

98908

The Companies Acts 1862 to 1900

AND

The Companies Act 1948

AND

The Companies Act 1985

*Amended by
Special Resolution
dated 25 April 2006*



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BARNARDS LIMITED

1. The name of the Company is "Barnards Limited".
2. The Registered Office of the Company will be situate in England.
3. (1A) To acquire and hold controlling and other interests in the share or loan capital of any other company or companys; and
(1B) to provide financial, managerial and administrative advice, services and assistance for any company in which this Company is interested, and for any other company.
- (2) To acquire and take over as a going concern and carry on the business of ironmongers and ironfounders, and wire netting manufacturers, carried on by Barnard Bishop and Barnards Limited, at the Norfolk Iron Works, in the City of Norwich; and with a view thereto to adopt and carry into effect an agreement dated the 27th day of November 1907, and made between George Stephen Crisford, Samuel Gardener, David Gabrielsen and Edward Arthur Lee, the Debenture holders' Committee of Barnard Bishop and Barnards Limited, appointed by Order of the Court sanctioning a scheme of arrangement, dated the 28th day of October, 1902 of the one part, and James Garton Bower, as trustee for and on behalf of the Company, of the other part.
- (3) To carry on the business of ironmongers and ironfounders, and wire netting manufacturers, and any other business heretofore carried on by the said Company, Barnard

Bishop and Barnards, Limited, and the businesses of manufacturers of and dealers in any articles or things, either wholly or partly made of metal, or any other articles or things in any way connected with or incidental to any of the aforesaid businesses.

- (4) To carry on any business, whether manufacturing, mercantile, or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value thereof, or render profitable any of the Company's property or rights.
- (5) To purchase, take on lease or in exchange, or by other means acquire any real or personal property for any estate or interest whatever, and any rights, privileges or easements which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company, and in particular any lands, buildings, licenses, patents, machinery, rolling stock, plant and stock-in-trade.
- (6) To purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting upon and testing, and improving or seeking to improve, any patents, inventions or rights which the Company may acquire or propose to acquire.
- (7) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on, or proposing to carry on, any of the businesses which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and as part of the consideration of such acquisition to undertake all or any of the liabilities of such persons, firm, or company, or to acquire an interest in, amalgamate with, or enter into any partnership, or into any arrangement for sharing profits, union of interests, co-operation or joint adventure, reciprocal concession or otherwise, or for limiting competition, or for mutual assistance, with

any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures or securities that may be agreed upon; and to hold and retain, or sell, mortgage and deal with any shares, debentures or securities so received.

- (3) To promote any other company or companies for the purpose of acquiring all or any of the property, undertaking and liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company.
- (4) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either altogether or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (5) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (6) To receive money on deposit at interest or otherwise, and to undertake the safe custody of money or valuables, and to transact any of the business of a banker which may seem expedient.
- (1A) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums on any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (1B) As a separate and independent object to subsidise and otherwise assist any company which is for the time being the Company's Holding Company, within the meaning of the Companies Act, 1948, or any company which is a Subsidiary of such Holding Company within the meaning of the said Act, and in particular, but without prejudice to the generality of the foregoing, to guarantee support or secure either with or without the company receiving any consideration or advantage, direct or indirect therefrom the performance of the obligations of such Holding Company or Subsidiary and

the repayment or payment of the capital or principal and premium of, and dividends or interest on, any stocks, shares, securities, or obligations of such Holding Company or Subsidiary and for any of the purposes aforesaid to mortgage or charge all or any part of the undertaking, property and assets (present and future) of the Company, including its uncalled capital.

- (12) To make, accept, issue, indorse and execute bills of exchange, promissory notes and other negotiable instruments, and to discount, buy, sell and deal in bills of lading, dock and other warrants ; to issue, buy, sell and deal in coupons and all other promises to pay money.
- (13) 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 thereof, and of moneys owing or 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 payable either at par or at a premium or discount), or by mortgages, 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 of the Company, both present and future, including its uncalled capital, and to allot the shares of the Company credited as fully or partly paid up, or bonds, debentures or debenture stock issued by the Company, as the whole or part of the purchase price for any property purchased by the Company, or for any valuable consideration.
- (14) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or part of the property and rights of the Company.
- (15) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person, any contracts, rights, privileges and concessions which the Company may think desirable.

- (16) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (17) To establish, work or discontinue agencies for the purpose of the Company, or to act as agents for others.
- (18) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (19) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm or Company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of this Company, and also all expenses attending the issue of any circular or notice, and the printing, stamping and circulating of notice, and the printing, stamping and circulating of proxies or forms to be filled up by the members of this Company.
- (20) To apply the money of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in anywise connected with any particular trade, or with trade or commerce generally, and particularly with the ironfoundry, iron-mongery or wire netting trade, or any trade allied thereto, including any association, institution or fund for the protection of the interests of masters, owners, or employers, for insurance against loss by bad debts, strikes, workmen's combinations, fire, accidents, or otherwise, or for the benefit of any workmen or others at any time employed by the Company or any company in which the Company is interested or their families, and whether or not in common with other classes of persons, and to subscribe to and support friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, schools and hospitals, and to grant pensions and allowances, and to contribute to any fund raised by local or public subscriptions for any purpose whatever.

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

(22) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on or done in connection therewith, or which may be calculated directly or indirectly to preserve or enhance the value of or render profitable or marketable any business or property of the Company.

4. The liability of the Members is limited.

5. The Company's share capital is £5,000,000 divided into 5,000,000 ordinary shares of £1 each

N.B. - By Resolution dated 25 April 2006 the capital of the Company was increased to £5,000,000 by the creation of 4,900,000 ordinary shares of £1 each