereupon to be elected to office as an ordinary Director, unless under Clause 36 he becomes a sole Managing Director.

38. When both the said Sidney Herbert Dunn and Thomas Frederick Moss shall have ceased to be Managing Director (which event is hereinafter referred to as the termination of the original management) then and from thenceforth the Directors shall have power from time to time and at any time to appoint any other persons to be Directors, but so that the total number of Directors shall not at any time exceed five.

39. After the termination of the original management the qualification of every Director shall be the holding of the Shares of the Company of the nominal value of £500. A Director may act before acquiring his qualification.

40. The remuneration of the said Thomas Frederick Moss and Sidney Herbert Dunn as such Managing Directors shall be as mentioned in the said Deeds referred to in Clause 2 hereof. The remuneration of the other Director or Directors (if any) shall be fixed by the Managing Directors or Director, or in default of them or him shall from time to time be determined by the Company in General Meeting.

41. The Directors shall have power from time to time to appoint any other person or persons to be a Director or Directors, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above, and so that no such appointment shall be effective unless two-thirds of the Directors concur therein. The remuneration of each additional Director shall be fixed by the Directors for the time being. Each of them, the said Thomas Frederick Moss and Sidney Herbert Dunn, who dies whilst holding the office of Director may by his will or codicil appoint any person to be Director, and in default of any such appointment or so far as the same does not take effect the legal personal representative or representatives of the deceased shall be entitled to exercise the power.

42. Each Director shall have power to nominate any person whether a member of the Company or not approved for that purpose

by a majority of the other Directors (if any) of the Company to act as alternate Director in his place during his absence from the United Kingdom, or inability through illness or otherwise to act as such Director, and on such appointment being made the alternate Director shall (except as regards share qualification) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director whilst acting in the place of an absent Director shall exercise and discharge all the duties of the Director he represents.

43. Any instrument appointing an alternate Director shall as nearly as circumstances will admit, be in the following form or to the effect following :—

"MOSS' WIRE MILLS, LIMITED."

"I, a Director of Moss' Wire
"Mills, Limited, in pursuance of the power contained in Article
"42 of the Articles of Association of the Company do hereby
"nominate and appoint
"of to act as alternate Director in
"my place during my absence from the United Kingdom (or my
"inability to act as Director, as the case may be), to exercise and
"discharge all my duties as a Director of the Company.
"As witness my hand this day of 190 "

44. Article 57 of Table A shall be cancelled and the following substituted therefor :—The office of Director shall be vacated.

(A) If he becomes bankrupt or compounds with his creditors or takes the benefit of any Act for the time being in force for the relief of insolvent debtors.

(B) If he is found lunatic or becomes of unsound mind.

(C) If he absent himself from the attendance at the usual meetings of Directors continuously for the space of three calendar months without leave of the Board.

(D) If by notice in writing he resigns the office.

(E) If the Company shall in General Meeting pass a resolution removing him from the office of Director.

Provided that these qualifying conditions or any of them may be dispensed with in any special case by a resolution of a General Meeting. No Director shall be disqualified by his office from contracting with the Company either as Vendor, Purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of Directors at which the contract or arrangement is determined on if his interest then exist, or in any other case at the first meeting of the Directors after the acquisition of his interest, and that no Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote, his vote shall not be counted, but this prohibition shall not apply to any contract for giving to the Directors or any of them any security by way of indemnity and may at any time or times be suspended or relaxed to any extent by a General Meeting. A general notice that a Director is interested in any sales or contracts made or about to be made by him or his firm to or with the Company shall be sufficient disclosure under this clause, and after such general notice it shall not be necessary to give any special notice relating to the particular sale or contract. A Director may with the sanction of a General Meeting hold any office of profit or otherwise in the Company and may accept office as a Director of any Company promoted by or in which this Company is interested, and may subscribe for or otherwise acquire Shares in any such Company, and shall be in nowise accountable for any profits or benefits so obtained.

45. Articles 58 to 65 (both inclusive) of Table A shall be cancelled.

46. Two Directors shall form a quorum, unless the number of Directors is reduced to one, in which case one Director shall form a quorum. The Chairman of the Directors shall not have a casting vote.

47. A Director may attend and vote at any meetings of the Directors, either in person or by proxy. Any such proxy must be appointed in writing under the hand of the appointer, and such appointment may be general or for a particular meeting or period, and the proxy need not himself be a Director or member, but such proxy shall be a person previously approved of in writing by the Directors.

48. A resolution in writing signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of Directors, duly called and constituted.

49. Article 72 of Table A shall be cancelled, and the following substituted therefor:—"The Directors may with the sanction of the Company in General Meeting from time to time declare a dividend to be paid to members in proportion to the number of their Shares and the amount paid up thereon otherwise than in advance of calls. Provided, nevertheless, that where capital is paid up in advance of calls upon the footing that the same shall carry interest such capital shall not whilst carrying interest confer a right to participate in profits. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive."

50. The Directors shall from time to time determine whether and to what extent and at what time and place and under what conditions and regulations the accounts and books of the Company or any of them shall be open to the inspection of the Members, and no Member shall have any right of inspecting any account book or document of the Company except as conferred by Statute or authorised by the Directors or by a resolution of the Company in General Meeting. Such part of Article 78 of Table A as relates to inspection of accounts is hereby cancelled.

51. Articles 81 and 82 of Table A shall be cancelled and the following substituted therefor:—"At the Ordinary Meeting in every

year, but not at the first General Meeting, the Directors shall lay before the Company a profit and loss account and a balance sheet containing a summary of the property and liabilities of the Company, and a copy of such account and balance shall be in the room in which such General Meeting is held for the use of the Members who shall attend."

52. If the Company shall be wound up, the liquidators (whether voluntary or official) may with the sanction of an Extraordinary Resolution, distribute in specie among the contributories any parts of the assets of the Company and in particular any shares, stock or debentures of any other Company which this Company may be entitled to, and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit.

53. If at any time the Liquidators of the Company should make any sale or enter into any arrangement pursuant to section 161 of "The Companies Act, 1862", a dissentient member within the meaning of that section shall not have the rights thereby given to him, but instead thereof he may by notice in writing addressed to the liquidators, and left at the office not later than 14 days after the date of the meeting at which the Special Resolution authorising any sale or arrangement was passed require them to sell the shares, stock or other property, option or privilege to which under the arrangement he would otherwise have become entitled, and to pay the net proceeds over to him, and such sale and payment shall be made accordingly. Such last mentioned sale may be made in such manner as the liquidators think fit.

54. Any such sale or arrangement or the Special Resolution confirming same may provide for the distribution or appropriation of the shares, cash or other benefits to be received in compensation otherwise than in accordance with the legal rights of the contributories of the Company, and in particular any class may be given preferential or special rights or may be excluded altogether or in any part, but in case any such provision shall be made the last preceding article shall not apply, and any dissentient member shall have the rights conferred on him by section 161 of "The Companies Act 1862."

55. Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or any act or deed done by him as such officer or servant or in any way in discharge of his duties. The amount for which such indemnity is provided shall immediately attach as a lien upon the property of the Company and have priority as between the members over all other claims. The Directors may execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such Mortgages of the Company's property (present and future) as they think fit, and any such Mortgages may contain a power of sale and such other powers, covenants, and provisions as shall be agreed upon. A Solicitor or Broker employed by the Company shall not be deemed to be an officer of the Company.

56. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act of conformity or for any loss or expense happening to the Company through the insufficiency or deficiency or title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or other tortious acts of any person with whom any moneys, securities or effects shall be deposited, or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his respective office or in relation thereto unless the same happen through his own wilful act or default.

57. Articles 83 to 94 (both inclusive) of Table A shall be cancelled.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Thomas F. Moss. 50 Ashburnham Grove Greenwich.
Wire Manufacturer.

Sidney F. Dunn Rivers de Ware Herts
Gentleman

Geo. Stone. 27. Dartree Road, Highbury, N.
Traveller.

G. B. Hewitt 24 Martins Lane Cannon Street E.C.
Solicitor

Frederick Lawver
20 Penrith Street, Fulham S.W.
Solicitor's Clerk

A. L. Gartell
57 Colehill Lane Fulham S.W.
Solicitor's Articled Clerk

Henry G. Philpot
211 Sutton Street Southend on Sea
Solicitor's Articled Clerk.

Dated this 18th day of September 1902.

Witness to the Signature of the above named

J. Hewitt
Clerk
24 Martins Lane
Cannon Street E.C.

DUPLICATE FOR THE FILE.

No. 74,934

Certificate of Incorporation

I hereby Certify,

That ~~the~~ Moss' Wire Mills Limited

is this day Incorporated under the Companies' Acts, 1862 to 1900, and that the Company is **Limited.**

Given under my hand at London this Twenty third day of September One Thousand Nine Hundred and Two.

Fees and Deed Stamps £ 5 14 6

Stamp Duty on Capital £ 10

Ernest Clarke

Registrar of Joint Stock Companies.

Certificate received by F. Sawyer for Hesketh & Martin Sawyer

Date

No 74.934 19

MOSS' WIRE MILLS,

LIMITED.

REGISTERED
48491
22 MAY 1908

At an Extraordinary General Meeting of Moss' Wire Mills, Limited, held at the registered office of the Company, No. 18a, Blackheath Hill, Greenwich, S.E., on the Twenty-fourth of April, 1908, the following resolution was passed, and at a subsequent Extraordinary General Meeting of the said Company, held at the same place on the Twelveth day of May, 1908, the following resolution was duly confirmed:—

That the Articles of Association be altered by inserting the following Articles, after Article 3, namely:—

3a. "The number of members (exclusive of persons who are in employment of the Company) shall be limited to 50 but where two or more persons hold one or more shares jointly, they shall for the purpose of this clause be treated as a single member."

3b. "No invitation shall be issued to the public to subscribe for any shares or debentures of the Company."

Thomas L. Moss
Manager

No. 68
Company Print

52.

MOSS WIRE MILLS LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at 14, Beck Lane, Heckmondwike, in the County of York, on the 17th day of December, 1936 the following Special Resolution was duly passed

That the following be substituted for Article 39 of the Companies Articles of Association.

"So long as there shall be at least two Directors with a qualification which shall be the holding of the Shares of the Company of the nominal value of £500, it shall not be necessary for any other Director, or Directors, to hold any share qualification but the total number of Directors shall not at any time exceed five in all"

REGISTERED
1 JAN 1937

For Moss Wire Mills Ltd.

Secretary.

1.37

MOSS' WIRE MILLS LIMITED.

SPECIAL RESOLUTION.

Passed 6th November, 1950.

That the following Articles be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof :—

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Parts I. and II. of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A" and "the Act" respectively) shall apply to the Company, and in case of any conflict between these Articles and the regulations contained in Table A these Articles shall prevail. Clauses 24, 53, 75, 79, 84 (2), 89, 90, 92, 93, 96 and 97 of Part I. of Table A shall not apply to the Company, but in lieu thereof and in addition to the remaining clauses of Table A the clauses hereinafter contained shall constitute the regulations of the Company.

SHARES.

2. The shares shall be under the control of the Directors, who may allot or otherwise dispose of, or grant options over, the same to such persons on such terms and conditions and at such times as the Directors think fit.

3. The lien conferred by Clause 11 of Part I. of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof, or shall be one of several joint holders.

DIRECTORS.

4. Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than two nor more than seven.

5. The Directors shall be entitled to exercise all the powers of the Company to borrow money or to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

6. A director may vote at a meeting of the Directors in respect of any contract or arrangement in which he is interested and he shall be counted in the quorum present at the meeting.

ROTATION OF DIRECTORS.

7. The Directors for the time being shall continue to hold office until otherwise determined by an Ordinary Resolution of the Company. Such determination shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

8. The Company may by ordinary resolution appoint another person in place of a Director whose office has been determined under Article 7. Without prejudice to the powers of the Directors under Clause 95 of Part I. of Table A the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional director.

PROCEEDINGS OF DIRECTORS.

9. A Director may appoint an alternate and the following provisions shall have effect in reference thereto :—

(1) The appointment shall be in writing and may be either general or for a specific purpose.

(2) The alternate may be any person whosoever.

(3) The alternate shall be at liberty to attend the meetings of the Directors and to take part in the proceedings and vote, and otherwise act in the same manner as such Director could act if he were personally present.

(4) Such appointment (if general) shall remain in force until revoked by notice under the hand of such Director and sent by registered post or left at the office.

(5) Such alternate shall be entitled to one vote for each Director represented by him (including himself if a Director).

CHAIRMAN.

MOSS' WIRE MILLS LIMITED.

ORDINARY RESOLUTION.

Passed 6th November, 1950

That the capital of the Company be increased to £25,000 by the creation of 21,000 additional shares of One pound each ranking for dividend and in all other respects pari passu with the existing shares in the capital of the Company.

CHAIRMAN.

REGISTERED
11 NOV 1950

Number of Company

Form No. 10.

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the name of the company

MOSS' WIRE MILLS

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

Eaton Smith & Downey (Moss)

Solicitors,

Huddersfield.

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

4621.13-12-49

Companies 6A

P.T.O.

To THE REGISTRAR OF COMPANIES.

MOSS' WIRE MILLS Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by an* Ordinary Resolution of the Company dated the Sixth day of November 19 50 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 21,000

beyond the Registered Capital of £ 4,000

"Ordinary," "Extraordinary," or "Special".

The additional Capital is divided as follows:

Number of Shares	Class of Share	Nominal amount of each Share
21,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The new shares rank for dividend and in all other respects pari passu with the existing shares in the capital of the Company

, If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature [signature]

State whether Director or Secretary DIRECTOR

Dated the 16 day of November 19 50

Note.—This margin is reserved for binding and must not be written across

Number of Company

Form No. 26a

THE STAMP ACT 1891

(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Twopence shillings for every £100 or fraction of £100.

The Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 52 (1) of the Companies Act 1929. If not so filed within 5 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Eaton Smith [illegible]

Solicitors, [illegible]

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

, Limited has by a Resolution

of the Company dated

been increased by the addition thereto of the sum of

£ , divided into

Shares of each, beyond the registered

Capital of

**Signature*

Officer

Dated the 6th day of 19

** This Statement should be signed by a Director or Manager or Secretary of the Company.*

No. 74934 /86

Moss' Wire Mills, Limited.

SPECIAL RESOLUTIONS

(Passed 31st October, 1957).

1. That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by deleting the existing Clause 3 of such Memorandum and by substituting therefor the new clause contained in the printed document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof.

2. That the conditions contained in the Memorandum of Association of the Company be altered by deleting from Clause 5 of such Memorandum all the words therein following from and including the words "with power" down to the end of such Clause.

3. That the regulations contained in the printed document submitted to this Meeting, and for the purposes of identification signed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

Chairman.

THE COMPANIES ACTS, 1862 TO 1900.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

MOSS' WIRE MILLS, LIMITED.

1. The name of the Company is "MOSS' WIRE MILLS, LIMITED."

2. The Registered Office of the Company will be situate in England.

This clause was substituted for the original clause by Special Resolution passed on the 31st October 1957.

3. The objects for which the Company is established are :—

(a) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the

above, or otherwise calculated, directly or indirectly, to enhance the value of any of the company's property and rights for the time being.

(b) To carry on all or any of the trades or businesses of Wire Drawers and Manufacturers, Galvanizers, Die Sinkers, Steel Makers, Iron, Brass, and other Metal Founders and Fitters, Machine and Engine Tool Makers, Mechanical and Electrical Engineers, Metal Workers, Colliery Owners, Chemists, and Chemical Manufacturers, and also to carry on any other trade or business of a character similar or analagous to the businesses before mentioned, or any business which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of or render profitable any of its property or rights, or to further any of its objects.

(c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.

(d) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(e) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is

authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.

(f) To acquire and carry on all or any part of the business or property and to undertake any liabilities of any person, firm, association or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and in particular for cash or in consideration of the issue of shares, stocks or obligations of the Company.

(g) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such person or company.

(h) To guarantee the payment of money secured by or payable under or in respect of the performance of bonds, debentures, debenture stock, shares, contracts, mortgages, charges, obligations and securities of any company, whether British, Colonial or Foreign, or of any authority supreme, municipal, local or otherwise, or of any person whomsoever, whether corporate or unincorporate.

(i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business ; and to erect, construct and equip buildings and works of all kinds.

(j) To apply for, purchase or otherwise acquire any patents, licences and like rights conferring an exclusive or non-exclusive or limited right to use, or 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 the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(k) To apply for and promote any Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting a modification of the Company's constitution and to contribute to the expense of promoting or opposing any Bill in Parliament which may be considered beneficial or prejudicial to the interests of the Company.

(l) To purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company, in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any such shares, stocks or obligations amongst the Members of this Company in kind.

(m) To borrow or raise or secure the payment of money, and for those or other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable

debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.

(n) To lend money to such persons, upon such terms and subject to such conditions, as may seem expedient.

(o) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company.

(p) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.

(q) To establish agencies and branches anywhere in the world.

(r) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(s) 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 a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, and dependants 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 as 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 object, and to do any of the matters aforesaid either alone or in conjunction with any other such company as aforesaid.

(t) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to pay all expenses of or incident to such promotion.

(u) To distribute amongst the Members of the Company in specie any property of the Company.

(v) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association or company, or by means of any subsidiary or auxiliary company, and in any part of the world.

(w) To do all such things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons, whether corporate or not, and whether domiciled in the United Kingdom or elsewhere.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £4,000 divided into 4,000 Shares of £1 each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the 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.
THOMAS F. MOSS, 30, Ashbourne Grove, Gerrards Cross, Wine Merchant's Manager	One
SIDNEY H. DUNN, Riverside, Marlow, Herts., Gentleman	One Thousand
GEO. H. STONE, 37, Railway Road, Highbury, N., Traveller	One
G. B. HEXTALL, 24, Martins Lane, Cannon Street, E.C., Solicitor ..	One
FREDERICK SAWYER, 20, Penrith Street, Streatham, S.W., Solicitor's Clerk	One
A. L. GASKELL, 57, Colehill Lane, Fulham, S.W., Solicitor's Articled Clerk	One
HENRY G. PHILCOX, 24, Sutton Street, Southend-on-Sea, Solicitor's Articled Clerk	One

Dated the 17th day of September, 1902.

Witness to the above signatures—

J. HEXTALL,

24, Martins Lane, Cannon Street, E.C.,

Solicitor.

Chancery Lane

Drainage

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

MOSS' WIRE MILLS, LIMITED.

(Adopted by Special Resolution passed 31st October, 1957).

PRELIMINARY.

1. The Regulations contained in Table "A" in the First Schedule to the Companies Act, 1862, shall not apply to the Company.

2. Subject as hereinafter provided, the regulations contained in Parts I. and II. of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A" and "the Act," respectively) shall apply to the Company, and in case of any conflict between these Articles and the regulations contained in Table A these Articles shall prevail. Clauses 24, 53, 75, 79, 84 (2) and (4), 89, 90, 91, 92, 93, 96 and 97 of Part I. of Table A shall not apply to the Company, but in lieu thereof and in addition to the remaining Clauses of Table A the clauses hereinafter contained shall constitute the regulations of the Company.

SHARES.

3. The shares shall be under the control of the Directors, who may allot or otherwise dispose of, or grant options over, the same to such persons on such terms and conditions and at such times as the Directors think fit.

4. The lien conferred by Clause 11 of Part I. of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof, or shall be one of several holders.

DIRECTORS.

5. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two nor more than five.

6. The Directors shall be entitled to exercise all the powers of the Company to borrow money or to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

7. A Director may vote at a meeting of the Directors in respect of any contract or arrangement in which he is interested and he shall be counted in the quorum present at the meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS.

8. The Directors for the time being shall continue to hold office until otherwise determined by an Ordinary Resolution. Such determination shall be without prejudice to any claim for damages which such Director may have in respect of any contract of service between him and the Company terminating with his appointment as Director.

9. The Company may by ordinary resolution appoint another person in place of a director ceasing to hold office under the last preceding Article.

10. The words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deleted from Regulation 94 of Part 1 of Table A and the words "but shall not be taken into account in determining the directors who are to retire by rotation at such meeting" shall be deleted from Regulation 95 of Part 1 of Table A.

MANAGING DIRECTOR.

11. All the words in Regulation 107 of Part 1 of Table A from and including the words "A Director so appointed," down to the end of that Regulation shall be deleted.

ALTERNATE DIRECTORS.

12. A Director may appoint an alternate and the following provisions shall have effect in reference thereto :—

(1) The appointment shall be in writing and may be either general or for a specific purpose.

(2) The alternate may be any person whosoever.

(3) The alternate shall be at liberty to attend the meetings of the Directors and to take part in the proceedings and vote, and otherwise act in the same manner as such Director could act if he were personally present.

(4) Such appointment (if general) shall remain in force until revoked by notice under the hand of such Director and sent by registered post or left at the registered office of the Company.

(5) Such alternate shall be entitled to one vote for each Director represented by him (including himself if a Director).

(6) Such alternate shall not require a share qualification.

CHAIRMAN.

74934/87

COMPANIES REGISTRATION FIVE SHILLINGS 9 1 58

THE COMPANIES ACTS, 1862 TO 1900.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

MOSS' WIRE MILLS, LIMITED.

1. The name of the Company is "Moss' Wire Mills, Limited."

2. The Registered Office of the Company will be situate in England.

REC 3 JAN 1958

This clause was substituted for the original clause by Special Resolution passed on the 31st October 1957.

3. The objects for which the Company is established are:—

(a) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the

48

above, or otherwise calculated, directly or indirectly, to enhance the value of any of the company's property and rights for the time being.

(b) To carry on all or any of the trades or businesses of Wire Drawers and Manufacturers, Galvanizers, Die Sinkers, Steel Makers, Iron, Brass, and other Metal Founders and Fitters, Machine and Engine Tool Makers, Mechanical and Electrical Engineers, Metal Workers, Colliery Owners, Chemists, and Chemical Manufacturers, and also to carry on any other trade or business of a character similar or analagous to the businesses before mentioned, or any business which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of or render profitable any of its property or rights, or to further any of its objects.

(c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.

(d) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(e) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business which the Company is

authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.

(f) To acquire and carry on all or any part of the business or property and to undertake any liabilities of any person, firm, association or company possessed of property suitable for any of the purposes of the Company, or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and in particular for cash or in consideration of the issue of shares, stocks or obligations of the Company.

(g) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on, engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell, re-issue or otherwise deal with shares or stock in or securities or obligations of, and to subsidise or otherwise assist any such person or company.

(h) To guarantee the payment of money secured by or payable under or in respect of the performance of bonds, debentures, debenture stock, shares, contracts, mortgages, charges, obligations and securities of any company, whether British, Colonial or Foreign, or of any authority supreme, municipal, local or otherwise, or of any person whomsoever, whether corporate or unincorporate.

(i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, rights or privileges which the Company may think suitable or convenient for any purposes of its business ; and to erect, construct and equip buildings and works of all kinds.

(j) To apply for, purchase or otherwise acquire any patents, licences and like rights conferring an exclusive or non-exclusive or limited right to use, or 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 the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(k) To apply for and promote any Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting a modification of the Company's constitution and to contribute to the expense of promoting or opposing any Bill in Parliament which may be considered beneficial or prejudicial to the interests of the Company.

(l) To purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company, in the United Kingdom or elsewhere, and upon a distribution of assets or division of profits to distribute any such shares, stocks or obligations amongst the Members of this Company in kind.

(m) To borrow or raise or secure the payment of money, and for those or other purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or after acquired, including uncalled capital, and to create, issue, make, draw, accept and negotiate perpetual or redeemable

debentures or debenture stock, bonds or other obligations, bills of exchange, promissory notes or other negotiable instruments.

(n) To lend money to such persons, upon such terms and subject to such conditions, as may seem expedient.

(o) To sell, let, develop, dispose of or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration any shares, stocks or obligations of or interest in any other company.

(p) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, debentures or debenture stock, and to apply at the cost of the Company to Parliament for any extension of the Company's powers.

(q) To establish agencies and branches anywhere in the world.

(r) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

(s) 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 a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, and dependants 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 as 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 object, and to do any of the matters aforesaid either alone or in conjunction with any other such company as aforesaid.

(t) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to pay all expenses of or incident to such promotion.

(u) To distribute amongst the Members of the Company in specie any property of the Company.

(v) To carry out all or any of the foregoing objects as principals or agents, or in partnership or conjunction with any other person, firm, association or company, or by means of any subsidiary or auxiliary company, and in any part of the world.

(w) To do all such things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons, whether corporate or not, and whether domiciled in the United Kingdom or elsewhere.

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £4,000 divided into 4,000 Shares of £1 each.

We, the several persons whose names and addresses are subscribed, desire to be formed into a Company in pursuance of the Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite to our respective names.

Names, Addresses and Designations of Subscribers.	Number of Shares taken by each Subscriber.
THOMAS F. MOSS, 30, Ashburnham Grove, Greenwich, Wine Manufacturer	One
SIDNEY H. DUNN, Kingsbury Wine, Herts, gentleman	One Thousand
GEO. H. STONE, 37, Radlett Road, Highbury N., Traveller	One
G. B. HENTALL, 24, Martins Lane, Cannon Street, E.C., Solicitor ..	One
FREDERICK SAWYER, 20, Penrith Street, Streatham, S.W., Solicitor's Clerk	One
A. L. GARRELL, 57, Colehill Lane, Fulham, S.W., Solicitor's Articled Clerk	One
HENRY G. PHILCOX, 24, Sutton Street, Southend-on-Sea, Solicitor's Articled Clerk	One

Dated the 17th day of September, 1902.

Witness to the above signatures—

J. HENTALL,

24, Martins Lane, Cannon Street, E.C.,

Solicitor.

No. 74934 / 93

MOSS' WIRE MILLS LIMITED

SPECIAL RESOLUTION

Passed 30th March, 1960.

That the name of the Company be changed to The Spencer Wire Company (Non-Ferrous) Limited.

Chairman.

5944 / 7

Company Number 74934

B

Reference: C.R. 98/1217/60

BOARD OF TRADE,

COMPANIES ACT, 1948

MOSS' WIRE MILLS, Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to THE SPENCER WIRE COMPANY (NON-FERROUS) LIMITED

Signed on behalf of the Board of Trade

this thirty-first day of March 19~~5~~60

31 MAR 1960

Authorised in that behalf by the President of the Board of Trade

No. C. 60.

(B1702) Wt. 24424—1667. 3M. 9/58. P. & N., Ltd. G744

No. C.172

DUPLICATE FOR THE FILE.

No. 74934

14

Certificate of Incorporation on Change of Name

Whereas

ROSS' WIRE MILLS, LIMITED

was incorporated as a limited company under the Companies Acts, 1862 to 1900,

on the twenty-third day of September, 1902

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

THE SPENCER WIRE COMPANY (NON-FERROUS) LIMITED

Given under my hand at London, this thirty-first day of March One thousand nine hundred and sixty.

Registrar of Companies.

Certificate received by

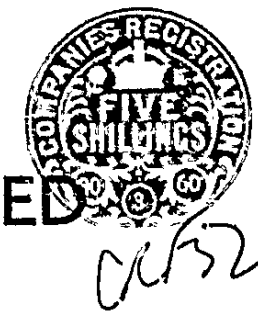
Date 31/3/64

(G291) 41784/4309 6M 12/59 ATSS 14

2363

744934 95

No. ~~74834~~.



MOSS' WIRE MILLS LIMITED

SPECIAL RESOLUTIONS

Passed 21*st March*, 1960.

1. That the 4,000 shares of £1 each forming part of the unissued capital of the Company and numbered 17,501 to 21,500, both numbers inclusive, be forthwith converted into and be and become Cumulative Redeemable Participating First Preference Shares of £1 each to confer such rights and be subject to such restrictions as are contained in the Articles of Association of the Company as intended to be altered by the Resolution numbered 3 hereunder.

2. That forthwith upon the preceding Resolution being passed 6,500 of the present issued Ordinary Shares of the Company, registered in the name of The Spencer Wire Associated Companies Limited, and the 3,500 unissued Ordinary Shares be forthwith converted into and be and become Second Non-Cumulative Preference Shares of £1 each such Second Preference Shares to confer such rights and be subject to such restrictions as are contained in the Articles of Association of the Company as intended to be altered by the Resolution numbered 3 hereunder.

3. That the Articles of Association of the Company be altered by adding at the end thereof the following new Articles numbered 13 and 14.

"SHARE CAPITAL.

13. The said Cumulative Redeemable Participating First Preference Shares (in these Articles and hereinafter referred to as "the Participating Shares") shall confer :—

(1) (i) The right to a fixed cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up thereon payable half yearly on the last days of March and September in every year.

(ii) The right as a class to further participation in the profits of the Company to the extent that whenever a dividend is declared and to be paid on the Ordinary Shares a participating dividend of an amount equal to 10 per cent. of the gross amount of the dividend paid on the Ordinary Shares shall be distributed to and amongst the holders of Participating Shares in proportion to the amount of capital for the time being paid up on the Participating Shares respectively. Each such participating dividend shall be paid at the same time as the dividend to the holders of the Ordinary Shares (on which it is based) is paid.

fwd 9/4/60

26

30 MAR 1960

(iii) The right in a winding up, if not previously redeemed :

(a) to repayment of the capital for the time being paid up thereon together with a sum equal to all arrears of the said fixed cumulative preferential dividend thereon accrued up to the date of the commencement of the winding up, whether earned or declared or not, and

(b) to a premium of three shillings per share in priority to all other shares in the capital of the Company.

(c) the Participating Shares shall subject to the provisions of Section 58 of the Act be redeemed in accordance with the following provisions, that is to say :—

(i) They shall not be redeemed otherwise than out of the proceeds of a fresh issue of shares made for the purposes of redemption.

(ii) They shall all be redeemed on the 31st day of March, 1962, at the redemption price hereinafter specified ; provided always that if the Auditor for the time being of the Company shall certify in writing during the month of March, 1962, that in his opinion it is not reasonably practicable for the Company then to make a fresh issue of shares for the purposes of such redemption then the date for redemption shall be postponed until such time as the Auditor for the time being of the Company shall certify in writing that it is reasonably practicable for the Company to make a fresh issue of shares for the purposes of redemption on such date as shall be specified in such certificate and thereupon the Participating Shares shall be redeemed on the date so specified. For the purposes hereof any auditor of the Company shall in so certifying be deemed to be acting as an expert and his certificate shall be final and binding on all concerned.

(iii) The redemption price of each Participating Share shall be the aggregate of :

(a) the capital for the time being paid up thereon and

(b) a premium of three shillings per share.

(iv) There shall be paid on the Participating Shares when redeemed all fixed dividends accrued thereon down to the date fixed for redemption and the dividends thereon shall cease to accrue from that date unless upon delivery of the Certificate and a proper receipt for the redemption moneys payment of the redemption moneys shall be refused.

(2) Save as provided under the preceding sub-clauses of this Article, the Participating Shares shall not confer on the

holders thereof any further or other right to participate in the profits or assets of the Company.

3. The Participating Shares shall not confer on the holders thereof any right to receive notice of or to attend or vote either in person or by proxy at any general meeting of the Company.

4. No further shares ranking in priority to or *pari passu* with the Participating Shares shall subject as hereinafter provided at any time be created without the consent or sanction of the holders of the Participating Shares in accordance with the provisions of Regulation 4 of Table "A" but so that nothing herein contained shall be deemed to require any such consent or sanction to the creation of :

(a) any Preference Shares carrying a fixed rate of dividend only which neither as to such dividend nor as to capital rank in priority to or *pari passu* with the Participating Shares or

(b) any Ordinary Shares."

14. The said Second Non-Cumulative Preference Shares (in these Articles referred to as "the Second Preference Shares") shall confer :—

(i) The right (subject to the right to a fixed dividend attached to the Participating Shares) to a fixed non-cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up thereon in priority to all other shares (except the Participating Shares) in the capital of the Company.

(ii) The right in a winding up (subject to the right in a winding up attached to the Participating Shares) to repayment of the capital paid up thereon in priority to all other shares (except the Participating Shares) in the capital of the Company.

(iii) Save as provided under the preceding paragraphs of this sub-clause the Second Preference Shares shall not confer on the holders thereof any further or other right to participate in the profits or assets of the Company.

(iv) No further shares ranking in priority to or *pari passu* with the Second Preference Shares shall at any time be created without the consent or sanction of the holders of the Second Preference Shares in accordance with the provisions of Regulation 4 of Table "A."

A K Cire

CHAIRMAN.

Number 74934/96 THE SPENCER WIRE COMPANY (NON FERROUS) LTD.

COMPANIES REGISTRATION FIVE SHILLINGS

~~MOSS' WIRE MILLS~~ LIMITED

SPECIAL RESOLUTION

(*Passed 30th March*, 1960).

That the capital of the Company be increased to £250,000 by the creation of ~~223,500~~ 225,000 Second Non-Cumulative Preference Shares of £1 each to rank for dividend and in all other respects *pari passu* with the existing Second Non-Cumulative Preference Shares in the capital of the Company.

CHAIRMAN.

REGISTERED 23 APR 1960

23 APR 1960

Transfer of Company

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the Name of the Company — THE SPENCER WIRE COMPANY (NON FERROUS) LTD.

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (See 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

REGISTERED 25 APR 1960

Presented by

[illegible]

[illegible]

[illegible]

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

P 2049 P.T.O.

To THE REGISTRAR OF COMPANIES.

MOLE WIRE MILLS

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by a *"Ordinary", "Extraordinary", or "Special", Resolution of the Company dated the day of 19 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ beyond the Registered Capital of £

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

Preference

*** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director or Secretary Director

Note.—This margin is reserved for binding and must not be written across

Number 74934.

THE SPENCER WIRE COMPANY (NON FERROUS) LTD.

~~MOSS WIRE MILLS~~ LIMITED

SPECIAL RESOLUTION

(*Passed 30th March, 1960*).

That the capital of the Company be increased to £250,000 by the creation of ~~[illegible]~~ 225,000 Second Non-Cumulative Preference Shares of £1 each to rank for dividend and in all other respects *pari passu* with the existing Second Non-Cumulative Preference Shares in the capital of the Company.

CHAIRMAN.

Number of Company [illegible]

Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

[illegible]

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Eaton Smith & Dearney (C.A.T.)

Solicitors, Britannia Buildings

Huddersfield.

REGISTERED 23 APR 1960

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

[illegible] *Limited*

has by a Resolution of the Company dated

30th March 19[illegible] *been increased by*

the addition thereto of the sum of £ 225,000 *,*

divided into :—

225,000 Second Non-Cumulative Preference *Shares of* £1 *each*

Shares of *each*

beyond the registered Capital of £225,000

Signature

(State whether Director or Secretary) Director

Dated the 30th day of March 19 60

Note.—This margin is reserved for binding and must not be written across

No. 7[illegible]

102

THE [illegible] (NON-EXEMPT) LIMITED

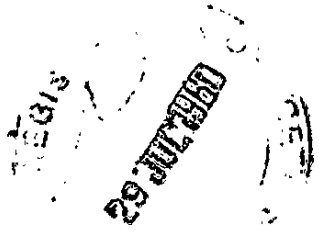
RESOLUTION

(passed 11th July, 1960)

That the regulations contained in the printed document submitted to the Meeting and for the purposes of identification subscribed by the Chairman thereof be and the same hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

CHAIRMAN

Recorded by
[illegible]
[illegible] Change
[illegible] Road
[illegible]



THE COMPANIES ACTS, 1862 to 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

The Spencer Wire Company (Non-Ferrous) Limited.

(Adopted 11th day of July, 1960).

PRELIMINARY.

1. The Regulations contained in Table "A" in the First Schedule to the Companies Act, 1929, shall not apply to the Company.

2. Subject as hereinafter provided, the regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A" and "the Act," respectively) shall apply to the Company, and in case of any conflict between these Articles and the regulations contained in Table A these Articles shall prevail. Clauses 24, 53, 75, 79, 84 (2) and (4), 89, 90, 91, 92, 93, 96 and 97 of Part I of Table A shall not apply to the Company, but in lieu thereof and in addition to the remaining Clauses of Table A the clauses hereinafter contained shall constitute the regulations of the Company.

SHARES.

3. The shares shall be under the control of the Directors, who may allot or otherwise dispose of, or grant options over, the same

to such persons on such terms and conditions and at such times as the Directors think fit.

4. The lien conferred by Clause 11 of Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof, or shall be one of several holders.

SHARE CAPITAL.

5. The Share Capital of the Company at the time of the adoption of these Articles as the Articles of Association of the Company is £250,000 divided into 250,000 Shares of £1 each whereof 4,000 are Cumulative Redeemable Participating First Preference Shares 235,000 are Second Non-Cumulative Preference Shares and 11,000 are Ordinary Shares.

6. (I) The said Cumulative Redeemable Participating First Preference Shares (in these Articles and I reinbefore and hereinafter referred to as "the Participating Shares") shall confer :—

(a) The right to a fixed cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up thereon payable half yearly on the last days of March and September in every year.

(b) The right as a class to further participation in the profits of the Company to the extent that whenever a dividend is declared and to be paid on the Ordinary Shares a participating dividend of an amount equal to 10 per cent. of the gross amount of the dividend paid on the Ordinary Shares shall be distributed to and amongst the holders of Participating Shares in proportion to the amount of capital for the time being paid up on the Participating Shares respectively. Each such participating dividend shall be paid at the same time as the dividend to the holders of the Ordinary Shares (on which it is based) is paid.

(c) The right in a winding

(i) to repayment of
thereon together
said fixed cumu
accrued up to th
winding up, whet

(ii) to a premium of
to all other share

(d) the Participating Share
Section 58 of the Act
following provisions, th

(i) They shall not be
proceeds of a fresh
of redemption.

(ii) They shall all be
1962, at the rede
provided always th
of the Company
month of March,
reasonably practic
a fresh issue of
redemption then
postponed until
time being of the
that it is reasonal
make a fresh iss
redemption on su
certificate and t
shall be redeemed
purposes hereof a
so certifying be d
his certificate sl
concerned.

(c) The right in a winding up, if not previously redeemed :—

(i) to repayment of the capital for the time being paid up thereon together with a sum equal to all arrears of the said fixed cumulative preferential dividend thereon accrued up to the date of the commencement of the winding up, whether earned or declared or not, and

(ii) to a premium of three shillings per share in priority to all other shares in the capital of the Company.

(d) the Participating Shares shall subject to the provisions of Section 58 of the Act be redeemed in accordance with the following provisions, that is to say :—

(i) They shall not be redeemed otherwise than out of the proceeds of a fresh issue of shares made for the purposes of redemption.

(ii) They shall all be redeemed on the 31st day of March 1962, at the redemption price hereinafter specified ; provided always that if the Auditor for the time being of the Company shall certify in writing during the month of March, 1962, that in his opinion it is not reasonably practicable for the Company then to make a fresh issue of shares for the purposes of such redemption then the date for redemption shall be postponed until such time as the Auditor for the time being of the Company shall certify in writing that it is reasonably practicable for the Company to make a fresh issue of shares for the purposes of redemption on such date as shall be specified in such certificate and thereupon the Participating Shares shall be redeemed on the date so specified. For the purposes hereof any auditor of the Company shall in so certifying be deemed to be acting as an expert and his certificate shall be final and binding on all concerned.

(iii) The redemption price of each Participating Share shall be the aggregate of :—

(a) the capital for the time being paid up thereon and

(b) a premium of three shillings per share.

(iv) There shall be paid on the Participating Shares when redeemed all fixed dividends accrued thereon down to the date fixed for redemption and the dividends thereon shall cease to accrue from that date unless upon delivery of the Certificate and a proper receipt for the redemption moneys payment of the redemption moneys shall be refused.

(2) Save as provided under the preceding sub-clauses of this Article the Participating Shares shall not confer on the holders thereof any further or other right to participate in the profits or assets of the Company.

(3) The Participating Shares shall not confer on the holders thereof any right to receive notice of or to attend or vote either in person or by proxy at any general meeting of the Company.

(4) No further shares ranking in priority to or *pari passu* with the Participating Shares shall subject as hereinafter provided at any time be created without the consent or sanction of the holders of the Participating Shares in accordance with the provisions of Regulation 4 of Table " A " but so that nothing herein contained shall be deemed to require any such consent or sanction to the creation of :—

(a) any Preference Shares carrying a fixed rate of dividend only which neither as to such dividend nor as to capital rank in priority to or *pari passu* with the Participating Shares or

(b) any Ordinary Shares."

7. (1) The said Second Non-C
these Articles referred to as " t
shall confer :—

(a) The right (subject to the ri
to the Participating Shar
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the capital for the time bei
all other shares (except t
capital of the Company.

(b) The right in a winding up (
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Company.

(2) Save as provided under t
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(3) No further shares ranking i
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Preference Shares in acco
Regulation 4 of Table " A

DIRECT

8. Unless and until otherwise
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nor more than twelve.

9. The Directors shall be enti
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ıating Shares or

7. (1) The said Second Non-Cumulative Preference Shares (in these Articles referred to as "the Second Preference Shares") shall confer :—

(a) The right (subject to the right to a fixed dividend attached to the Participating Shares) to a fixed non-cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up thereon in priority to all other shares (except the Participating Shares) in the capital of the Company.

(b) The right in a winding up (subject to the right in a winding up attached to the Participating Shares) to rep yment of the capital paid up thereon in priority to all other shares (except the Participating Shares) in the Capital of the Company.

(2) Save as provided under the preceding sub-clauses of this Article the Second Preference Shares shall not confer on the holders thereof any further or other right to participate in the profits or assets of the Company.

(3) No further shares ranking in priority to or *pari passu* with the Second Preference Shares shall at any time be created without the consent or sanction of the holders of the Second Preference Shares in accordance with the provisions of Regulation 4 of Table "A."

DIRECTORS.

8. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two nor more than twelve.

9. The Directors shall be entitled to exercise all the powers of the Company to borrow money or to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities, whether outright or

as security for any debt, liability or obligation of the Company or any third party.

10. A Director may vote at a meeting of the Directors in respect of any contract or arrangement in which he is interested and he shall be counted in the quorum present at the meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS.

11. The Directors for the time being shall continue to hold office until otherwise determined by an Ordinary Resolution. Such determination shall be without prejudice to any claim for damages which such Director may have in respect of any contract of service between him and the Company terminating with his appointment as Director.

12. The Company may by ordinary resolution appoint another person in place of a director ceasing to hold office under the last preceding Article.

13. The words " and may also determine in what rotation the increased or reduced number is to go out of office " shall be deleted from Regulation 94 of Part I of Table A and the words " but shall not be taken into account in determining the directors who are to retire by rotation at such meeting " shall be deleted from Regulation 95 of Part I of Table A.

MANAGING DIRECTOR.

14. All the words in Regulation 107 of Part I of Table A from and including the words " A Director so appointed," down to the end of that Regulation shall be deleted.

ALTERNATE DIRECTORS.

15. A Director may appoint an alternate and the following provisions shall have effect in reference thereto :—

(1) The appointment shall be in writing and may be either general or for a specific purpose.

(2) The alternate may be a

(3) The alternate shall be a
the Directors and to tak
and otherwise act in the
act if he were personal

(4) Such appointment (if g
revoked by notice under
by registered post or
Company.

(5) Such alternate shall be
represented by him (in

(6) Such alternate shall no

(2) The alternate may be any person whosoever.

(3) The alternate shall be at liberty to attend the meetings of the Directors and to take part in the proceedings and vote, and otherwise act in the same manner as such Director could act if he were personally present.

(4) Such appointment (if general) shall remain in force until revoked by notice under the hand of such Director and sent by registered post or left at the registered office of the Company.

(5) Such alternate shall be entitled to one vote for each Director represented by him (including himself if a Director).

(6) Such alternate shall not require a share qualification.

Chairman

No. 74934.

THE SPENCER WIRE COMPANY (NON-FERROUS) LIMITED.

SPECIAL RESOLUTION

Passed 30th March, 1962.

That the name of the Company be changed to "Spencers Non-Ferrous Metals Limited."

CHAIRMAN.

Company Number 749,4

B

Reference: C.R 98/1532/62

BOARD OF TRADE.

COMPANIES ACT, 1948

THE SPENCER WIRE COMPANY (NON-FERROUS) Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

SPENCERS NON-FERROUS METALS LIMITED

Signed on behalf of the Board of Trade

this thirtieth day of March 19 62

REGISTERED 30 MAR 1962

Authorised in that behalf by the President of the Board of Trade

No. C. 60.

Wt. 45382/2698. 3M. 11/60. B.L.&Co. Ltd. Gp. 891.

No. C.172a

DUPLICATE FOR THE FILE.

No. 71934

Certificate of Incorporation on Change of Name

Whereas

THE SPENCER WIRE COMPANY (NON-FERROUS) LIMITED

was incorporated as a Limited company under the

Companies Acts, 1862 to 1900,

on the twenty-third day of September, 1902

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

SPENCERS NON-FERROUS METALS LIMITED

Given under my hand at London, this thirtieth day of March One thousand nine hundred and sixty two.

Certificate received by

E. L. G. S.

Date 3/4/62

W. A. Crawford

Registrar of Companies.

4187

(Q.S.) 775/09 1200 8/60 A.P.&S. 746

74/109

THE [illegible] COMPANY [illegible]-FERROUS, LIMITED

[illegible] Resolutions

[illegible] 29th March, 1962

1. That the [illegible] Cumulative Redeemable Participating First Preference Shares of £1 each fully paid in the capital of the Company be and they are hereby converted into Ordinary Shares ranking for dividend [illegible] pari passu with the existing Ordinary Shares [illegible].

2. That the 150,000 7 per cent. Second Non-Cumulative Preference Shares of £1 each fully paid in the capital of the Company numbered NC1 to 25,000, NC[illegible] to [illegible], NC[illegible] to 150000, NC[illegible] to 196667 and NC220001 to 220000 respectively (all numbers inclusive) be and they are hereby converted into 7½ per cent. Non-Cumulative Preference Shares having attached thereto the rights and being subject to the restrictions contained in the Articles of Association of the Company as intended to be altered by the Resolution numbered 4 below.

3. That the 85,000 5 per cent. Second Non-Cumulative Preference Shares of £1 each in the capital of the Company numbered NC35001 to 54634, NC69635 to 78634, NC[illegible] to 196667 and NC196668 to 220000 respectively (all numbers inclusive) be and they are hereby converted into Ordinary Shares ranking for dividend and in all other respects pari passu with the existing Ordinary Shares in the capital of the Company.

4. That the Articles of Association contained in the printed document now submitted to the meeting and for the purpose of identification subscribed by the Chairman hereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof.

THE COMPANIES ACTS, 1862 to 1900 and 1948.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

The Spencer Wire Company (Non-Ferrous) Limited.

(*Adopted 26th March*, 1962).

PRELIMINARY.

1. The Regulations contained in Table "A" in the First Schedule to the Companies Act, 1862, shall not apply to the Company.

2. Subject as hereinafter provided, the regulations contained in Parts I and II of Table "A" in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A" and "the Act," respectively) shall apply to the Company, and in case of any conflict between these Articles and the regulations contained in Table A these Articles shall prevail. Clauses 24, 53, 75, 79, 84 (2) and (4), 89, 90, 91, 92, 93, 96 and 97 of Part I of Table A shall not apply to the Company, but in lieu thereof and in addition to the remaining Clauses of Table A the clauses hereinafter contained shall constitute the regulations of the Company.

SHARES.

3. The shares shall be under the control of the Directors, who may allot or otherwise dispose of, or grant options over, the same to such persons on such terms and conditions and at such times as the Directors think fit.

4. In Regulation 4 of Part I of Table A the words "or abrogated" shall be inserted immediately before the words "with the consent in writing."

5. The lien conferred by Clause 11 of Part I. of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several holders.

SHARE CAPITAL.

6. The Share Capital of the Company at the time of the adoption of these Articles as the Articles of Association of the Company is £250,000 divided into 250,000 Shares of £1 each whereof 150,000 are Non-Cumulative Preference Shares and 100,000 are Ordinary Shares.

7. The said Non-Cumulative Preference Shares (in these Articles referred to as "the Preference Shares") shall confer :—

(i) The right to a fixed non-cumulative preferential dividend at the rate of 7½ per cent. per annum on the capital for the time being paid up thereon in priority to all other shares in the capital of the Company and the right in a winding up to repayment of the capital paid up thereon in priority to all other shares in the capital of the Company.

(ii) Save as provided under the preceding sub-clause of this Article the Preference Shares shall not confer on the holders thereof any further or other right to participate in the profits or assets of the Company.

(iii) No further shares ranking in priority to or *pari passu* with

the Preference Shares shall at any time be created without the consent or sanction of the holders of the Preference Shares in accordance with the provisions of Regulation 4 of Table "A."

TRANSFER OF SHARES.

8. Subject as in these Articles provided any share may be transferred by a Member to any lineal descendant or wife or husband of such Member and any share of a deceased Member may be transferred by his Executors or Administrators to another Member or to any lineal descendant or widow or widower of such deceased Member or may be transferred to or placed in the names of his or her Executors Administrators or Trustees; and in any such circumstance (but subject as aforesaid) Regulation 3 of Table A Part II shall not apply save to ensure that the number of Members shall not exceed the prescribed limit or to prevent a transfer of shares on which the Company has a lien.

9. A share shall not be transferred otherwise than as provided in Article 8 unless it be first offered to the Directors themselves at the fair value mentioned in Article 10. Any Member desiring to sell a share (hereinafter called "the retiring Member") shall give notice in writing to the Company (hereinafter called "the sale notice") constituting the Company his agent for the purpose of such sale. No sale notice shall be withdrawn without the sanction of the Directors. Any share or shares comprised in a sale notice shall first be offered to the Directors in such proportion as they shall agree and in default of agreement pro rata to their respective holdings of the Ordinary Shares in the capital of the Company. If within sixty days after the sale notice has been given a purchasing Director is found such purchasing Director shall be bound to complete the purchase within fourteen days. Notice of the finding of the purchasing Director shall be given to the retiring Member who shall be bound on payment of the fair value to transfer the share to the purchasing Director. If the retiring Member fails to complete the transfer, the Directors may authorise some person to transfer the

share to the purchasing Director and may receive the purchase money and register the purchasing Director as holder of the share, issuing him a certificate therefor. The retiring Member shall deliver up his certificate and shall thereupon be paid the purchase money without interest, and if such certificate comprises any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares. If within sixty days after the sale notice has been given the Directors shall not find a purchasing Director for the share and give notice accordingly, or if within the said period through no default of the retiring Member, the purchase is not completed, the retiring Member may at any time within the space of two months after the expiration of the said period of sixty days, but subject to Regulation 3 of Table A, Part II, sell such share to any person and at any price not being less than the fair value.

10. The fair value of any share comprised in a sale notice shall be the fair value thereof agreed between the retiring Member and the purchasing Director or in default of agreement the fair value as certified by an independent Chartered Accountant (not being the Auditor) to be appointed by the retiring Member and the purchasing Director or in default of agreement by the President for the time being of the Institute of Chartered Accountants and in so certifying such Chartered Accountant shall be deemed to be acting as an arbitrator and the Arbitration Act 1950 shall apply.

DIRECTORS.

11. Unless and until otherwise determined by the Company in general meeting the number of Directors shall not be less than two nor more than twelve.

12. The Directors shall be entitled to exercise all the powers of the Company to borrow money or to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

13. A Director may vote at a meeting of the Directors in respect of any contract or arrangement in which he is interested and he shall be counted in the quorum present at the meeting.

14. A Director shall not be required to hold any share by way of qualification but nevertheless shall be entitled to attend and speak at any General Meeting, or at any Meeting of any class of Members of the Company.

15. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers or servants of such company or voting or providing for the payment of remuneration to such officers or servants) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he is or may become interested in the exercise of such voting rights in manner aforesaid.

16. A Director of the Company may continue as or become a Director or other officer, servant or member of any company promoted by this Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any remuneration or other benefits derived as director or other officer, servant or member of such Company.

APPOINTMENT AND REMOVAL OF DIRECTORS.

17. The Directors for the time being shall continue to hold office until otherwise determined by an Ordinary Resolution. Such determination shall be without prejudice to any claim for damages which such Director may have in respect of any contract of service between him and the Company terminating with his appointment as Director.

18. The Company may by Ordinary Resolution appoint another person in place of a director ceasing to hold office under the last preceding article.

19. The words "and may also determine in what rotation the increased or reduced number is to go out of office" shall be deleted from Regulation 94 of Part I. of Table A and the final sentence shall be deleted from Regulation 95 of Part I. of Table A.

MANAGING DIRECTOR.

20. All the words in Regulation 107 of Part I. of Table A from and including the words "A Director so appointed" down to the end of that Regulation shall be deleted.

ALTERNATE DIRECTORS.

21. A Director may appoint an alternate and the following provisions shall have effect in reference thereto :—

(1) The appointment shall be in writing and may be either general or for a specific purpose.

(2) The alternate may be any person whosoever.

(3) The alternate shall be at liberty to attend the meetings of the Directors and to take part in the proceedings and vote, and otherwise act in the same manner as such Director could act if he were personally present.

(4) Such appointment (if general) shall remain in force until revoked by notice under the hand of such Director, and sent by registered post or left at the registered office of the Company.

(5) Such alternate shall be entitled to one vote for each Director represented by him (including himself if a Director).

DISTRIBUTION OF CAPITAL PROFITS.

22. The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from the receipt of moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and not required for the payment or provision of any fixed preferential dividend instead of being applied in the purchase of other capital assets or for other capital purposes be distributed among the Ordinary Shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend provided always that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid up share capital of the Company for the time being.

Charnett Jms

[illegible]

[illegible] LIMITED

[illegible]

[illegible]

That the [illegible] of the Second Non-Cumulative Preference Shares [illegible] Wire Company [illegible] Limited [illegible] passing by the [illegible] mentioned [illegible] General Meeting of the Company for the [illegible] (a copy of which Notice has been produced to [illegible] and subscribed for identification by the Chairman) [illegible] the alterations of the Articles of Association of the Company therein proposed to be effected and the variation of the rights attached to the Second Non-Cumulative Preference Shares [illegible] therein.

CHAIRMAN.

14 134

The Spencer Wire Company (Non-Ferrous) Limited

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Thornes' Wire Mills, Wakefield on Monday the 26th day of March 1962 at 12-35 p.m. to consider and if thought fit pass the following Resolutions to be proposed as Special Resolutions.

RESOLUTIONS.

1. That the 4,000 Cumulative Redeemable Participating First Preference Shares of £1 each fully paid in the capital of the Company be and they are hereby converted into Ordinary Shares ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares in the capital of the Company.

2. That the 150,000 5 per cent. Second Non-Cumulative Preference Shares of £1 each fully paid in the capital of the Company numbered NC1 to 35,000, NC54835 to 69834, NC78335 to 108334, NC136668 to 196667 and NC220001 to 235000 respectively (all numbers inclusive) be and they are hereby converted into 7½ per cent. Non-Cumulative Preference Shares having attached thereto the rights and being subject to the restrictions contained in the Articles of Association of the Company as intended to be altered by the Resolution numbered 4 below.

3. That the 85,000 5 per cent. Second Non-Cumulative Preference Shares of £1 each in the capital of the Company numbered NC35001 to 54834, NC69835 to 78334, NC108335 to 136667 and NC196668 to 220000 respectively (all numbers inclusive) be and they are hereby converted into Ordinary Shares ranking for dividend and in all other respects *pari passu* with the existing Ordinary Shares in the capital of the Company.

4. That the Articles of Association contained in the printed document now submitted to the Meeting and for the purpose of identification subscribed by the Chairman hereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles thereof.

DATED this 26th day of March, 1962.

BY ORDER OF THE BOARD,

G. D. PARKER,

Secretary.

Registered Office :

Thornes' Wire Mills,

Wakefield.

NOTE : Any Member entitled to attend and vote at the above Meeting may appoint a proxy (who need not be a Member) to attend and vote instead of him.

1924

THE COMPANIES ACTS, 1862 to 1900 and 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

The Spencer Wire Company (Non-Ferrous) Limited.

1. The name of the Company is "MOSS' WIRE MILLS, LIMITED."

2. The registered office of the Company will be situate in England.

†3. The objects for which the Company is established are—

(A) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds.

* *Name changed by Special Resolution dated 30th March, 1960 to "The Spencer Wire Company (Non-Ferrous) Limited."*

† *Adopted by Special Resolution passed 26th March, 1962.*

(B) To carry on all or any of the trades or businesses of wire drawers and manufacturers, galvanizers, die sinkers, steel makers, iron, brass, and other metal founders and fitters, machine and engine tool makers, mechanical and electrical engineers, metal workers, colliery owners, chemists, and chemical manufacturers, and also to carry on any other trade or business of a character similar or analagous to the businesses before mentioned, or any business which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of or render profitable any of its property or rights, or to further any of its objects.

(C) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.

(D) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(E) To undertake, fulfil and execute any agency of any kind, whether connected with any of the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not, which can, in the opinion of the Board of Directors, be carried on advantageously in connection with or an ancillary to any of the trades or businesses aforesaid, or which in the opinion of the Board of Directors will enhance the value of any of the Company's property.

(F) 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, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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.

(H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Companys, business and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.

(I) 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.

(J) 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.

(K) To receive money on deposit or loan upon such terms as the Company may approve, to guarantee the obligations and contracts of any company, firm or person and to give all kinds of indemnities.

(L) To make advances and give credit and financial accommodation to, and enter into any contract of suretyship for any company, firm or person, with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(M) To enter into agreements with any other company which is for the time being a principal or subsidiary of the Company or which in common with the Company is a subsidiary of some third company, principal and subsidiary for this purpose having the meaning assigned to them for certain purposes of the profits tax by section 42 of the Finance Act, 1938, for the making of subvention payments to or the receipt of subvention payments from any such company and to make and receive any such payments and to give grouping notices, being notices in accordance with section 22 of the Finance Act, 1937, in respect of any subsidiary of the Company and to make payments to any principal of the Company which shall have given a grouping notice causing the said section 22 to apply to the Company and shall have paid profits tax which by virtue of such section having been given became payable by such principal by way of reimbursement of such profits tax.

(N) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, directors, ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support, or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

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

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

(Q) 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 guaranteed rights in respect of dividend or repayment of capital 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.

(R) 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 guaranteed rights in respect of dividend or repayment of capital 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.

(S) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this 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 the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(T) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(U) 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.

(V) 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.

(W) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(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 be made except with the sanction (if any) for the time being required by law.

(Y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(z) 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 the word "company" in this clause, except where used in reference to this Company, 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 that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of 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.

4. The liability of the members is limited.

5. The share capital of the Company is £4,000 divided into 4,000 Shares of £1 each.

* *The Capital of the Company has been increased since the incorporation of the Company and at the date when Clause 3 of this Memorandum of Association was amended, viz.: 26th March,* 1962, *was* £250,000 *divided into* 250,000 *shares of* £1 *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.
THOMAS F. MOSS, 50, Ashburnham Grove, Greenwich, Wire Manufacturer	One
SIDNEY H. DUNN, Riverside, Ware, Herts., Gentleman	One Thousand
GEO. H. STONE, 37, Baalbec Road, Highbury, N., Traveller	One
G. B. HEXTALL, 24, Martins Lane, Cannon Street, E.C., Solicitor ...	One
FREDERICK SAWYER, 20, Penrith Street, Streatham, S.W., Solicitor's Clerk	One
A. L. GASKELL, 57, Colehill Lane, Fulham, S.W., Solicitor's Articled Clerk	One
HENRY G. PHILCOX, 24, Sutton Street, Southend-on-Sea, Solicitor's Articled Clerk	One

Dated the 17th day of September, 1902.

Witness to the above signatures—

J. HEXTALL,

24, Martins Lane, Cannon Street, E.C.,

Solicitor.

THE COMPANIES ACTS, 1862 to 1900 and 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

The Spencer Wire Company (Non-Ferrous) Limited.

*1. The name of the Company is "Moss' Wire Mills, Limited."

2. The registered office of the Company will be situate in England.

†3. The objects for which the Company is established are—

(A) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds.

* *Name changed by Special Resolution passed 30th March, 1960 to "The Spencer Wire Company (Non-Ferrous) Limited."*

† *Adopted by Special Resolution passed 26th March, 1962.*

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(B) To carry on all or any of the trades or businesses of wire drawers and manufacturers, galvanizers, die sinkers, steel makers, iron, brass, and other metal founders and fitters, machine and engine tool makers, mechanical and electrical engineers, metal workers, colliery owners, chemists, and chemical manufacturers, and also to carry on any other trade or business of a character similar or analagous to the businesses before mentioned, or any business which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of or render profitable any of its property or rights, or to further any of its objects.

(C) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.

(D) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(E) To undertake, fulfil and execute any agency of any kind, whether connected with any of the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not, which can, in the opinion of the Board of Directors, be carried on advantageously in connection with or an ancillary to any of the trades or businesses aforesaid, or which in the opinion of the Board of Directors will enhance the value of any of the Company's property.

(F) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for an estate or interest any lands, buildings, tenements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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.

(H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.

(I) 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 perpetual or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(J) 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.

(K) To receive money on deposit or loan upon such terms as the Company may approve, to guarantee the obligations and contracts of any company, firm or person and to give all kinds of indemnities.

(L) To make advances and give credit and financial accommodation to, and enter into any contract of suretyship for any company, firm or person, with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(M) To enter into agreements with any other company which is for the time being a principal or subsidiary of the Company or which in common with the Company is a subsidiary of some third company, principal and subsidiary for this purpose having the meaning assigned to them for certain purposes of the profits tax by section 42 of the Finance Act, 1938, for the making of subvention payments to or the receipt of subvention payments from any such company and to make and receive any such payments and to give grouping notices, being notices in accordance with section 22 of the Finance Act, 1937, in respect of any subsidiary of the Company and to make payments to any principal of the Company which shall have given a grouping notice causing the said section 22 to apply to the Company and shall have paid profits tax which by virtue of such section having been given became payable by such principal by way of reimbursement of such profits tax.

(N) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, directors, ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support, or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

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

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

(Q) 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 guaranteed rights in respect of dividend or repayment of capital 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.

(R) 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 guaranteed rights in respect of dividend or repayment of capital 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.

(S) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this 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 the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(T) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(u) 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.

(v) 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.

(w) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(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 be made except with the sanction (if any) for the time being required by law.

(y) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(z) 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 the word "company" in this clause, except where used in reference to this Company, 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 that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of 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.

4. The liability of the members is limited.

5. The share capital of the Company is £4,000 divided into 4,000 Shares of £1 each.

* *The Capital of the Company has been increased since the incorporation of the Company and at the date when Clause* 3 *of this Memorandum of Association was amended, viz. :* 26*th March,* 1962, *was* £250,000 *divided into* 250,000 *shares of* £1 *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.
THOMAS F. MOSS, 50, Ashburnham Grove, Greenwich, Wire Manufacturer	One
SIDNEY H. DUNN, Riverside, Ware, Herts., Gentleman	One Thousand
GEO. H. STONE, 37, Baalbec Road, Highbury, N., Traveller	One
G. B. HEXTALL, 24, Martins Lane, Cannon Street, E.C., Solicitor	One
FREDERICK SAWYER, 20, Penrith Street, Streatham, S.W., Solicitor's Clerk	One
A. L. GASKELL, 57, Colehill Lane, Fulham, S.W., Solicitor's Articled Clerk	One
HENRY G. PHILCOX, 24, Sutton Street, Southend-on-Sea, Solicitor's Articled Clerk	One

Dated the 17th day of September, 1902.

Witness to the above signatures—

J. HEXTALL,

24, Martins Lane, Cannon Street, E.C.,

Solicitor.

No. of Company 74934.

Spencers Non-Ferrous Metals Limited.

EXTRAORDINARY RESOLUTION

Passed 9th March, 1964.

That this separate General Meeting of the holders of the Ordinary Shares of £1 each in the capital of Spencers Non-Ferrous Metals Limited hereby approves the reorganisation of the capital and sanctions the passing by the Company of Special Resolutions in the form or to the effect of the resolutions set out in the Notice convening the Extraordinary General Meeting of the Company which was convened for the same day as that for which this meeting was convened and sanctions every variation of the special rights or privileges attached to the said class of Ordinary Shares to be effected by or involved in the carrying into effect of such Special Resolutions.

CHAIRMAN

No. of Company 74934.

Spencers Non-Ferrous Metals Limited

SPECIAL RESOLUTIONS

Passed 9th March, 1964.

A. That the authorised Share Capital of the Company be increased to £252,500 by the creation of 2,500 " A " Ordinary Shares of £1 each with the rights set out in the Articles of Association of the Company as amended by the next succeeding Special Resolution.

B. That the Articles of Association of the Company be altered in manner following :

(i) By inserting the following new Articles to be numbered 7A and 7B :

" 7A. The Non-Cumulative Second Preference Shares in the Company shall confer the right to a fixed non-cumulative preferential dividend at the rate of 4% per annum on the capital for the time being paid up thereon subject to the rights of the Cumulative Preference Shares but otherwise in priority to all other shares in the capital of the Company and the right in a winding-up to repayment of the capital paid up thereon subject to the rights of the Cumulative Preference Shares but otherwise in priority to all other shares in the capital of the Company Paragraphs (ii), (iii), and (iv) of Article 7 shall apply to the Non-Cumulative Second Preference Shares as if the word " Non- " were inserted in front of the word " Cumulative " throughout.

7B. The Ordinary Shares in the Company shall confer the right on a poll to one vote for every share ; the " A " Ordinary Shares in the Company shall confer the right on a poll to one vote for every two shares. Subject thereto the Ordinary Shares and the " A " Ordinary Shares shall rank *pari passu* in all respects."

(ii) By deleting therefrom Articles 8, 9 and 10 ;

(iii) By inserting the following new Article to be numbered 23 :—

" 23. (1) The Company may by Special Resolution at any time before the 24th March 1964 on the recommendation of the Directors resolve that it is desirable to capitalise the sum of £2,500 part of the amount standing to the credit of the Capital Reserve of the Company and accordingly that the Directors be authorised and directed to appropriate the sum so resolved to be capitalised to the members of the Company who at the close of business on the day preceding the date of this meeting were registered

as the holders of the 100,000 Ordinary Shares of £1 each in the capital of the Company in proportion to the capital paid up on the said Ordinary Shares then held by them respectively, and to apply the said sum on behalf of the said members in paying up in full the 2,500 unissued "A" Ordinary Shares of £1 each in the capital of the Company such shares to be allotted and distributed credited as fully paid up to and amongst such members (or as such members may direct) in the proportion aforesaid fractions of a share being dealt with as the Directors may decide.

(2) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby, and all allotments and issues of the said shares, and generally shall do all acts and things required to give effect thereto.

(3) If the powers hereby conferred on the Company shall not have been exercised on or before the 25th March 1964 the same shall cease to be of effect."

C. That it is desirable pursuant to the provisions of Article 23 of the Articles of Association of the Company to capitalise the sum of £2,500 part of the amount standing to the credit of the Capital Reserve of the Company and that such sum be and it is hereby capitalised accordingly and the Directors be and they are hereby authorised and directed to appropriate the said sum so resolved to be capitalised to the members of the Company who at the close of business on the day preceding the date of this meeting were registered as the holders of the 100,000 Ordinary Shares of £1 each in the capital of the Company in proportion to the capital paid up on the said Ordinary Shares held by them respectively and to apply the said sum on behalf of the said members in paying up in full the 2,500 unissued "A" Ordinary Shares of £1 each in the capital of the Company such shares to be allotted and distributed credited as fully paid up to and amongst such members (or as such members may direct) in the proportion aforesaid fractions of a share being dealt with as the Directors may decide.

D. That the 100,000 issued and fully paid Ordinary Shares of £1 each in the capital of the Company be and are hereby converted into 4% Non-Cumulative Second Preference Shares of £1 each with the rights set out in the Articles of Association of the Company.

CHAIRMAN.

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

ert the ame f the mpany

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of [illegible] is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

sented by

Messrs. Linklaters & [illegible]

Barrington House, [illegible]

[illegible]

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28 30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

F9279.12-12-61

P.T.O.

C656

To THE REGISTRAR OF COMPANIES.

[illegible] Refuels

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by a * Special Resolution of the Company dated the 9th day of March 1964 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 2500 beyond the Registered Capital of £ 250,000.

*"Ordinary", "Extraordinary", or "Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
2500	"A" Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:— To rank pari passu with the existing Ordinary Shares save that on a poll the "A" Ordinary Shares carry the right of one vote for every two shares

~~*If any of the new shares are Preference Shares state whether they are redeemable or~~ not.

Signature

~~*State whether Director~~ *or Secretary*

Dated the [illegible] day of March 1964

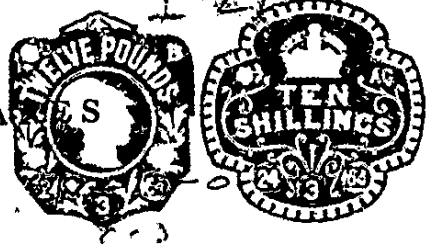
Note.—This margin is reserved for binding and must not be written across

Company

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

[illegible]

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

REGISTERED 19 MAR 1964

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Messrs. Linklaters & Paines,
Barrington House, 59-67 Gresham St.,
London, E.C.2.

The Solicitors' Law Stationery Society, Limited.
12 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55 59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2, 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

SPECIALS NON-FERROUS METALS *Limited*

has by a Resolution of the Company dated

9th March 1964 *been increased by*

the addition thereto of the sum of £2500,

divided into :—

2500 "A" Ordinary *Shares of* £1 *each*

~~*Shares of*~~ ~~*each*~~

beyond the registered Capital of £250,000

Signature

(~~*State whether Director or*~~ *Secretary*)

Dated the 10th day of March 1964

Note.—This margin is reserved for binding and must not be written across

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

SPENCERS NON-FERROUS METALS LIMITED

Passed 10th October, 1966

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 10th day of October, 1966, the following Resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

1. THAT the Memorandum of Association of the Company with respect to its objects be altered by the addition of the following new paragraph:-

"(J J) As a separate and independent object to subsidise and otherwise assist any company which is for the time being the Company's Holding Company, within the meaning of the Companies Act, 1948, and in particular, but without prejudice to the generality of the foregoing, to guarantee support or secure the performance of the obligations of such Holding Company, and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities, or obligations of such Holding Company, and for any of the purposes aforesaid to mortgage or charge all or any part of the undertaking, property and assets (present and future) of the Company, including its uncalled capital".

2. THAT in furtherance of the objects of the Company as set out in paragraph (J J) of Clause 3 of the Memorandum of Association of the Company (as added by the last preceding Resolution) the Directors be and they are hereby authorised to affix the Common Seal of the Company to any deed or deeds to be entered into for constituting and securing the Debenture Stock 1984/89 of Richard Johnson & Nephew Limited and any additional Debenture Stock hereafter created and issued by that Company to rank pari passu in point of security therewith and to any deed or deeds modifying the

provisions thereof; and this Resolution shall operate to any necessary extent as an alteration of the Company's Articles of Association.

DATED this 10th day of October, 1966.

BY ORDER OF THE BOARD,

G.D. Parker,
Secretary

Solicitors to the Company

The Companies Acts, 1862 to 1900 and 1948

74934 / 131

COMPANY LIMITED BY SHARES

Memorandum of Association

of

SPENCERS NON-FERROUS METALS LIMITED

REGISTERED 28 FEB 1967

* 1. The name of the Company is "MOSS' WIRE MILLS, LIMITED."

2. The registered office of the Company will be situate in England.

\+ 3. The objects for which the Company is established are:-

(A) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds.

(B) To carry on all or any of the trades or businesses of wire drawers and manufacturers, galvanizers, die sinkers, steel makers, iron, brass, and other metal founders and fitters, machine and engine tool makers, mechanical and electrical engineers, metal workers, colliery owners, chemists, and chemical manufacturers, and also to carry on any other trade or business of a character similar or analogous to the businesses before mentioned, or any business which may seem to the Company to be capable of being conveniently carried on in

* Name changed by Special Resolution passed 30th March, 1962 to "Spencers Non-Ferrous Metals Limited."

\+ Adopted by Special Resolution passed 26th March, 1962.

connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of or render profitable any of its property or rights, or to further any of its objects.

(C) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.

(D) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(E) To undertake, fulfil and execute any agency of any kind, whether connected with any of the above trades or businesses or not, and to carry on any other trade or business whether subsidiary or not, which can, in the opinion of the Board of Directors, be carried on advantageously in connection with or as ancillary to any of the trades or businesses aforesaid, or which in the opinion of the Board of Directors will enhance the value of any of the Company's property.

(F) 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, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(G) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, 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.

(H) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit.

(I) 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.

(J) 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.

* (JJ) As a separate and independent object to subsidise and otherwise assist any company which is for the time being the Company's Holding Company, within the meaning of the Companies Act, 1948, and in particular, but without prejudice to the generality of the foregoing, to guarantee support or secure the performance of the obligations of such Holding Company, and the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities, or obligations of such Holding Company, and for any of the purposes aforesaid to mortgage or charge all or any part of the undertaking, property and assets (present and future) of the Company, including its uncalled capital.

(K) To receive money on deposit or loan upon such terms as the Company may approve, to guarantee the obligations and contracts of any company, firm or person and to give all kinds of indemnities.

(L) To make advances and give credit and financial accommodation to, and enter into any contract of suretyship for any company, firm or person, with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(M) To enter into agreements with any other company which is for the time being a principal or subsidiary of the Company or which in common with the Company is a subsidiary of some third company, principal and subsidiary for this purpose having the meaning assigned to them for certain purposes of the profits tax by section 42 of the Finance Act, 1938,

* Adopted by Special Resolution passed on 10th October, 1966.

for the making of subvention payments to or the receipt of subvention payments from any such company and to make and receive any such payments and to give grouping notices, being notices in accordance with section 22 of the Finance Act, 1937, in respect of any subsidiary of the Company and to make payments to any principal of the Company which shall have given a grouping notice causing the said section 22 to apply to the Company and shall have paid profits tax which by virtue of such section having been given became payable by such principal by way of reimbursement of such profits tax.

(N) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, directors, ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections and to support, or subscribe to, any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

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

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

(Q) 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 guaranteed rights in respect of dividend or repayment of capital 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.

(R) 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 guaranteed rights in respect of

dividend or repayment of capital 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.

(S) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this 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 the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(T) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(U) 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.

(V) 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.

(W) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock

of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership or in any other manner

(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 be made except with the sanction (if any) for the time being required by law

(Y) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-agents, trustees or otherwise

(Z) 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 the word "company" in this clause, except where used in reference to this Company, 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 that the objects specified in the different paragraphs of this clause shall not (except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of 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.

4. The liability of the members is limited

5. The share capital of the Company is £4,000 divided into 4,000 Shares of £1 each.

6. The capital of the Company has been increased since the incorporation of the Company and at the date when Clause 3 of this Memorandum of Association was amended, viz. 26th March, 1962, was £250,000 divided into 250,000 shares of £1 each.

THE CAPITAL WAS FURTHER INCREASED ON 9th MARCH 1964 BY £2500 TO £252,500

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
THOMAS F. MOSS 50, Ashburnham Grove, Greenwich Wire Manufacturer	ONE
SIDNEY H. DUNN, Riverside Ware, Herts. Gentleman	ONE THOUSAND
GEO. H. STONE, 37, Baalbec Road, Highbury, N Traveller	ONE
G. B. HEXTALL, 24, Martin's Lane, Cannon Street E.C., Solicitor	ONE
FREDERICK SAWYER, 20, Penrith Street, Streatham S.W. Solicitor's Clerk	ONE
A. E. GASKELL, 57, Colehill Lane, Fulham, S.W. Solicitor's Articled Clerk	ONE
HENRY G. PHILCOX, 24, Sutton Street, Southend-on-Sea Solicitor's Articled Clerk	ONE

DATED the 17th day of September, 1902.

WITNESS to the above Signatures:-

J. HEXTALL,
24, Martins Lane,
Cannon Street, E.C.,
Solicitor.

No. of Company: 74934 / 4 3

The COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SPONCER NON-FERROUS METALS LIMITED

Passed: 5th June, 1973

At an Extraordinary General Meeting of the Company held on 5th June, 1973 at Forge Lane, Manchester M11 3EH the following resolution was passed as a Special Resolution of the Company, viz :-

The name of the Company will be changed to :-

16

JOHNSON & NEPHEW (AMBERGATE) LIMITED

R. C. Hatche

DIRECTOR

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

74934

SPEACTERS NON-FERROUS METALS LIMITED

JOHNSON & KEPREW (ANSERCAITE) LIMITED

18th June 1973

No. [illegible]/157

The Companies Act, 1948 to 1[illegible]

Company Limited by Shares

SPECIAL RESOLUTIONS

- of -

JOHNSON & [illegible] (MANUFACTURING [illegible])

Passed on the [illegible]th November 19[illegible]

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at Ashergate Wire Mills, Ashergate, Derbyshire, on the 26th November 1974 the following Special Resolutions were passed as SPECIAL RESOLUTIONS:-

1. THAT the share capital of the Company be reorganised by converting each of the 150,000 7½% Non-cumulative Preference Shares of £1 into an Ordinary Share of £1

2. THAT the share capital of the Company be further reorganised by converting each of the 900,000 6% Second Non-cumulative Preference Shares of £1 into an Ordinary Share of £1

3. THAT the share capital of the Company be further reorganised by converting each of the 'A' Ordinary Shares into an Ordinary Share of £1

4. THAT the regulations contained in the printed document submitted to the meeting and for the purpose of identification signed by the Secretary of the Company be and they are hereby adopted as the Articles of Association of the Company to the entire exclusion of all the existing Articles of Association thereof.

E J [illegible]
Secretary

The Companies Acts, 1948 to 1967

Company Limited by Shares

JOHNSON & NEPHEW (AMBERGATE) LIMITED

MEMORANDUM

and

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on the 28th November, 1974)

Incorporated the 23rd September, 1902

European Communities Act 1972

I hereby certify that these are the Memorandum and Articles of the above Company adopted by special resolution passed on the 28th November, 1974.

G. J. Taylor

Secretary

The Companies Acts, 1943 to 1967

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

JOHNSON & NEPHEW (AMBERGATE) LIMITED

*1. The name of the Company is "MOSS' VINE MILLS LIMITED"

2. The registered office of the Company will be situate in England.

**3. The objects for which the Company is established are:-

(a) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, leather-makers, millwrights, mechanists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in, machinery, implements, rolling-stock, and merchandise of all kinds.

* Name changed by Special Resolution passed 5th June 1972, to "Johnson & Nephew (Ambergate) Limited".

** Adopted by Special Resolution passed [illegible] March, 1982.

(b) [illegible] manufacturers, [illegible] and other [illegible] and [illegible] a character [illegible] carried on [illegible] directly or [illegible] property or rights, [illegible]

(c) To carry on any business [illegible] product [illegible] preparing [illegible] combined [illegible] any [illegible] of such [illegible]

(d) To undertake [illegible] of a [illegible] in such contracts

(e) To and [illegible] with any [illegible] trade [illegible] Board [illegible] ancillary [illegible] of the [illegible] property

(f) To purchase, take on lease or [illegible] hold for [illegible] privileges, [illegible] machinery, [illegible] kind necessary [illegible] Company's business [illegible]

(g) To erect [illegible] ways, tramways, siding, bridges, [illegible] buildings, works, plant and [illegible] Company's business, and [illegible] tion and maintenance of any of the above

(h) To borrow or raise or secure the payment of [illegible] purposes [illegible] connection with the Company's business and [illegible] charge any [illegible] obligation of or binding on the Company in such manner as may be thought fit

(i) To mortgage and charge the undertaking 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.

(j) To [illegible] by way of [illegible] securities [illegible] or [illegible] corporation [illegible] undertaking [illegible]

(k) To [illegible] approve, [illegible] persons [illegible]

(l) To [illegible] into [illegible] without [illegible] generally [illegible]

(m) To [illegible] being [illegible] the [illegible] cars for [illegible] purposes [illegible] making [illegible] from [illegible] guarantees [illegible] Finance [illegible] past [illegible] notes [illegible] paid or [illegible] payable [illegible]

(n) To [illegible] officers, [illegible] Companies [illegible] of such persons [illegible] maintain [illegible] contributory [illegible] such persons as [illegible] or subscribe [illegible] may, in the opinion [illegible] to benefit the [illegible] club or other [illegible] interests of the company [illegible]

(o) To draw, make, accept, endorse [illegible] issory notes, bills of exchange [illegible]

(p) To invest and deal with the [illegible] securities for the purposes of its business [illegible] determined and in such manner as may from [illegible]

(q) To pay for any property [illegible] the company [illegible] or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, [illegible] has power to issue, or partly in one [illegible] number, and generally on such terms as the [illegible]

[illegible]

(g) [illegible]

(t) [illegible]

(u) [illegible]

(v) [illegible]

(w) [illegible]

(x) [illegible]

(f) [illegible]

(g) [illegible]

(h) [illegible]

(i) [illegible]

(j) [illegible]

(k) [illegible]

(l) [illegible]

(m) [illegible]

(n) [illegible]

[illegible]

[illegible]

And [illegible]
[illegible]
of [illegible]
[illegible]

4 [illegible]

5 The [illegible]
4,000 [illegible]

[illegible] The [illegible]
Company and [illegible]
viz. 26th [illegible]
further [illegible]
passed [illegible]

Names,

Witnesses to the signatures of the Parties

SHINE

Herts,

GEO.

Hertfordshire

FREDERICK

Street,

Clerk

A. J. CASE

Clerk

HENRY

Southwood

Clerk

Dated

Witnesses to the signature of the Parties

J. HENT

24,

Solicitor

No. [illegible]

[illegible]

[illegible]

[illegible]

- [illegible] -

[illegible]

[illegible]

[illegible]

1. [illegible]

2. [illegible]

3. [illegible]

4. [illegible]

[illegible]

E. [illegible]
SECRETARY

[illegible]

PART

ARTICLES OF ASSOCIATION

OF

[illegible]

(Adopted by Special Resolution
on the [illegible])

PRELIMINARY

1. The Regulations in Schedule [illegible] in Part I and part II of Table A in the Companies Act, 1948 (as the Table A [illegible] apply, save in so far as they are modified by the [illegible] Regulations [illegible] 136 in Part I and Regulations [illegible] apply to the Company. In the Regulations [illegible] II of Table A, [illegible] the Articles [illegible] the Company.

SHARES

2. The shares in the capital [illegible] disposal of the Directors [illegible] otherwise disposed of the same [illegible] at such times, and generally on such terms [illegible] proper, subject always to the [illegible] provided that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

3. The following proviso shall be added at the end of Regulation 4 in Part I of Table A: namely, "Provided that if at any adjourned meeting of such Members a quorum as above defined is not present, those Members who are present in person or by proxy shall be a quorum".

[illegible]

[illegible]

[illegible]

[illegible]

6. [illegible]

7. [illegible]

8. [illegible]

9. [illegible]

10. [illegible]

11. A resolution in writing signed by all the Members for the time being entitled to vote (or being corporations by their duly authorised representatives) shall be as effective for the purposes of these Articles as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members (or authorised representatives as aforesaid) but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution.

VOTES OF MEMBERS

12. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every £1 in nominal amount of shares or stock in the capital of the Company of which he is the holder.

DIRECTORS

13. The number of the Directors shall, unless and until otherwise determined by the Company by Ordinary Resolution, be not less than two or more than ten.

14. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

15. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, or any separate meeting of the holders of any class of shares in the Company.

POWERS AND DUTIES OF DIRECTORS

16. The proviso in Regulation 79 in Part I of Table A shall be deleted.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted, and he may be counted in estimating a quorum when any such contract or arrangement is under consideration and Regulation 84 in Part I of Table A shall be modified accordingly.

18. A Director present at any meeting of the Directors or committee of the Directors shall not be required to sign his name in a book to be kept for that purpose and Regulation 86 in Part I of Table A shall be modified accordingly.

19. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and hold or have at any time held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and also establish and subsidize 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 as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director who holds or has held any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance or emolument.

DISQUALIFICATION AND RETIREMENT OF DIRECTORS

20. The office of a Director shall be vacated:-

(1) if (not being a Managing Director or Executive Director holding office as such for a fixed term) by notice in writing to the Company he resign the office of Director.

(2) If he be absent from meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors pass a resolution that he has by reason of such absence vacated office.

(3) If he become bankrupt or make any arrangement or composition with his creditors generally.

(4) If he cease to be a Director by virtue of, or be prohibited from being a Director by an Order made under, any of the provisions of the Act.

(5) If he become incapable by reason of mental disorder of discharging his duties as a Director.

21. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

APPOINTMENT AND REMOVAL OF DIRECTORS

22. A Member or Members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at General Meetings of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

ALTERNATE DIRECTORS

23. A Director may by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by resolution of the Directors or by a majority of the Directors for the time being. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate appointed by him and (subject to such approval as aforesaid) appoint another person in his place. If a Director shall die or cease to hold the office of a Director the appointment of his alternate shall thereupon cease and determine.

PROCEEDINGS OF DIRECTORS

24. The following words shall be added at the end of Regulation 98 in Part I of Table A, namely "A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director whom he represents and in addition to his own vote".

25. The following words shall be added at the end of Regulation 99 in Part I of Table A, namely "For the purposes of this Regulation an alternate Director shall be counted in a quorum".

26. The following words shall be added at the end of Regulation 100 in Part I of Table A, namely "and may consist of several documents in the like form, each signed by one or more Directors".

MANAGING AND EXECUTIVE DIRECTORS

27. The Directors may from time to time appoint any one or more of their body to the office of Managing Director or Executive Director for such period and on such terms as they think fit. A Director so appointed shall subject to the terms of any contract between him and the Company be subject to the same provisions as to resignation and removal as other Directors of the Company and if he shall vacate the office of Director he shall upon the same immediately cease to be a Managing Director or Executive Director.

28. In Regulation 108 and 109 in Part I of Table A the words "or Executive Director" shall be inserted immediately after the words "Managing Director".

SPECIAL DIRECTORS

29.(A) The Directors may, from time to time, appoint any manager or other officer or person in the employment of the Company to be a Special Director of the Company.

(B) The appointment of a person to be a Special Director shall not (save as otherwise agreed between him and the Company) affect the terms and conditions of his employment by the Company, whether as regards duties, remuneration, or otherwise, and his office as a Special Director shall be vacated not only in the events in which it is by these presents provided that the office of a Director shall be vacated, but also in the event of his ceasing to be in the employment of the Company in some capacity other than that of a Special Director, or in the event of his being removed by a resolution of a majority of the Directors.

(C) The appointment, removal, and remuneration of the Special Directors shall be determined by the Directors, with full powers to make such arrangements as the Directors may think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge and approval of the Special Directors excepting that no act shall be done that would impose any personal liability on any or all of the Special Directors, either under the Statutes or otherwise, except with their knowledge.

(D) The Special Directors shall not have any right of access to the books of the Company except with the sanction of the Directors, and in calculating the number to form a quorum at any meeting of the Directors, the Special Directors present shall not be counted. Special Directors shall not be entitled to receive notice of or attend at Board Meetings, except when expressly invited so to do in pursuance of a resolution of the Directors. A Special Director shall in no case be entitled to vote at a Board Meeting.

NOTICES

30. In Regulation 131 in Part I of Table A the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

INDEMNITY

Subject to the Act every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

No.74934 /179

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Special Resolutions

of

Johnson and Nephew (Ambergate) Limited

Passed on the 19th January, 1979

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at Ambergate Wire Mills, Ambergate, Derbyshire, on the 19th January, 1979, the following Resolutions were passed as Special Resolutions:-

1) THAT article 1 of the Articles of Association of the Company be amended by deleting the phrase "187 and 136 in Part 1" and inserting in its place "187, 136 and 135 in Part 1".

2) THAT article 30 and article 31 of the Articles of Association of the Company be re-numbered 31 and 32 respectively.

3) THAT the following regulations be adopted as art. the 30 of the Articles of Association of the Company.

"Accounts"

The Directors shall cause to be prepared in respect of each accounting reference period of the Company a profit and loss account since the last accounting reference date and a balance sheet as at the date to which such profit and loss account is made up, in such form as is required by the statutes, and shall lay such profit and loss account and balance sheet before the Company in General Meeting within such period as is specified in the statutes.

Form No 10

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in this binding margin

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

To the Registrar of Companies

For official use Company number

Name of Company

*delete if inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [resolution]

*delete as appropriate

[extraordinary] [special]† resolution of the company dated

the nominal capital of the company has been increased by the addition thereto of the sum of

£ beyond the registered capital of £

Note
This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith.
The additional capital is divided as follows

Number of shares	Class of share	Amount or nominal amount of each share

†If any of the new shares are preference shares state whether they are redeemable or irredeemable.
The conditions (eg voting rights dividend rights winding up rights etc) subject to which the new shares have been or are to be issued are as follows

Please tick here if continued overleaf

*delete as appropriate

Signed [Director] [Secretary]† Date

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

For official use
General section

Post room

LUCKAN

22

Number 74934

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

JOHNSON & MEPHEW
(AMBLEGATE) LIMITED

15 JUN 1981

Passed the 13th day
of May 1981

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on 13th May 1981 the following resolutions were duly passed as SPECIAL RESOLUTIONS

1. That the authorised capital of the Company be increased from £52,500 to £257,500 by the creation of 205,000 new shares of £1 each.

2. That upon the recommendation of the Directors it is desirable that the sum of £5058 (being from the amount standing to the credit of the Capital Reserves of the Company and to the extent (if any) that such Reserves are insufficient being from the amount standing to the credit of the Revenue Reserves of the Company) be capitalised and the same be applied in paying up in full at par 505,800 new shares of £1 each in the capital of the Company such shares to be allotted and distributed credited as fully paid up to and among the members who at the time of passing of this resolution are registered as the holders of the existing 252,500 issued Ordinary Shares of £1 each of the Company in the proportion of two new Shares of £1 each for every Ordinary Share of the Company now registered in their names respectively such fully paid shares to rank for dividend as from the date of this Resolution.

15 JUN 1981

THE COMPANIES ACT

3. That forthwith upon the passing up and distribution of the said 505,000 new Shares of 1p each:-

(A) all the rights presently attached to the said existing 252,500 Ordinary Shares of £1 each (all of which are issued) shall be cancelled and extinguished and such 252,500 Ordinary Shares of £1 each in the capital of the Company be converted into Deferred Shares carrying the rights more particularly specified in the new Articles of the Company referred to in Resolution 5 below

(B) all the said new 506,000 Shares of 1p each (all of which shares are to be issued in pursuance of Resolution 2 above) shall become and be known as Ordinary Shares ranking pari passu in all respects

4. That the objects of the Company be altered by the deletion of the whole of clause 3 of its Memorandum of Association and by the substitution in lieu thereof of Clause 3 as set out in a print submitted to this Meeting and for the purposes of identification signed by the Chairman thereof

5. That subject to the passing of Resolution 2 above the Regulations contained in the print of the Articles of Association submitted to this Meeting and for the purpose of identification signed by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

CHAIRMAN

74934 | 196

5/10.

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JOHNSON & NEPHEW (AMBERGATE) LIMITED

Adopted by Special Resolution of the Company on 13th May 1981

PRELIMINARY

1. The Regulations contained in Part 1 of Table A ("Table A") in the First Schedule to the Companies Act 1948 (as amended by the Companies Acts 1967 to 1980) shall, except as hereinafter excluded or varied and so far as not inconsistent with the provisions of these Articles apply to the Company. References herein to Regulations are to Regulations in Part 1 of Table A.

2. The Company is a Private Company and accordingly the restrictions contained in Section 15 of the Companies Act 1980 shall apply

SHARE CAPITAL AND SHARES

3. The share capital of the Company at the date of the adoption of these Articles is £257,550 divided into 252,500 Ordinary Shares of 1p each and 505,000 Deferred Shares of £1 each.

4. The Deferred Shares shall have attached thereto the rights and privileges and shall be subject to the restrictions and provisions set out below namely:

   (a) The profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.

   (b) The right in a winding-up or on a reduction of capital involving repayment of capital to repayment of the capital paid up or credited as paid up thereon after the holders of the Ordinary Shares have received payment of all amounts paid up on such Ordinary Shares but the Deferred Shares shall carry no further right to participate in the assets of the Company.

(c) The said Deferred Shares of £1 each shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company and shall not carry any other rights to participate in the profits or assets of the Company.

5. Any shares in the authorised share capital of the Company from time to time which are unissued shall not be allotted nor shall options be granted over them nor shall they be otherwise disposed of except as authorised by the Company in General Meeting and unless such General Meeting otherwise provides Section 17(1) of the Companies Act 1980 shall apply to such allotment grant or disposal.

6. The lien conferred by Regulation 11 shall attach to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

7. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee. Regulation 22 shall be modified accordingly.

8. The Company shall not charge transfer or registration fees. References to fees in Regulations 25 and 28 shall be disregarded.

GENERAL MEETINGS

9. Subject to the provisions of the Companies Acts 1948 to 1980 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in like form each signed by one or more of the members. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

10. Regulation 54 shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

11. A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 shall be modified accordingly.

12. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by

an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the Chairman of the meeting) on the day and at the place of the meeting or adjourned meeting or poll provided that it is so delivered prior to the commencement of the meeting or the poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 shall not apply.

DIRECTORS

13. Unless and until the Company in General Meeting shall by Ordinary Resolution otherwise determine the number of Directors shall be not less than two but there shall be no maximum number. Regulation 75 shall not apply.

14. There shall be no shareholding qualification for Directors Regulation 76 shall not apply. A Director or an alternate Director acting in his place (other than a Director or such alternate Director for the time being absent from the United Kingdom) shall nevertheless be entitled to receive notice of and to attend and speak at all General Meetings of the Company and Regulation 134 shall be deemed to be modified accordingly.

15. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 76 shall not apply.

16. In Regulation 79 the proviso restricting the borrowing and charging powers exercisable by the Directors shall not apply.

17. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect or any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him. Regulation 84, other than paragraph (1) thereof, shall not apply.

18. The Directors may dispense with the keeping of attendance books for meetings of the Directors or committees of the Directors. Regulation 86 shall be modified accordingly.

19. The office of a Director shall, ipso facto, be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes a patient for the purposes of Part VIII of the Mental Health Act 1959 or any statutory modification or re-enactment thereof.

(C) If he is removed by Ordinary Resolution of the Company under the provisions of Regulation 96.

(D) If he is prohibited from being a Director by reason of any order made under Section 188 of the Companies Act 1948 or under Section 28 of the Companies Act 1976 or pursuant to any other relevant statutory provision.

(E) If by notice in writing to the Company he resigns his office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer.

(F) If all the other Directors unanimously resolve that he be removed as a Director.

Regulation 88 shall not apply.

20. The Directors shall not be subject to retirement by rotation. Regulations 89 to 94 and the second sentences of Regulations 95 and 97 shall not apply.

ALTERNATE DIRECTORS

21. (A) Any Director may at any time by writing under his hand and deposited at the registered office, or delivered at a

meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. The same person may be appointed as the alternate Director or more than one Director.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (subject to him giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PENSIONS AND OTHER BENEFITS

22. The powers of the Directors on behalf of the Company to grant or make provision for pensions, allowances and gratuities and life insurance or other benefits shall include power to grant or make provision for the same to or for the benefit of any Director or former Director whether or not he holds or has held any other office under the Company or under any subsidiary of the Company or

renders or has rendered to the Company or to any subsidiary of the Company services beyond those comprised in the normal duties of a Director, and to or for the benefit of the wife or widow or any other dependants of any such Director or former Director and Regulation 87 shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

23. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of such Directors. Regulation 106 shall not apply.

24. Regulations 107 to 109 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to a Managing Director shall include a Deputy or Assistant Managing Director.

NOTICES

25. (A) Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address, or (if he has no registered address within the United Kingdom)to the address (if any) within the United Kingdom supplied by him to the Company as his address for the service of notice, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty four hours (or, where second-class mail is employed, forty eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Regulation 131 shall not apply.

(B) Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper addressed to the Company or such officer at the registered office of the Company.

INDEMNITY

26. Subject to the provisions of and so far as may be permitted by the Companies Acts 1948 to 1980, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by

him in defending any proceedings, civil or criminal which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 136 shall not apply.

OVER-RIDING PROVISIONS

27. Whenever Goodvantage Limited (hereinafter called "the Parent Company"), or any holding company of the Parent Company or any subsidiary of such holding company, shall be the holder of not less than 90 per cent, of the Ordinary Shares of the Company for the time being issued the following provisions shall apply and in the event of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

(A) The Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director holding office as such for a fixed term his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his office.

(B) No unissued shares shall be issued without the consent of the Parent Company.

(C) Any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

(D) Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

74430

The Companies Acts, 1948 to 1980

Company Limited by Shares

JOHNSON & NEPHEW (AMBERGATE)
LIMITED

MEMORANDUM

(Amended by Special Resolution passed on 13th May, 1981)

and

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on the 13th May, 1981)

Incorporated the 23rd September, 1902

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JOHNSON & NEPHEW (AMBERGATE)
LIMITED

(Amended by Special Resolution passed on 13th May, 1981)

1. The name of the Company is "JOHNSON & NEPHEW (AMBERGATE) LIMITED"*

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (1) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers , brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds.

(2) To carry on all or any of the trades or businesses of wire drawers and manufacturers, galvanisers, die sinkers, steel makers, iron, brass, and other metal founders and fitters, machine and engine tool makers, mechanical and electrical engineers, metal workers, colliery owners, chemists, and chemical manufacturers, and also to carry on any other trade or business of a character similar or analagous to the businesses before mentioned, or any business which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of or render profitable any of its property or rights, or to further any of its objects.

* The Company was incorporated under the name "MOSS' WIRE MILLS LIMITED" which name was changed to "THE SPENCER WIRE COMPANY (NON-FERROUS) LIMITED" on 30th March 1959, to "SPENCERS NON-FERROUS METALS LIMITED" on 30th March 1962 and to JOHNSON & NEPHEW (AMBERGATE) LIMITED" on 5th June 1973.

(3) To carry on any business relating to the winning and working of minerals, the production and working of metals and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.

(4) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(B) To carry on any other business of any nature whatsoever which seems to the Directors capable of being conveniently carried on in connection or in conjunction with any business of the Company hereinbefore or hereinafter authorised or calculated directly or indirectly to enhance the value of or render profitable or more profitable any of the Company's assets or utilize its know-how or expertise.

(C) To purchase or otherwise acquire for any estate or interest any property assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company and to develop and turn to account and deal with the same in such manner as may be thought expedient.

(D) To apply for, register, purchase or by other means acquire or protect, prolong or renew, whether in the United Kingdom or elsewere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire

(E) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.

(F) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy sell and deal with bills of exchange, promissory notes, bills of lading, warrants and other negotiable transferable or mercantile instruments.

(G) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or co-operate in any way with any company, firm or person.

(H) To lend money (with or without security) to and guarantee or provide security (whether by personal covenant or by mortgage or charge or otherwise howsoever) for the performance of any contracts or other obligations of any company firm or person and the payment or repayment of the capital or principal of, and dividends or interest and any premium on any stock shares or other securities of any company whether having objects similar to those of the Company or not and to give all kinds of indemnities and in particular without prejudice to the generality of the foregoing to guarantee any performance or payment as is referred to herein by any company which is at the time at which such guarantee is given a holding company of the Company or a subsidiary of such holding company (as such terms are defined in Section 154 of the Companies Act 1948).

(I) To promote or join in the promotion of any company whose objects shall include the acquisition of all or any of the assets or liabilities of the Company, or the promotion of which shall be considered to be calculated to advance directly or indirectly the interests of the Company whether or not such company has objects similar to those of the Company.

(J) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(K) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(L) To sell, l[illegible], grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks shares or other securities whether fully or partly paid up.

(M) To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of and deal with any shares stocks and other securities or investments of any nature whatsoever and any options or rights in respect thereof and to buy and sell foreign exchange.

(N) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(O) To take all necessary or proper steps in Parliament or with the authorities national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company and to oppose any such steps taken by any other company, firm or person which my be considered likely directly or indirectly to prejudice the interests of the Company.

(P) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(Q) To remunerate any person, firm or company rendering services to the Company, either by cash or payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commission to brokers and other for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of the Company.

(S) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(T) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pension, allowances, or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company (as such terms are defined in Section 154 of the Companies Act 1948) or otherwise is allied to or associated with the Company, or who are or were at any time directors, or officers of the Company or if any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company;

and to make payments for or towards the insurance of any such persons.

(U) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.

(V) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments

(W) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law

(X) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others

(Y) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them

AND IT IS HEREBY DECLARED that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company

4. The liability of Members is limited

5.* The share capital of the Company is £4,000 (Four thousand pounds) divided into 4,000 (Four thousand) Shares of £1 (One Pound) each

*Notes: (1) By Ordinary Resolution passed on 6th November 1950 the authorised share capital of the Company was increased to £25,000 divided into 25,000 shares of £1 each

(2) By Special Resolution passed on 30th March 1960 the authorised share capital of the Company was further increased to £250,000 divided into 250,000 shares of £1 each

(3) By Special Resolution passed on 9th March 1964 the authorised share capital of the Company was further increased to £252,500 divided into 252,500 shares of £1 each

(4) By Special Resolution passed on 13th May 1981 the authorised share capital of the Company was further increased to £257,550 divided into 252,500 shares of £1 each and 505,000 shares of 1p 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.
THOMAS F. MOSS, 50, Ashburnham Grove, Greenwich, Wire Manufacturer	One
SIDNEY H. DUNN, Riverside, Ware, Herts, Gentleman	One thousand
GEO. H. STONE, 37, Baalbec Road, Highbury, N., Traveller	One
G.B. HEXTALL, 24 Martins Lane, Cannon Street, E.C., Solicitor	One
FREDERICK SAWYER, 20, Penrith Street, Streatham, S.W., Solicitor's Clerk.	One
A.L. GASKELL, 57, Colehill Lane, Fulham, S.W., Solicitor's Articled Clerk	One
HENRY G. PHILCOX, 24, Sutton Street, Southend-on-Sea, Solicitor's Articled Clerk	One

Dated the 17th day of September, 1902.

Witness to the above signatures-

J. HEXTALL,

24, Martins Lane, Cannon Street, E.C.,

Solicitor.

Haskins Sells

74934 /203

LMR/AH

J. Towell, Esq.,
Johnson & Nephew (Manchester) Limited,
Forge Lane,
Manchester,
M11 3BH.

Dear Sir,

We hereby give formal notice of our resignation as auditors to the following companies -

Johnson & Nephew (Manufacturing) Limited
Johnson & Nephew (Manufacturers) Limited
Joseph Toynbee (Manchester) Limited

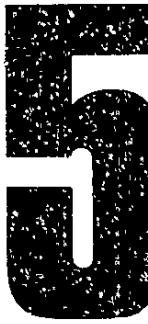
with effect from 1st October 1981.

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

Yours faithfully,

Haskins & Sells

Form No. 5



THE COMPANIES ACTS 1948 TO 1976

Notice of overseas interests

Pursuant to section 6 (3) of the Companies Act 1976

Please do not write in this binding margin

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

Company number [illegible]

For official use 206

To the Registrar of Companies

Name of company

[illegible] Limited*

*Delete if inappropriate

Note
Please read the notes overleaf before completing this form

†Delete as appropriate

The directors of the above-named company hereby give you notice in accordance with section 6 (3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period [ending] [which ended on] †

Day	Month	Year
31	[illegible]	19[illegible]

Signed [illegible] Director/Secretary† Date [illegible]

†Delete as appropriate

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

[illegible]

For office use only

[illegible]

Company No. 74934 /215

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

JOHNSON & NEPHEW (AMBERGATE) LIMITED

SPECIAL RESOLUTION
passed on 22nd May 1986

At an Extraordinary General Meeting of the Company held on 22nd May 1986 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the regulations set out in the printed document 'A' produced to this Meeting, and for the purpose of identification signed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

.....
Chairman

The Companies A ts 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

JOHNSON & NEPHEW (AMBERGATE) LIMITED

(Adopted by Special Resolution passed 2nd May 1986)

1. The Regulations contained in Table "A" in the Companies Table A to F Regulations 1983 No. 805 shall with the exception of Regulations 24, 40, 64 and 94 which are hereby excluded and where Regulations are excluded or varied or are inconsistent with these Articles of Association, apply to the Company.

2. The share capital of the Company is £257,550 divided into 252,500 Deferred Shares of £1 each and 505,000 Ordinary Shares of £0.01 each.

3. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

4. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any Share whether or not it is a fully paid Share.

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. The instrument for appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall prior to the time fixed for holding the Meeting or adjourned Meeting at which the person named in such instrument is authorised to vote be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting. Regulation 69 shall be modified accordingly.

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve, and may be sent by telex or cable. Regulations 60 and 62 shall not apply.

8. A resolution in writing signed by the holder or holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than ten.

10. A Director may vote as a Director in respect of any contract or arrangement relating to his own appointment to any office or place of profit under the Company.

11. So long as the Company is a subsidiary company of Ivall Limited (the Parent Company) within the meaning of Section 736 of the Companies Act 1985, the Parent Company shall be entitled from time to time to nominate the Directors and to remove any Director or Directors so nominated. The appointment or removal of a Director or Directors shall be effected by notice in writing signed by the Secretary of the Parent Company and served on the Company. The provisions of Regulations 73 to 80 inclusive of Table A shall not apply to a Director or Directors so nominated. All the existing Directors shall be deemed to have been nominated by the Parent Company. Section 291 of the Companies Act 1985 relating to the age limit of Directors shall not apply to the Company.

12. The office of Director shall be vacated in any of the events specified in Regulation 88 save that a Director shall vacate office under paragraph (e) of such Regulation only if in the circumstances therein mentioned the Directors by resolution so determine.

13. The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply.

14. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Any Director who serves on any committee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine. The Directors shall repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 82 shall not apply.

15. Regulation 84 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to the Managing Director shall include a Deputy or Assistant Managing Director.

B

74934/216

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JOHNSON & NEPHEW (AMBERGATE) LIMITED

(Amended by Special Resolution passed on 13th May, 1981)

1. The name of the Company is "JOHNSON & NEPHEW (AMBERGATE) LIMITED"*

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (1) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool-makers , brass-founders, metal-workers, boiler-makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers, and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock, and hardware of all kinds.

(2) To carry on all or any of the trades or businesses of wire drawers and manufacturers, galvanisers, die sinkers, steel makers, iron, brass, and other metal founders and fitters, machine and engine tool makers, mechanical and electrical engineers, metal workers, colliery owners, chemists, and chemical manufacturers, and also to carry on any other trade or business of a character similar or analagous to the businesses before mentioned, or any business which may seem to the Company to be capable of being conveniently carried on in connection therewith or may seem to the Company calculated directly or indirectly to enhance the value of or render profitable any of its property or rights, or to further any of its objects.

* The Company was incorporated under the name "HOSS' WIRE MILLS LIMITED" which name was changed to "THE SPENCER WIRE COMPANY (NON-FERROUS) LIMITED" on 30th March 1960, to "SPENCERS NON FERROUS METALS LIMITED" on 30th March 1962 and to JOHNSON & NEPHEW (AMBERGATE) LIMITED" on 5th June 1973.

(3) To carry on any business relating to the winning and working of minerals, the production and working of metals and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company, or any contracts undertaken by the company, and either for the purpose only of such contracts or as an independent business.

(4) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

(B) To carry on any other business of any nature whatsoever which seems to the Directors capable of being conveniently carried on in connection or in conjunction with any business of the Company hereinbefore or hereinafter authorised or calculated directly or indirectly to enhance the value of or render profitable or more profitable any of the Company's assets or utilize its know-how or expertise.

(C) To purchase or otherwise acquire for any estate or interest any property assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company and to develop and turn to account and deal with the same in such manner as may be thought expedient.

(D) To apply for, register, purchase or by other means acquire or protect, prolong or renew, whether in the United Kingdom or elsewere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

(E) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.

(F) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy sell and deal with bills of exchange, promissory notes, bills of lading, warrants and other negotiable transferable or mercantile instruments.

(G) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or co-operate in any way with any company, firm or person.

(H) To lend money (with or without security) to and guarantee or provide security (whether by personal covenant or by mortgage or charge or otherwise howsoever) for the performance of any contracts or other obligations of any company firm or person and the payment or repayment of the capital or principal of, and dividends or interest and any premium on any stock shares or other securities of any company whether having objects similar to those of the Company or not and to give all kinds of indemnities and in particular without prejudice to the generality of the foregoing to guarantee any performance or payment as is referred to herein by any company which is at the time at which such guarantee is given a holding company of the Company or a subsidiary of such holding company (as such terms are defined in Section 154 of the Companies Act 1948).

(I) To promote or join in the promotion of any company whose objects shall include the acquisition of all or any of the assets or liabilities of the Company, or the promotion of which shall be considered to be calculated to advance directly or indirectly the interests of the Company whether or not such company has objects similar to those of the Company.

(J) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plant, factories, wharves, jetties, roads, warehouses, depots, offices and other buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.

(K) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

(L) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as may be thought fit, and in particular for stocks shares or other securities whether fully or partly paid up.

(M) To subscribe for, underwrite, purchase, or otherwise acquire and hold, dispose of and deal with any shares stocks and other securities or investments of any nature whatsoever and any options or rights in respect thereof and to buy and sell foreign exchange.

(N) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.

(O) To take all necessary or proper steps in Parliament or with the authorities national, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company and to oppose any such steps taken by any other company, firm or person which my be considered likely directly or indirectly to prejudice the interests of the Company.

(P) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(Q) To remunerate any person, firm or company rendering services to the Company, either by ca or payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commission to brokers and other for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock, or securities of the Company.

(S) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

(T) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pension, allowances, or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company (as such terms are defined in Section 154 of the Companies Act 1948) or otherwise is allied to or associated with the Company, or who are or were at any time directors, or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company;

and to make payments for or towards the insurance of any such persons.

(U) To establish or contribute to any scheme for the acquisition by trustees of shares in the Company or its holding company to be held by or for the benefit of employees (including any director holding a salaried employment or office) of the Company or (so far as for the time being permitted by law) any of the Company's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Company or its holding company and to formulate and carry into effect any scheme for sharing profits with any such employees.

(V) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments as may be thought proper, and to hold, sell or otherwise deal with such investments

(W) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law

(X) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others

(Y) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them

AND IT IS HEREBY DECLARED that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company

4. The liability of Members is limited

5.* The share capital of the Company is £4,000 (Four thousand pounds) divided into 4,000 (Four thousand) Shares of £1 (One Pound) each

*Notes: (1) By Ordinary Resolution passed on 6th November 1950 the authorised share capital of the Company was increased to £25,000 divided into 25,000 shares of £1 each

(2) By Special Resolution passed on 30th March 1960 the authorised share capital of the Company was further increased to £250,000 divided into 250,000 shares of £1 each

(3) By Special Resolution passed on 9th March 1964 the authorised share capital of the Company was further increased to £252,500 divided into 252,500 shares of £1 each

(4) By Special Resolution passed on 13th May 1981 the authorised share capital of the Company was further increased to £257,550 divided into 252,500 shares of £1 each and 505,000 shares of 1p each

The Companies Acts 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

- of -

JOHNSON & NEPHEW (AMBERGATE, LIMITED

(Adopted by Special Resolution passed 22nd May 1986)

1. The Regulations contained in Table "A" in the Companies Table A to F Regulations 1983 No. 805 shall with the exception of Regulations 24, 40, 64 and 94 which are hereby excluded and where Regulations are excluded or varied or are inconsistent with these Articles of Association, apply to the Company.

2. The share capital of the Company is £257,550 divided into 252,500 Deferred Shares of £1 each and 505,000 Ordinary Shares f £0.01 each.

3. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.

4. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any Share whether or not it a fully paid Share.

5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

6. The instrument for appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall prior to the time fixed for holding the Meeting or adjourned Meeting at which the person named in such instrument is authorised to vote be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting. Regulation 69 shall be modified accordingly.

7. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve, and may be sent by telex or cable. Regulations 60 and 62 shall not apply.

8. A resolution in writing signed by the holder or holders of not less than 90 per cent. in aggregate of the issued Ordinary Shares shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

9. Unless and until otherwise determined by the Company in General Meeting the numbers of Directors shall be not less than two nor more than ten.

10. A Director may vote as a Director in respect of any contract or arrangement relating to his own appointment to any other office or place of profit under the Company).

11. So long as the Company is a subsidiary company of Twil Limited (the Parent Company) within the meaning of Section 736 of the Companies Act 1985, the Parent Company shall be entitled from time to time to nominate the Directors and to remove any Director or Directors so nominated. The appointment or removal of a Director or Directors shall be effected by notice in writing signed by the Secretary of the Parent Company and served on the Company. The provisions of Regulations 73 to 80 inclusive of Table A shall not apply to a Director or Directors so nominated. All the existing Directors shall be deemed to have been nominated by the Parent Company. Section 293 of the Companies Act 1985 relating to the age limit of Directors shall not apply to the Company.

12. The office of Director shall be vacated in any of the events specified in Regulation 88 save that a Director shall vacate office under paragraph (e) of such Regulation only if in the circumstances therein mentioned the Directors by resolution so determine.

13. The Directors shall not be subject to retirement by rotation. Regulations 73 to 75 shall not apply.

14. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Any Director who serves on any committee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine. The Directors shall repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company. Regulation 82 shall not apply.

15. Regulation 84 shall extend to include the posts of Deputy and Assistant Managing Director and in these Articles references to the Managing Director shall include a Deputy or Assistant Managing Director.

G

COMPANIES FORM No. 225(1)

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

21

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

To the Registrar of Companies

For official use [ ]

Company number 74934

Name of company

* Johnson & Nephew (Ambergate) Limited

* insert full name of company

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 as shown below:

Note
Please read notes 1 to 5 overleaf before completing this form

Day Month

3 1 0 7

† delete as appropriate

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

Day Month Year

3 1 0 7 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225 (2) of the Companies Act 1985 the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary][~~holding company~~]† of IWL Limited

, company number 1251302

the accounting reference date of which is 31st July

Signed [signature] Director [~~Director~~][~~Secretary~~]† Date [illegible]

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

RF/FV

IWL Limited
P.O. Box 149,
Shepcote Lane,
SHEFFIELD S9 1TX.

For official Use
General Section

Post room

JUN 1986

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number 74934

Name of company

* JOHNSON & NEPHEW (AMBERGATE) LIMITED

* insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company

dated 24 February 1989 the nominal capital of the company has been

increased by £ 1,000 beyond the registered capital of £ 257,550

§ this copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows

The 100,000 1p New Ordinary Shares will be issued [illegible] as the existing 1p New Ordinary Shares

Please tick here if continued overleaf

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

Signed [signature] Designation‡ Director Date 24 February 1989

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

L. WLATERS & PAINES (DOM)
Barrington House
59-67 Gresham Street
London
EC2V 7JA

For official Use

General Section

Post room

COMPANIES HOUSE

No 74934

SPECIAL RESOLUTION

OF

JOHNSON & NEPHEW (NEWBIGGATE) LIMITED

PASSED 24TH FEBRUARY 1989

At an Extraordinary General Meeting of the [illegible] Company duly convened and held at Shepcote Lane, [illegible] S9 1TY on Friday 24th February 1989 the following [illegible] Resolution was duly passed:-

THAT:-

1 the Directors be generally and [illegible] authorised pursuant to and in accordance with [illegible] of the Companies Act 1985 to exercise [illegible] ending on the date of the next Annual General [illegible] 30th April 1989, whichever is the earlier, [illegible] of the Company to allot relevant [illegible] aggregate nominal amount of £1000;

2 the Directors be empowered to allot equity [illegible] pursuant to and during the period of the said [illegible] if Section 89(1) of the said Act did not apply [illegible] allotment;

3 by such authority and power the Directors may [illegible] such period make offers or agreements [illegible] require the allotment of securities after the [illegible] such period; and

4 for the purposes of this Resolution [illegible]

4.1 the nominal amount of [illegible] shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and

4.2 words and expressions defined in or for the purposes of part IV of the said Act shall bear the same meaning herein.

.....

Chairman.

Newbiggate
Derbyshire
S65 2XE

No 74934

ORDINARY RESOLUTION

OF

JOHNSON & NEPHEW (AMBERGATE) LIMITED

PASSED 24TH FEBRUARY 1989

At an Extraordinary General Meeting of the above-mentioned Company duly convened and held at Shepcote Lane, Sheffield S9 1TY on Friday 24th February 1989 the following Ordinary Resolution was duly passed:-

> THAT the authorised share capital of the Company be increased from the sum of £257,550 to the sum of [illegible] by the creation of a further 100,000 Ordinary Shares of [illegible] each in the capital of the Company.

Chairman

Ambergate
Derbyshire
DE5 2EE

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number 70934

Name of company

* JOHNSON & NEPHEW (AMBERGATE) LIMITED

* insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 24 February 1989 the nominal capital of the company has been increased by £ 1,000 beyond the registered capital of £ 257,550

§ the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached §

The conditions (eg. voting rights, dividend rights, winding up rights, etc.) attaching to the new shares have been or are to be issued are as follow

The 100,000 1p New Ordinary Shares will be issued [illegible] as the existing 1p New Ordinary Shares

Please tick here if continued overleaf

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

Signed [signature] Designation† [illegible] Date 24 February 1989

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

LINKLATERS & PAINES (DMH)
Barrington House
59-67 Gresham Street
London
EC2V 7JA

For official Use

General Section

Post room

COMPANIES HOUSE
-3 MAR 1989

No 74934

SPECIAL RESOLUTION

OF

JOHNSON & NEPHEW (AMBERGATE) LIMITED

PASSED 24TH FEBRUARY 1989

At an Extraordinary General Meeting of the above-mentioned Company duly convened and held at Shepcote Lane, Sheffield S9 1TY on Friday 24th February 1989 the following Special Resolution was duly passed:-

THAT:-

1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the date of the next Annual General Meeting or 30th April 1989, whichever is the earlier, all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £1000;

2 the Directors be empowered to allot equity securities pursuant to and during the period of the said authority as if Section 89(1) of the said Act did not apply to any such allotment;

3 by such authority and power the Directors may during such period make offers or agreements which would or might require the allotment of securities after the expiry of such period; and

4 for the purposes of this Resolution:-

4.1 the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and

4.2 words and expressions defined in or for the purposes of part IV of the said Act shall bear the same meaning herein.

Chairman

COMPANIES HOUSE
1-3 MAR 1989

Ambergate
Derbyshire
DE5 2HE

No 74934

ORDINARY RESOLUTION

OF

JOHNSON & NEPHEW (AMBERGATE) LIMITED

PASSED 24TH FEBRUARY 1989

At an Extraordinary General Meeting of the above-mentioned Company duly convened and held at Shepcote Lane, Sheffield S9 1TY on Friday 24th February 1989 the following Ordinary Resolution was duly passed:-

THAT the authorised share capital of the Company be increased from the sum of £257,550 to the sum of £258,550 by the creation of a further 100,000 Ordinary Shares of 1p each in the capital of the Company.

.....

Chairman

Ambergate
Derbyshire
DE5 2HE

G

COMPANIES FORM No 225(2)

225(2

Notice of new accounting reference date given after the end of an accounting reference period by an holding or subsidiary company or by a company subject to an administration order

Pursuant to section 225(2) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies — For official use — Company Number 74934

Name of Company

JOHNSON & NEPHEW (AMBERGATE) LIMITED

gives notice that the company's new accounting reference date on which the previous 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	1	2

The previous accounting reference period of the company is to be treated as EXTENDED will come to an end on

Day	Month		Year				
3	1	1	2	1	9	8	9

If this notice is given by a company which is a subsidiary or holding company but which is not subject to an administration order, the following statement should be completed:

The company is a subsidiary of BRIDON, company number 198474 the accounting reference date of which is 31 December

If this notice is given by a company which is subject to an administration order the following statement should be completed:

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

Signed [signature] Designation Finance Director Date 20 Feb 1989

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

I.S. Doig
Carr Hill
DONCASTER
S Yorkshire
DN4 8DG

For official use
General section

Post room

COMPANIES HOUSE
23 FEB 1989