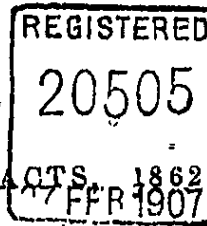




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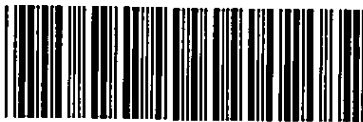


THE COMPANIES' ACTS, 1862 TO 1900.

COMPANY LIMITED BY SHARES

Memorandum of Association OF HELTERS, LIMITED.

1. The name of the Company is "HELTERS, LIMITED." ✓
2. The Registered Office of the Company will be situate in England. ✓
3. The objects for which the Company is established are :—
 - (a) As the first operation of the Company to enter into and carry into effect, either with or without modification, an agreement in the terms of the draft which has already been prepared, and which for the purpose of identification has been initialled by two of the subscribers to the Memorandum of Association, and for the above purposes or otherwise to exercise all or any of the powers and objects hereinafter mentioned, and which powers and objects are nevertheless general, and not to be construed by reference to this paragraph.



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COMPANIES HOUSE



- (b) To carry on the business of public entertainers and purveyors of amusements of all kinds, and to effect arrangements for and procure to be carried on games, sports, pastimes, recreations, amusements, and entertainments, and to provide and exhibit shows, spectacles, panoramas and other sights, and to provide, carry on, produce and show exhibitions of all kinds, feats of skill and strength, theatrical and other plays, concerts, recitals, musical entertainments, bands, displays of fireworks, and otherwise act as caterers for public entertainment and amusement.
- (c) To carry on the business of refreshment contractors, licensed victuallers, café and restaurant keepers, bar keepers, tobaccoists and provision merchants.
- (d) To contract with any person, firm or company to do all or any of the things which this Company might do, and to sell, let or otherwise deal with the right to carry on upon or in connection with the property of the Company any of the businesses which the Company might carry on or any other business which may be lawfully carried on in connection therewith.
- (e) To institute, enter into, carry on, assist or participate in trading, financial, commercial, mercantile, industrial, manufacturing, and other businesses, works, contracts, undertakings and financial operations of all kinds and to carry on business as exporters and importers.
- (f) To carry on in any part of the world any businesses or operations 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 properties or rights.

- (g) To obtain, purchase, or otherwise acquire any inventions, patents, or like protections or privileges in any part of the world which may be, or may be considered to be, capable of advancing directly or indirectly any of the objects or interests of the Company, or any right or interest therein, and any trade marks or similar protection, and any trade or other secret as the Company may from time to time deem expedient, and to illustrate, experiment with, exercise, develop, work, maintain and protect any of the inventions, patents, protections, or other rights or privileges which may be acquired by the Company
- (h) To purchase, rent, or otherwise acquire in any part of the world any freehold, leasehold or other property of whatever tenure or nature, or any interest therein, and to build on, erect works or machinery, alter, improve, or add to any property of the Company.
- (i) To adopt such means of making known the Company as may seem expedient, and in particular by advertising in the press, by circulars, bills, pamphlets, exhibitions and competitions, and by offering and granting prizes and rewards of such character and on such terms as may seem expedient
- * (j) To grant credit, loans or advances on such terms as may be appropriate with or without security, to enter into indemnities, contracts or guarantees and suretyships of all kinds, to receive money on loan or deposit or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm, or person including without limitation any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit

* As altered by a Special Resolution passed on 26 July 2012

- (k) To draw, make accept, issue, indorse, discount, buy, sell, and deal in bills of exchange, promissory notes, drafts, bills of lading, warrants and other negotiable or transferable instruments
- * (l) To raise and borrow money by any method and to secure the payment of any money borrowed, raised or owing (including but not in any way limited to the power to guarantee and to secure the guarantee of the repayment of any money borrowed by a third party) as the Company shall think fit
- (m) To allot, credited as fully or partly paid up, the Shares or Bonds, Debentures or Debenture Stock of the Company, as the whole or part of the purchase price for any property acquired by the Company, or for services rendered or other valuable consideration
- (n) To make donations to such persons and in such cases and either of cash or other assets, as may be thought directly or indirectly conducive to any of the Company's objects, or otherwise expedient, and in particular to remunerate any person or corporation introducing business to this Company, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or other object, and to aid in the establishment and support of associations for the benefit of persons employed by or having dealings with the Company, and in particular friendly or other benefit societies, and to grant any pension, either by way of an annual payment or a lump sum, to any officer or servant of the Company

* As altered by a Special Resolution passed on 26 July 2012

(o) To enter into any arrangement with any government or authorities, ^{supreme}supreme, municipal, local, or otherwise, and to obtain from any such government or authorities any rights, concessions, charters and privileges which may be thought conducive to the Company's objects, or any of them.

(p) To purchase or otherwise acquire and undertake all or any part of the undertaking, business, property, goodwill, assets and liabilities of any company, corporation, society, partnership, or persons carrying on, or about to carry on, any business which this Company is authorised to carry on, or which is in any respect similar to the objects of this Company, ^{or}which is capable of being conducted so as directly or indirectly to benefit this Company, or possessed of property deemed suitable for the purposes of this Company, and to enter into partnership or into any arrangement with respect to the sharing of profits, union of interests, or amalgamation, reciprocal concession or co-operation, either in whole or in part, with any such company, corporation, society, partnership or persons, and to purchase, subscribe for, take or otherwise acquire and hold Shares or other interests in any company, corporation or society.

(q) To sell, exchange, lease, underlease, surrender, licence, or otherwise deal with, either absolutely, conditionally, or for any limited interest, all or any part of the undertaking, property, rights or privileges of the Company, as a going concern or otherwise, to any public body, corporation, company, society or association, or to any person or persons, for such consideration as the Company may think fit, and in particular for any Stock, Shares (whether wholly or partly paid), Debentures, Debenture Stock, Securities or property of any other company.

(r) To promote, form, organize, and register and to aid and assist in the promotion, formation, organization and registration

of any other company or companies, either in Great Britain, or elsewhere, for the purpose of acquiring, working or otherwise dealing with all or any of the property, rights or liabilities of this Company, or any property in which this Company is interested, or for any other purpose, with power to assist such company or companies by paying or contributing towards the preliminary expenses or providing the whole or part of the capital thereof, or by taking or subscribing for shares, preferred, ordinary, or deferred therein, or by lending money thereto upon debentures or otherwise; to remunerate either in cash, fully paid Shares or otherwise, the promoters or any persons assisting in the promotion of this Company, or any company promoted by this Company; to pay out of the funds of the Company all or any of the expenses of and incident to the promotion, formation, organization, registration, advertising and establishment of this or any other company, and to the issue and subscription of the share or loan capital, including brokerage and commissions for obtaining applications for or placing, or guaranteeing the placing of the shares or any debentures, debenture stock or other securities of this or any other company, and also all expenses attending the issue of any circulars, maps, plan, or notices, or the printing, stamping, and circulating of proxies or forms to be filled up by the Members of this, or connected with this, or any other company.

- (s) To obtain, or in any way assist in obtaining, any Provisional Order or Act of Parliament, Decree, Rescript or other necessary authority, for enabling this or any other company to carry any of its objects into effect, or for effecting any modification of this or any other company's constitutions to procure this or any other company to be legalised, registered or incorporated, if necessary, in accordance with the laws of any country or state in which it may or may propose to carry on operations; to establish and maintain agencies

of the Company, and to open and keep a colonial register or registers of this or any other company, in any British colony or dependency, and to allocate any number of the Shares in this or any other company to such register or registers.

(t) To effect insurances and pay premiums or become a member of any society or association for mutual assurances, and pay calls or otherwise contribute to the funds of any such society or association.

(u) To distribute any of the assets or property of the Company among the Members in specie or otherwise, but so that no distribution amounting to a reduction of capital be made without the sanction of the Court where necessary.

(v) To do all or any of the above things in any part of the globe, either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise; and with power to appoint a trustee or trustees, corporate or unincorporate, to hold any property on behalf of the Company, and to allow any property to remain outstanding in such trustee or trustees.

(w) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects, or any of them, and so that the word "Company" in this Memorandum, when applied otherwise than to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs in this Memorandum, shall be regarded as independent objects, and accordingly shall be in no wise limited or restricted (except when otherwise expressed in such paragraph) by reference to the objects indicated in

any other paragraph, or the name of the Company, but may be carried out in as full and ample a manner, and 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 Capital of the Company is £500, divided into 500 Shares of £1 each. The Company has power to increase, reduce, or sub-divide its capital, and to issue any of the Shares of the Company for the time being unissued at a premium. Any unissued Capital (original or increased) may be divided into different classes, with or without any preferential, deferred, qualified or special rights, privileges or conditions. Upon the sub-division of a Share the right to participate in profits may be apportioned as between the Shares resulting from such sub-division.

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.
Raymond Edwin Clark 105 Grosvenor Road, S.W. Gentleman	one
Lucy Francis Staples 11 Victoria Street, S.W. Gentleman	one
Ernest Henry Allman 24 Arlington, Middlesex Gentleman	one
Minnie Jane Black 105 Grosvenor Road, S.W. Married Woman	One
William George Bean 14, Balmore Road, Blackpool Gentleman	one
John William Tutswill 8 Windsor Avenue, S.W. Gentleman	one
William Thomas Bolland 23 Isaac's Hill Cleethorpes Gentleman	one

Dated this 26th day of Feb., 1907.

Witness to the above Signatures: J. L. Clark, J. F. Staples, E. H. Allman & W. G. Bean
Witness to the above Signatures: W. T. Bolland, J. W. Tutswill
Witness to the above Signatures: W. T. Bolland
Witness to the above Signatures: W. T. Bolland, J. W. Tutswill, J. L. Clark, J. F. Staples, E. H. Allman & W. G. Bean

COMPANY LIMITED BY SHARES.

Articles of Association

OF

HELTERS LIMITED

(Adopted by Special Resolution passed the day of 1949.)

TABLE A EXCLUDED

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS	MEANING
The Act	The Companies Act 1948.
The Statutes	The Companies Act 1948, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors	The Directors for the time being of the Company.
The Office	The registered office for the time being of the Company.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles.

Expression in Statutes to bear same meaning in Articles

SHARES.

How shares to be issued

3. The shares shall be under the control of the Directors, who may allot and issue the same (subject always to Articles 4 and 45 hereof) to such persons on such terms and conditions and at such times as the Directors think fit, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act. Any preference share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

Private Company

4. The Company is a Private Company, and accordingly (A) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (B) the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly they shall be treated as a single member; and (C) the right to transfer the shares of the Company shall be restricted in manner hereinafter appearing. No share or debenture shall be issued or transferable to or held by any person or corporate body, nor shall any person or corporate body be permitted to have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt Private Company.

Commission on subscription of shares

5. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company: Provided that such commission shall not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of sections 53 and 124 of the Act and of the Sixth Schedule and Part I of the Eighth Schedule thereto shall be observed. Any such commission may be satisfied in fully paid shares of the Company, in which case section 52 of the Act shall be complied with.

Interest on share capital during construction

6. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in section 65 of the Act, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

Right of joint holding of shares

7. If two or more persons are registered as joint-holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

No trust recognised

8. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided, or as by Statute required or pursuant to any order of Court.

9. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number and (where necessary) denoting numbers of the shares in respect of which it is issued and the amount paid up thereon: Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by one Director and countersigned by the Secretary or by an assistant or deputy Secretary.

Registered member
entitled to share
certificate

10. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

New certificate
may be issued

LIEBEN.

11. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly, with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, 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. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

Company to have
lien on shares and
dividends

12. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for ten days after such notice.

Lien may be
enforced by sale
of shares

13. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

Application of
proceeds of sale

14. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser, and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Directors may
transfer and enter
purchaser's name
in share register

Member not entitled to privileges of membership until all calls paid

15. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls 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).

CALLS ON SHARES.

Directors may make calls

Fourteen days' notice to be given

When call deemed made

Liability of joint holders

Interest on unpaid call

Sums payable on allotment deemed a call

Difference in calls

Calls may be paid in advance

Shares to be transferable

16. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

17. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

18. The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

19. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate not exceeding 5 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

20. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

21. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

22. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

TRANSFER OF SHARES.

23. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office,

accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.

24. Subject to Articles 4 and 28 hereof, every member may transfer his shares.

Members may transfer shares

25. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Persons under disability

26. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Transfers to be executed by both parties

27. The Company shall provide a book to be called "the Register of Transfers," which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

Company to provide and Secretary to keep register

28. 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.

Directors may refuse to register in certain cases

29. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer.

Transfer fee

30. The register of transfers may be closed during the fourteen days immediately preceding every Annual General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

Register of transfers may be closed

TRANSMISSION OF SHARES.

31. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

On death of member survivor or executor only recognised

32. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person.

Persons becoming entitled on death or bankruptcy of member may be registered

33. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

Persons entitled may receive dividends without being registered as member, but may not vote

FORFEITURE OF SHARES.

34. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter,

Directors may require payment of call with interest and expenses

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during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 5 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

Notice requiring payment to contain certain particulars

35. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

On non-compliance with notice shares forfeited on resolution of Directors

36. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

Notice of forfeiture to be given and entered in register of members

37. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may allow forfeited share to be redeemed

38. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

Shares forfeited belong to Company

39. Every share which shall be forfeited may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid.

Former holders of forfeited shares liable for call made before forfeiture

40. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

41. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved or as are by the Statutes given or imposed in the case of past members.

Consequences of forfeiture

42. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Title to forfeited share

ALTERATIONS OF CAPITAL.

43. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution—

Company may alter its capital in certain ways

- (A) to consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) to cancel any shares not taken or agreed to be taken by any person, or
- (C) to divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Statutes, and so that as between the resulting shares, one or more of such shares may, by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others of any other of such shares;

and by Special Resolution—

- (D) to reduce its capital or any capital redemption reserve fund or share premium account in any manner authorised and subject to any conditions prescribed by the Act.

INCREASE OF CAPITAL.

44. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts

Company may increase its capital

and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

New shares to be first offered to members unless otherwise determined

45. The Company in General Meeting may, prior to the issue of any new shares from time to time to be created, determine that such new shares shall be offered, in the first instance, to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, or in default of any such determination by the Company, the Directors may, subject to these articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

New shares to be ordinary capital unless otherwise provided

46. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original ordinary share capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATION OF CLASS RIGHTS.

Rights of share-holders may be altered

47. Subject to the provisions of section 72 of the Act all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company (including the obligation to notify members as to their right to appoint proxies) shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-half of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

GENERAL MEETINGS.

General Meetings

48. A General Meeting shall be held in every calendar year, at such time and place as may be determined by the Directors, and not more than fifteen months shall be allowed to elapse between any two such General Meetings. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

49. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary Meetings. Annual General and Extraordinary Meetings

50. The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act. Extraordinary Meetings

51. Twenty-one clear days' notice at the least of every Annual General Meeting, and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice at the least of every other General Meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid or of such proportion thereof as is prescribed by section 133 (3) of the Act, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate any resolution passed or proceeding had at any such meeting. Every notice convening an Annual General Meeting of the Company shall describe the meeting as an Annual General Meeting and every notice of a General Meeting shall comply with any requirements of the Statutes as regards the notification to members of their rights as to the appointment of proxies. The Auditors for the time being of the Company shall be given notice of and be entitled to attend and be heard at any General Meeting of the Company. Notice of meeting

PROCEEDINGS AT GENERAL MEETINGS.

52. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and any other documents accompanying or annexed to the balance sheets, the election of Directors in place of those retiring by rotation and the fixing of the remuneration of the Auditors. Special business

53. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes three members present in person or by proxy shall be a quorum. No business to be transacted unless quorum present
How quorum to be ascertained

54. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum. If quorum not present meeting adjourned or dissolved

55. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Chairman of Board to preside at all meetings

Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

Notice of adjournment to be given

56. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

How resolution decided

57. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three persons for the time being entitled to vote at the meeting, or by a member or members representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, or by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Poll to be taken as Chairman shall direct

58. If a poll be demanded in manner aforesaid, it shall be taken at such time (within fourteen days) and place, and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll in certain cases

59. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

Chairman to have casting vote

60. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a further or casting vote.

Business to be continued if poll demanded

61. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

Member to have one vote or one vote for every share

62. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member shall have one vote on a show of hands and in case of a poll shall have one vote for every share of which he is the holder.

63. If any member be of unsound mind or *non compos mentis*, he may vote by his committee, receiver, *tutor bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy. Votes of member of unsound mind

64. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members. Votes of joint holders of shares

65. Save as herein expressly provided, no member other than a member duly registered, and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to vote on any question either personally or by proxy, or to be reckoned in a quorum, at any General Meeting. Only members not indebted to Company in respect of shares entitled to vote

66. Votes may be given either personally or by proxy. On a show of hands a member (other than a corporation) present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. A proxy need not be a member. How votes may be given and who can act as proxy

67. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to concur or concur in demanding a poll on behalf of the appointor. Instrument appointing proxy to be in writing

68. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notari- ally certified copy thereof, shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be treated as invalid. Instrument appointing a proxy to be left at Company's office

69. Any instrument appointing a proxy shall be in the following form with such variations (if any) as circumstances may require of the Directors may approve. Form of proxy

"I, _____ of _____ a member of
"WELTERS LIMITED, hereby appoint _____
"of _____
"to vote for me and on my behalf at the Annual,
"Extraordinary or Adjourned, as the case may be,
"General Meeting of the Company, to be held
"on the _____ day of _____ and at
"every adjournment thereof.
"In witness my hand this _____ day of _____ 19____

DIRECTORS

70. Until otherwise determined by a General Meeting, the number of Directors shall be not less than three nor more than five. Appointment number of Directors

71. The Directors shall have power from time to time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed number and provided also that nothing in this Article contained shall authorize the appointment by the Directors of any person who is not a member of the Company to be an additional Director. Any Director so appointed may not before acquiring his qualification. A Director so appointed shall hold office until the next Annual General Meeting, but shall be eligible for re-election at that meeting.

72. (1) A Director need not be a member of the Company provided that no person who is not a member of the Company shall be appointed or elected a Director except at the Company in General Meeting and provided also that no person who is not a member of the Company shall be qualified for appointment or election as a Director unless—

(A) twenty-one days' notice of the intention to propose such a person for appointment or election as a Director shall be given to the members entitled to receive notice of and attend and vote at General Meetings; and

(B) the appointment or election of such a person as a Director is recommended to the members by a resolution passed at a duly constituted meeting of the Directors, and notice of such recommendation shall be given to the members entitled to receive notice of and attend and vote at General Meetings of the Company.

(2) Notwithstanding the provisions of Articles 76 and 83 a Director who is not a member of the Company shall retire annually.

73. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Unless otherwise directed by the resolution by which it is voted, any such remuneration shall be divided amongst the Directors as they may agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling and hotel expenses incurred by them respectively on or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

74. Subject as herein otherwise provided or to the terms of any lawful agreement, the office of a Director shall 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 of unsound mind;

(c) If, being a member of the Company at the time of his appointment, he ceases to be a member of the Company;

(d) If he absents himself from the meetings of the Board during a continuous period of three months without special leave of absence from the Directors and has passed a resolution that he has by reason of such absence vacated his office.

Directors' remuneration

Directors' remuneration

Office of Director vacated in certain cases

(B) If he is prohibited from being a Director by any order made under section 188 of the Act.

(C) If by notice in writing given to the Company he resigns his office.

(G) If he is removed from office under section 181 of the Act.

A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall arrange.

MANAGING DIRECTORS.

75. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be made payable by way of salary or commission or participation in profits, or by any or all of those modes or otherwise as may be thought expedient, and it may be made a term of his appointment that he shall receive a pension, gratuity or other benefit on his retirement.

Directors may appoint Managing Director

76. A Managing Director, who is a member of the Company, shall not while he continues to hold that office be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director, he shall *ipso facto* and immediately cease to be a Managing Director.

Special position of Managing Director

POWERS AND DUTIES OF DIRECTORS.

77. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Business of Company to be managed by Directors

78. The Directors may borrow or raise from time to time for the purposes of the Company the sum or sums of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the

Limit to Directors borrowing powers

property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit.

79. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.

All moneys to be paid into banking account
Cheques to be signed by one Director and Secretary

80. All moneys, bills, and notes belonging to the Company shall be paid to or deposited with the Company's bankers to an account to be opened in the name of the Company. Cheques on the Company's bankers, until otherwise from time to time resolved upon by the Directors, shall be signed by at least one Director and countersigned by the Secretary.

Directors to comply with the Statutes

81. The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to the keeping, presentation and circulation of accounts, registration and keeping copies of mortgages and charges, keeping of the register of Directors' holdings of shares and debentures, keeping the register of members, keeping a register of Directors and Secretaries and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return containing all such information and particulars and having annexed thereto all such documents as are required by the Statutes, together with the certificates required by section 128 of the Act, notices as to increase of capital, returns of allotments, and contracts and other documents relating thereto, copies of resolutions and agreements, and other particulars connected with the above. The Directors may at any time require any person whose name is entered in the register of members to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of section 129 (4) of the Act.

Director may contract with Company

82. A Director may contract with and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors as required by section 199 of the Act. No Director shall vote as a Director in respect of any contract or arrangement in which he shall be interested, but this prohibition shall not apply to any contract or arrangement for giving to a Director security for any advance made or guarantee given by him to or for the benefit of the Company, or to any contract or arrangement for or relating to any allotment or proposed allotment of shares or debentures to a Director, and it may at any time be suspended or relaxed by the Company in General Meeting.

ROTATION OF DIRECTORS.

One-third of Directors to retire at Annual General Meeting

83. (A) At the Annual General Meeting in every year one-third of the Directors (exclusive of Directors who are not members of the Company) shall, subject as hereinafter mentioned, retire from office.

(b) The Directors (other than Directors who are not members of the Company) to retire in every year shall be those who have been longest in office since their last election, but as between persons (who being members of the Company) who became Directors on the same day those to retire shall, unless they otherwise agree amongst themselves, be determined by lot.

(c) Notwithstanding the provisions contained in sub-paragraph (A) of this Article, when there are less than three Directors, who are members of the Company, each of such Directors shall hold office for the period of three years from the date of their last election.

(d) A Director who is not a member of the Company shall retire at the Annual General Meeting next following his election.

84. A retiring Director, whether a member of the Company or not, shall be eligible for re-election.

Retiring Director re-eligible

85. Subject to any resolution reducing the number of Directors, the Company shall, at the meeting at which any Director shall retire in manner aforesaid, fill up the vacated office by electing a person thereto, and may, without notice in that behalf, fill up any other vacancies.

Office to be filled at meeting at which Director retires

86. No person, not being a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting, unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by five members duly qualified to be present and vote at the meeting for which such notice is given, of the intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight intervening days.

Members eligible for office of Director if prescribed notice and consent lodged at office

87. If at any meeting at which an election of Directors ought to take place, the place of any retiring Director is not filled up, such retiring Director, who is a member of the Company, shall, if willing to act, be deemed to have been re-elected, unless at such meeting it shall be determined to reduce the number of Directors or a resolution for the re-election of such retiring Director shall have been put to the meeting and not carried. Provided that no Director who is not a member of the Company shall continue in office by virtue of the provisions in this Article contained.

If places not filled up retiring Directors deemed re-elected

88. The Company may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid; but this Article shall not be construed as authorising the removal of a Director otherwise than by Extraordinary Resolution or in accordance with the Statutes, or except as otherwise hereinafter provided.

Number of Directors may be increased or reduced

89. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Annual

Casual vacancy in Board to be filled by Directors

General Meeting of the Company, but he shall be eligible for re-election at that meeting. Provided that nothing in this Article contained shall authorise the appointment by the Directors of any person who is not a member of the Company to fill any such casual vacancy.

Meeting of Directors
may be convened
by Extraordinary
Resolution

90. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead; but the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected or appointed a Director.

91. The Directors may at any time by resolution passed at a duly constituted meeting of the Directors remove from office any Director who is not a member of the Company if they consider it to be in the interests of the Company to remove such a Director from office.

PROCEEDINGS OF DIRECTORS

Meeting of
Directors

Quorum

Casting vote of
Chairman

Director may call
meeting of Board

Chairman of
Directors

92. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

93. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

94. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

Power for Directors
to appoint
committees

Chairman of
committees

Meetings of
committees

All acts done by
Directors to be valid

95. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

96. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

97. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

98. All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that

there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

99. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereof, and all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated. Minutes to be made and when signed by Chairman to be conclusive evidence

100. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Resolution signed by Directors to be valid

THE SEAL.

101. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The Company may exercise the powers of section 35 of the Act, and such powers are accordingly hereby vested in the Directors. Seal to be affixed by authority of resolution of Board and in the presence of one Director and Secretary

SECRETARY.

102. The Secretary shall be appointed by the Directors, for such time, at such remuneration, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177, 178, and 179 of the Act shall apply and be observed. The Directors may from time to time, if there is no Secretary or no Secretary capable of acting, by resolution appoint an assistant or deputy Secretary, to exercise the functions of the Secretary. Foreign seal

DIVIDENDS AND RESERVE FUND.

103. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls. Application of profits

104. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive. Declaration of dividends

117-15
117-16
117-17

105. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper to a reserve fund or reserve account, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or shall, with the sanction of the Company in General Meeting, be as to the whole or in part applicable for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

Dividend warrants
to be sent to
members by post

106. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

Unpaid dividends
not to bear interest

CAPITALISATION OF RESERVES, ETC.

107. Subject to any necessary sanction or authority being obtained, the Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares or debentures and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalised sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and

acceptance of any share to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with section 52 of the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution, and such appointment shall be effective.

ACCOUNTS.

108. The Directors shall cause such accounts to be kept—

Accounts to be kept

- (A) of the assets and liabilities of the Company;
- (B) of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place,
- (C) of all sales and purchases of goods by the Company,

as are necessary to give a true and fair view of the Company's affairs and to explain its transactions. The books of account shall (subject to the provisions of section 147 of the Act) be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.

Where books may be kept

109. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by Statute or authorised by the Directors.

Accounts and books may be inspected by members

110. The Directors shall, from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948, cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

Profit and loss account to be made up and laid before Company

111. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the Auditors' report, shall, not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures, of the Company and to every person registered under Articles 31 and 32 hereof. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Balance sheet to be made out

AUDIT.

112. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of sections 159 to 162 of the Act shall be observed.

Accounts to be audited

NOTICES.

113. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

Service of notices by Company

114. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

115. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles if his registered address was within the United Kingdom, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

116. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

117. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

WINDING UP.

118. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to section 287 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidators amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

INDEMNITY.

119. 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 (including any such liability as is mentioned in paragraph (b) of the proviso to section 205 of the Act), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

Company No. ~~42308~~ 92308. / 87



The Companies Act, 1948

COMPANY LIMITED BY SHARES

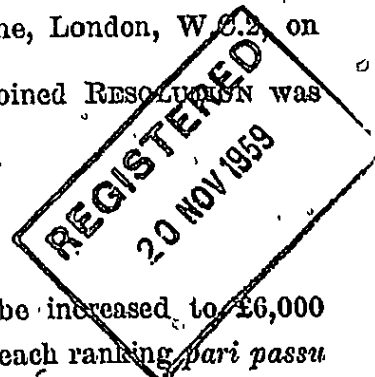
Ordinary Resolution
OF
HELTERS LIMITED

Passed 16th November, 1959

AT an EXTRAORDINARY GENERAL MEETING of HELTERS LIMITED,
duly convened, and held at 48 Chancery Lane, London, W.C.2, on
Monday, the 16th November, 1959, the subjoined Resolution was
duly passed as an ORDINARY RESOLUTION:—

RESOLUTION

That the capital of the Company be increased to £6,000
by the creation of 5,500 new shares of £1 each ranking *pari passu*
in all respects with the existing shares in the Company.



Chairman.
20 NOV 1959
REGISTRATION OFFICE

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

of

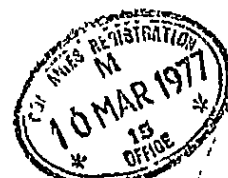
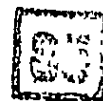
HELTERS LIMITED

(passed 7th March 1977)

At an Extraordinary General Meeting of Helters Limited duly convened and held at 40/43 Chancery Lane, London, WC2A 1JJ on Monday 7th March 1977 the sub-joined resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

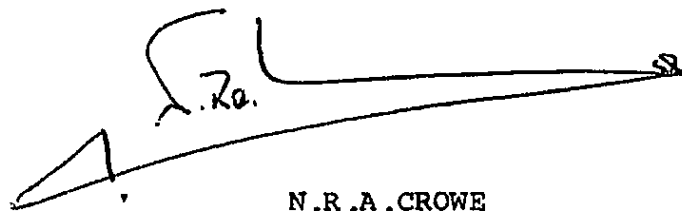
- (1) That the existing shares in the Capital of the Company be designated Ordinary Shares.
- (2) That the Capital of the Company be increased to £6,500 by the creation of 500 new Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares in the Capital of the Company.
- (3) That each of the 676 unissued Ordinary Shares in the Capital of the Company be subdivided into 10 "A" Ordinary Shares of 10 pence each.
- (4) That upon the recommendation of the Directors, it is desirable to capitalise the sum of £582.40, being part of the amount standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum be set free for distribution among the holders of the Ordinary Shares on the Register of Members at the close of business on the 1st day of February, 1977 on the condition that the same be not paid in cash but applied in paying up in full 5824 "A" Ordinary Shares of 10p each in the Capital of the Company and that the Directors be and are hereby authorised to allot and distribute such 5824 "A" Ordinary Shares credited as fully paid up to the holders of the Ordinary Shares in the proportion of one "A" Ordinary Share for each Ordinary Share then held.
- (5) That the 5824 Ordinary Shares be and are hereby converted into Preference Shares conferring upon the holders thereof the rights and privileges but subject to the conditions following:-



(a) the right to the payment of a non-cumulative Preferential dividend at the rate of 10% per annum which shall be paid on the 30th day of November in each year but no further right to participate in the profits of the Company.

(b) the right in a winding up to the return of the Capital paid up thereon but no further right to participate in the surplus assets of the Company

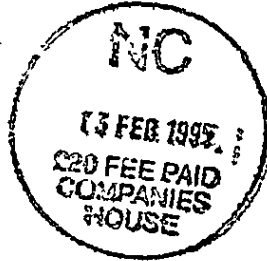
(c) the Preference Shares shall not confer upon the holders thereof any right to attend and vote at any General Meeting of the Company unless the business to be transacted at such General Meeting is a proposal for the alteration or modification of the rights attached to the Preference Shares At any such General Meeting every holder of Preference Shares shall have one vote for each Preference Share of which he is the holder.

A handwritten signature in dark ink, appearing to read 'N.R.A. Crowe', is written over a horizontal line.

N.R.A. CROWE
CHAIRMAN



special resolution(s)



J378(2)

Company Number

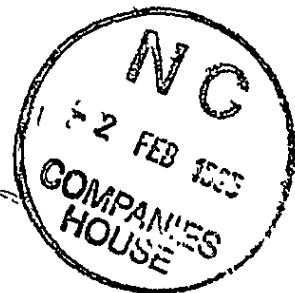
92308

name of company

HELTERS, LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 4 Westminster Palace Gardens, Victoria, London on the 23rd day of January 1995 the following SPECIAL RESOLUTION(S) was/were duly passed:-

that the company name shall be changed to CABLE CAUTES II LIMITED.



SIGNED

Secretary

NOTES

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd for that purpose

Jordan & Sons Ltd

THE COMPANIES ACT, 1948



Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

HELTERS

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. In default of compliance the Company and every officer in default is liable to a default fine (sec. 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).

Presented by

H.A. Crowe & Co.

118, Chancery Lane,

London, W.C.2.

20 NOV 1959

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; 41 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

Limited, hereby gives you notice, pursuant to

* Ordinary
* Extra-
ordinary
* Special

Section 63 of the Companies Act, 1948, that by an Ordinary

Resolution of the Company dated the 16th day of November, 1959

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £5,500 beyond the Registered Capital of £500

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
5,500		21

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 pari passu as regards voting rights, dividend rights, rights in a winding up 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

State whether Director
or Secretary

Director

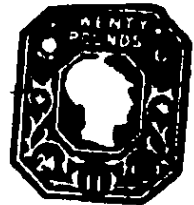
Dated the 20th day of November, 1959

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

HELTERS,

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. It must also be 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

H. A. Crowe & Co.,

48, Chancery Lane,

London, W.C.2.



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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

or

HELTERS

Limited

has by a Resolution of the Company dated
16th November, 1959 been increased by
the addition thereto of the sum of £ 5,500
divided into:—

5,500 Shares of £1 each

Shares of each

beyond the registered Capital of £500

Signature

A. Z. O.

(State whether Director or Secretary)

Director

Dated the

20th

day of

November

1959.

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

(l) To borrow or raise money for the purposes of the Company in such manner and upon such terms as may seem expedient, and to secure the repayment of moneys borrowed or owing, the performance of obligations incurred by the Company, by redeemable or irredeemable bonds, debentures, or debenture stock (such bonds, debentures, or debenture stock being made payable to bearer or otherwise, and issuable or payable either at par or at a premium or discount) or by mortgages, trust deed, scrip certificates, bills of exchange or promissory notes, or by any other instrument or in such other manner as may be determined, and for any such purposes to charge all or any part of the property and assets of the Company, both present and future, including its uncalled capital.

(m) To allot, credited as fully or partly paid up, the Shares or Bonds, Debentures or Debenture Stock of the Company, as the whole or part of the purchase price for any property acquired by the Company, or for services rendered or other valuable consideration.

(n) To make donations to such persons and in such cases, and either of cash or other assets, as may be thought directly or indirectly conducive to any of the Company's objects, or otherwise expedient, and in particular to remunerate any person or corporation introducing business to this Company, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or other object, and to aid in the establishment and support of associations for the benefit of persons employed by or having dealings with the Company, and in particular friendly or other benefit societies, and to grant any pension, either by way of an annual payment or a lump sum, to any officer or servant of the Company.

(g) To obtain, purchase, or otherwise acquire any inventions, patents, or like protections or privileges in any part of the world which may be, or may be considered to be, capable of advancing directly or indirectly any of the objects or interests of the Company, or any right or interest therein, and any trade marks or similar protection, and any trade or other secret as the Company may from time to time deem expedient, and to illustrate, experiment with, exercise, develop, work, maintain and protect any of the inventions, patents, protections, or other rights or privileges which may be acquired by the Company.

(h) To purchase, rent, or otherwise acquire in any part of the world any freehold, leasehold or other property of whatever tenure or nature, or any interest therein, and to build on, erect works or machinery, alter, improve, or add to any property of the Company.

(i) To adopt such means of making known the Company as may seem expedient, and in particular by advertising in the press, by circulars, bills, pamphlets, exhibitions and competitions, and by offering and granting prizes and rewards of such character and on such terms as may seem expedient.

(j) To lend money to such parties and on such terms, with or without security, as may seem expedient, and in particular as part of any contract for the acquisition of property or rights, or for the benefit of persons having dealings with the Company.

(k) To draw, make, accept, issue, indorse, discount, buy, sell, and deal in bills of exchange, promissory notes, drafts, bills of lading, warrants and other negotiable or transferable instruments.