

Number of
Certificate }

143418

Form No. 41.

THE COMPANIES ACTS 1908 and 1913.



A 5s.
Companies'
Registration
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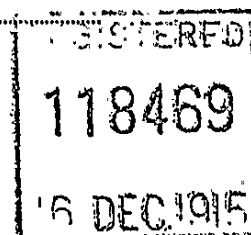
DECLARATION of Compliance with the requisitions of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as *The Copper Depositing and General*

Engineering Company

LIMITED.



Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by

Madison Shirling Shum

33 Old Jewry

EC

The Solicitor's Law Stationery Society, Limited, 22, Chancery Lane, W.C., 29, Walbrook, E.C.,
49, Bedford Row, W.C., 6, Victoria Street, S.W.,

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, Archibald William Shirling

of 33 Old Jewry in the City of London

(a) Here insert:
"A Solicitor of
the High Court
engaged in the
formation,"
or
"A Director or
Secretary named
in the Articles of
Association."

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

of The Copper Depositing and General
Engineering Company

Limited, and That all and every the requisitions of the Companies
(Consolidation) Act 1908, in respect of matters precedent to the
registration of the said Company and incidental thereto have been
complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the
"Statutory Declarations Act 1835."

Declared at 33 Old Jewry
in the City of London

15th day of December

One thousand nine hundred and fifteen

Before me,

Alfred P. R. C.

A. W. Shirling

No of Certificate

142418

Form No. 25.



*The Copper Depositing and General
Engineering*

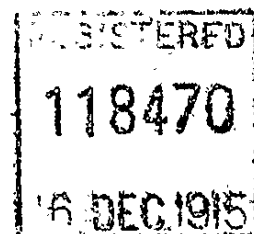
COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55

Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act,

1899). (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100

or fraction of £100.)



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

Presented for registration by

Madison Stirling Pearson

33 Old Jewry

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

The NOMINAL CAPITAL of the *Copper Hkposchug and*

General Engineering _____ Company, Limited,

is £ *1000* _____, divided into *1000* _____ shares of £ *1* —

each.

Signature

Madison Stirling Shuman

Description

Solicitors for Company

Date

10th Decr 1915

THE COMPANIES ACTS, 1908 and 1913.

COMPANY LIMITED BY SHARES.

THE
**Copper Depositing and General
Engineering Company, Limited.**

Memorandum
AND
Articles of Association.

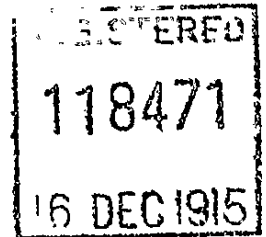
Incorporated the 16th day of December, 1915.

MADDISON, STIRLING & HUMM,
33, Old Jewry,
London, E.C.



THE COMPANIES ACTS, 1908 and 1913.

COMPANY LIMITED BY SHARES.



Memorandum of Association
OF THE
and
Copper Depositing & General Engineering
Company, Limited.

1. The name of the Company is "THE COPPER DEPOSITING AND GENERAL ENGINEERING COMPANY, LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To carry on the business of copper depositors in all its branches, refiners and workers of copper and other metals by electric or any other process, and makers and suppliers of all kinds of copper or other metal depositing apparatus, machinery and plant.
 - (B) To carry on the business of iron founders, mechanical engineers, and manufacturers of agricultural implements and other machinery, tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, water supply engineers, gas makers, farmers, printers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock, and hardware of all kinds.

- (c) To carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (d) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (e) To carry on the business of electricians, mechanical engineers, suppliers of electricity for the purposes of light, heat, sound, power, or otherwise, and manufacturers of and dealers in all apparatus and things required for, or capable of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity.
- (f) To carry on the business of electrical engineers and contractors, manufacturers of and dealers in railway, tramway, electric, magnetic, galvanic and other apparatus, and to acquire any inventions in connection therewith, and to construct railways and tramways and work the same by steam, gas, oil, electricity, or other power.
- (g) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried out in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (h) To borrow money and to raise and receive the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property (both present and future), including its uncalled or unissued Capital; and to purchase, redeem, or pay off any such securities.

- (I) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings, new processes, and generally of any assets, property, or rights.
- (J) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
- (K) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring any exclusive, or non-exclusive, or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly to benefit the Company; and to use, exercise, develop, or grant licences, in respect of, or otherwise turn to account the property, rights, or information so acquired.
- (L) To employ any person, firm, or company to act as this Company's selling or purchasing agents or representatives, and to enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on, or engaged in, or about to carry on or engage in any business or transaction 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 to lend money to, guarantee the contracts of, or otherwise assist any such person or company; and to take, or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- (M) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

- (x) To purchase, take on lease or in exchange, hire, or otherwise acquire, alter or improve any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business (and in particular any land, buildings, easements, machinery, plant and stock-in-trade).
- (o) To pay all the preliminary expenses, costs, charges and fees in connection with the formation, registration and establishment of the Company, and to remunerate any person or company for services rendered, or to be rendered, in placing, or assisting to place, or guaranteeing the placing of any of the shares in the Company's Capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.
- (p) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (q) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (r) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (s) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (u) And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United

Kingdom or elsewhere, and the intention is that the object specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

✓ 4. The liability of Members is limited.

✓ 5. The Capital of the Company is £1,000, divided into 1,000 shares of £1 each, with power to increase, reduce, or sub-divide the same.

6. Any of the said shares, for the time being unissued, and any new shares from time to time to be created, may from time to time have attributed to them, or be issued with any such guarantee, or any such right of preference, whether in respect of dividend or of repayment of Capital or both, or with any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any special right or without any right of voting, and generally on such terms as the Company may from time to time by resolution determine, but so that the rights or privileges belonging to the holders of any shares issued with preference or other special rights shall not be affected, altered, modified or dealt with except with such sanction as is provided by the Articles of Association of the Company for the time being.

Where, the several persons whose names, addresses and descriptions are hereunto 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 to our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>Chas. J. Woodman</i> <i>25 Bovill Road</i> <i>Honor Oak Park S.E.</i> <i>Clerk.</i>	<i>one</i>
<i>Alfred Woods</i> <i>78 Bunkers Road</i> <i>Clerk</i> <i>Waltham S.E.</i>	<i>one</i>

Dated the 16th day of December 1915.

Witness to the above Signatures:—

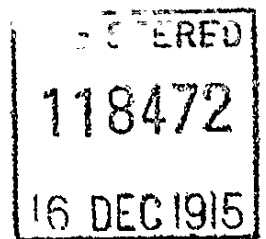
E. Hopkins
33 Old Jewry E.C.
Clerk to
Waddison Firling & Hannan
Solicitors

142418



THE COMPANIES ACTS, 1908 and 1913.

COMPANY LIMITED BY SHARES.



Articles of Association
OF THE
and
**Copper Depositing & General Engineering
Company, Limited.**

The Regulations contained in Table "A" being the First Schedule to the Companies (Consolidation) Act, 1908, shall apply subject to the following special Articles which shall supersede the Regulations of Table "A" so far as they may be inconsistent therewith.

1. The allotment or disposal of the Share Capital of the Company shall be under the control of the Directors, subject to any directions given by resolution of a General Meeting of the Members.

2. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be voided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation established thereby, provided that such Director discloses the nature of his interest at the Meeting of the Directors at which the contract or arrangement is determined on if his interest then exists, or in any other case at the first Meeting of Directors after the acquisition of his interest, but this prohibition shall not apply to any contract by or on behalf of the Company, to

give to the Directors, or any of them, any security by way of indemnity, and it may at any time or times be suspended or relaxed to any extent by General Meeting.

3. The number of Directors may be two, but shall not exceed five, and the provisions of Table "A" shall be so modified as to permit one Director and the Secretary, or acting Secretary, to witness the seal and otherwise act in all cases in which Table "A" requires the presence or signature of two Directors, and the first Directors shall be elected by the signatories to the Memorandum of Association. The Director or Directors shall have power at any time to appoint any other persons to be Directors, but so that the total number shall not exceed the maximum number above. When there are two Directors a quorum shall consist of one, and when there are more than two Directors a quorum shall consist of two. At the Ordinary General Meeting (after the Statutory Meeting) in each year all the Directors shall retire from office, but shall be eligible for re-election.

4. Clauses 35 to 40, 42, 51, 73, 76, 77, 78, 95 and 108 shall not apply to this Company.

5. The office of a Director shall be vacated:—

(1) If he become of unsound mind or be found lunatic.

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

(3) If he becomes bankrupt or has a receiving order made against him.

6. The Company may in General Meeting declare dividends.

7. A Director may hold any other office under the Company in conjunction with the office of Director on such terms as to remuneration as the Directors may determine, and the Board may appoint any Director to be Managing Director at such remuneration as they may determine, payable either by fixed salary or commission or in any other way as the Board may determine.

8. When it is proposed to pass a Special Resolution the two meetings may be convened by the same notice, and it shall be no objection to such notice that it only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

9. No business shall be transacted at a General Meeting unless a quorum of Members is present at the time the Meeting proceeds to business. Two Members present in person or by proxy shall constitute a quorum, and unless otherwise provided at the time of issue, every share shall carry one vote on a poll, and any shareholder or a proxy may, in writing, demand a poll which shall be taken within three days after the demand.

10. The Company being a private company, no invitation shall be issued to the public to subscribe for any shares or debentures, or debenture stock of the Company, and the number of Members of the Company (exclusive of persons in the employment of the Company, and of persons who having formerly been in the employment of the Company, were, while in such employment and have continued after the determination of such employment, to be Members of the Company), shall not exceed fifty ; provided that for the purpose of this provision when two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member.

11. The Directors may refuse to register any transfer of shares, but subject to this restriction, shares shall be transferable.

12. The General Management of the Company shall be vested in the Directors, but they may employ to assist them any person or persons as adviser or advisers, or technical expert or experts at such remuneration as they may determine, and may delegate any of their powers to such adviser or technical expert in the carrying on of the business.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Chas. J. Woomam

*25 Bovill Road Mount Oak Park S.E.
Clerk*

Wm. J. Woods

*78 Dumbreck Road Betham S.E.
Clerk*

Dated the 16th day of December, 1915.

Witness to the above Signatures—

E. Hop Kim,

33 Old Jewry E.C.

Clerk to

*Madison Stirling Sumner
Solicitors.*

THE
Copper Depositing and General
Engineering Company, Limited.

Memorandum
AND
Articles of Association

Incorporated the 16th day of December, 1915.

MADDISON, STIRLING & HUMM,
33, Old Jewry,
London, E.C.

No. 142418



Certificate of Incorporation

I Hereby Certify, That the
Copper Depositing and General
Engineering Company, Limited

is this day Incorporated under the Companies Acts, 1908 and 1913, and that the Company
is **Limited**.

Given under my hand at London this sixteenth day of December
One Thousand Nine Hundred and fifteen.

Fees and Deed Stamps £ 3:10:0

Stamp Duty on Capital £ 2:10:0

E. S. Hargreaves

Assistant Registrar of Joint Stock Companies.

Certificate received by C. J. Woodsman

for

Waddison Stirling & Son

33 Old Jewry St

Date 20 Dec 15

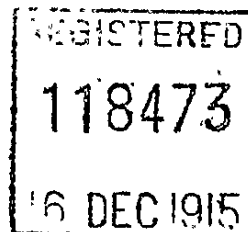
THE COMPANIES ACTS 1908 and 1913.

THE TRADING WITH THE ENEMY AMENDMENT
ACT 1914.

Declaration

REQUIRED DURING THE CONTINUANCE OF THE PRESENT WAR
BEFORE REGISTRATION OF A JOINT STOCK COMPANY.

*(Pursuant to Section 9, Sub-Section (I) (a) of the Trading with the Enemy
Amendment Act 1914.)*



The Copper Depositing and

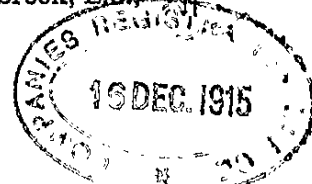
General Engineering Company Limited.

Presented for filing by—

Maddison Shilling & Sumner
33 Old Jewry
Ec.

The Solicitors' Law Stationery Society, Ltd., 22, Chancery Lane, W.C., 29, Walbrook, E.C.,
49, Bedford Row, W.C., 6, Victoria Street, S.W.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.



I, Archibald William Shirling
of 33 Old Jewry in the City of London

a Solicitor of the Supreme Court, do solemnly and sincerely declare that I
am engaged in the formation of The Copper Depositing
and General Engineering Company
LIMITED,

and that the said Company is not formed for the purpose or [with the
intention of acquiring the whole or any part of the undertaking of a person,
firm, or company, the books and documents of which are liable to inspection
under Sub-Section (2) of Section two of The Trading with the Enemy
Act 1914. And I make this solemn Declaration conscientiously believing
the same to be true, and by virtue of the provisions of The Statutory
Declarations Act 1835.

Declared at 33 Old Jewry
in the City of London

in the County of
this 10th day of December

One thousand nine hundred and fifteen
before me,

Arthur Ross
A Commissioner for Oaths.

A. W. Shirling

THE COPPER DEPOSITING & GENERAL ENGINEERING COMPANY LIMITED.



SPECIAL RESOLUTION.

Passed 12th January, 1925.

Confirmed 28th January, 1925.

At an EXTRAORDINARY GENERAL MEETING of THE COPPER DEPOSITING AND GENERAL ENGINEERING COMPANY LIMITED, duly convened and held at Nos. 1/3, UPPER GROUND STREET, S.E.1, on the 12th day of JANUARY, 1925, the subjoined SPECIAL RESOLUTION was duly passed, and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened and held at the same place on the 28th day of JANUARY, 1925, the subjoined SPECIAL RESOLUTION was duly confirmed.

The RESOLUTION above referred to :—

That the Articles of Association of the Company be altered in manner following, that is to say :—

(a) By cancelling Articles 3 and 7.

(b) By adding next after Article 2 the following new Article 3, namely :—

"3. The number of Directors may be two but shall not exceed five, of whom one may also be the Secretary of the Company. Their powers shall from time to time be defined by the majority of the Shareholders in writing. Two Directors shall form a quorum of the Board. They shall not retire by rotation."

(c) By adding next after Article 6 the following new Article 7, namely :—

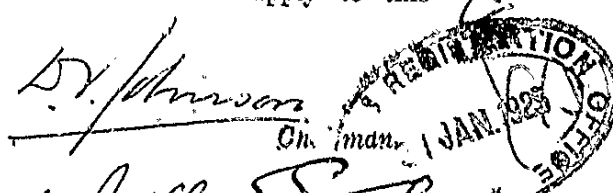
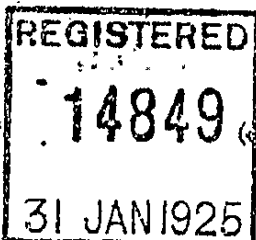
"7. A Director may hold any other office under the Company on such terms and conditions as the majority of the Shareholders may in writing from time to time determine, and shall be removable by the same Shareholders in like manner at any time."

(d) By adding next after the existing Article 12 the following new Articles, namely :—

"13. A resolution in writing which is signed by all the Directors for the time being in office shall have the same effect and be of the same validity as if a quorum of Directors had duly met together and formally passed the same."

"14. A resolution in writing signed by all the Shareholders shall be as valid and effectual as if it had been passed at a meeting or meetings of the Shareholders duly called and constituted."

"15. Clauses No. 70 and 75 of Table 'A' shall not apply to this Company."



Presented for filing by: Francis Miller Steel
6 Finsbury Square

SPECIAL RESOLUTION

of

COPPER DEPOSITING AND GENERAL ENGINEERING CO. LTD.

Passed 18th June, 1963

At an Extraordinary General Meeting of the above-named
Company duly convened and held at 17, Sumner Street,
Southwark, London, S.E.1.
on

18th June, 1963, the following Resolution was duly
passed as a Special Resolution.

RESOLUTION

That the Articles of Association contained in
the printed document laid before this Meeting
and signed for identification by the Chairman
thereof be and the same are hereby adopted as
the Articles of Association of the Company in
lieu and to the exclusion of its existing
Articles of Association.

Dated this 18th day of June, 1963.

R. Phillips
Chairman

Filed with the Registrar of Companies on the _____ day
of _____ 1963.



certified to be a true copy
R. Phillips
Chairman

160



This form was prepared by a photo bank -
Proven.

Copper Depositing & General Engineering Co. Ltd.
of Belgium
Secretary.

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

COPPER DEPOSITING & GENERAL ENGINEERING CO.,

142 148

Limited

(Adopted by Special Resolution passed on the 18th day of June 1963)

PRELIMINARY.

1. The Company is a Private Company within the meaning of section 28 of the Companies Act, 1948.

2. Subject as provided in the next following regulation and to the modifications hereinafter expressed the regulations contained and incorporated in Part II of Table A set out in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and shall together with the regulations herein contained constitute the regulations of the Company.

3. Regulations 3, 24, 52, 53, 75, 77, 79, 87 to 97 inclusive, 99, 106, 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4, 5 and 6 of Table A, Part II, shall not apply to the Company and the exception contained in regulation 1 of Table A, Part II, shall be extended accordingly. Regulations 57, 58, 84, 86, 127, 131, 134 and 135 of Table A, Part I shall be modified as hereinafter mentioned.

SHARES.

4. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES.

6. Whenever and so long as the Company shall be a wholly-owned subsidiary of another company (in this Article referred to as "the holding company") then if the holding company shall deliver to the Company a notice in writing purporting to be

signed by the secretary or assistant secretary of the holding company and stating that any share of the Company is held by the registered holder thereof as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.

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

PROCEEDINGS AT GENERAL MEETINGS.

8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of:

- (A) the declaration of dividends;
- (B) the reading consideration and adoption of the balance sheet and profit and loss account, the group accounts (if any) and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet;
- (C) the election of Directors;
- (D) the reappointment of the retiring Auditors and the fixing of the amount of their remuneration or the manner in which it is to be determined; and
- (E) the fixing of the amount of the remuneration of the Directors or the manner in which it is to be determined.

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as otherwise provided by these Articles two members present in person or by proxy shall be a quorum. A corporation being a member shall if represented in accordance with regulation 74 of Table A, Part I be deemed to be personally present.

10. It shall not be necessary to give notice of an adjourned meeting and regulation 57 of Table A, Part I shall be modified accordingly.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two.

13. A Director shall not be required to hold any shares in the Company by way of qualification.

14. (1) The Directors on behalf of the Company may grant or make provision for pensions allowances or gratuities and life assurance and other benefits to or for the benefit of:—

- (A) any Director or former Director or other officer or former officer who holds or has held any place of profit with:—

- (i) the Company; or

- (ii) any company in which the Company is or was interested; or
 - (iii) any company firm or concern whose business or any part thereof or control of whose business or any part thereof has at any time been acquired by the Company or any of its subsidiaries, or
 - (iv) any company which is for the time being the holding company (as defined in section 154 of the Act) of the Company; or
 - (v) any company which is or was a fellow subsidiary (as defined for the purposes of paragraph 16 of the Eighth Schedule to the Act) of the Company;
- (B) the wife or widow or any other dependant or family of such Director or former Director or other officer or former officer;
 - (C) any other employee or former employee of the Company or of any such company, firm or concern as aforesaid;
 - (D) the wife or widow or any other dependant or family of any such other employee or former employee;
- or any class or classes thereof respectively.

(2) Any of the matters aforesaid may be done either alone or in conjunction with any other person or company, and in such manner as the Directors may think fit.

(3) Subject always, if so required by law, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company any such person as is mentioned in sub-paragraph (A) to (D) inclusive of paragraph (1) above shall be entitled to receive and retain for his own benefit any such pension allowance gratuity assurance or other benefit and any such Director as is mentioned above may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is or may be or become interested therein.

15. Any Director may at any time be removed from office by ordinary resolution of the Company in general meeting, and it shall not be necessary to give special notice of an intention to move a resolution for any such removal.

16. The Company in general meeting may by ordinary resolution at any time and from time to time appoint any persons to be Directors of the Company.

17. The Directors shall have power from time to time or at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed in accordance with these Articles.

CHAIRMAN AND MANAGING DIRECTORS.

18. (A) The Directors may from time to time appoint one or more of their body to the office of Chairman or Managing or Joint Managing Director for such period, at such remuneration and upon such terms as to the duties to be performed and the powers to be exercised and all other matters as they may think fit and either collaterally with or to the exclusion of or subject to their own powers and may from time to time revoke, withdraw, vary or alter all or any such powers but so that no such holder of such office shall be invested with any powers or entrusted with any duties which the Directors could not themselves have exercised or performed.

(B) The remuneration of any holder of such office may be by way of salary or commission or participation in profits, or by all or any of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension and/or lump sum payment on retirement from his office.

(c) Subject to any contract between any such holder and the Company the Directors may from time to time remove or dismiss him from office and appoint another or others in his place or to act jointly with him.

(d) Save as hereinafter provided a Chairman or Managing or Joint Managing Director shall (unless otherwise provided by the terms of any agreement 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, for any cause, he ceases to hold the office of Director, he shall, *ipso facto* and immediately, cease to be Chairman or Managing or Joint Managing Director as the case may be but without prejudice in any event to any claim for damages for breach of any contract of service between him and the Company.

TECHNICAL, ASSISTANT OR REGIONAL DIRECTORS.

19. The Directors may from time to time appoint any person as a Technical, Assistant or Regional Director. A Technical, Assistant or Regional Director shall perform such duties and shall exercise such rights and powers and shall be entitled to receive such remuneration (if any) in addition to his remuneration from any office or employment with the Company or any Subsidiary as the Directors may from time to time determine. A Technical, Assistant or Regional Director shall attend meetings of the Directors at the invitation of the Directors with a view to being consulted on such matters of importance in the general administration of the business of the Company and its Subsidiaries (if any) as the Directors shall consider desirable, but a Technical, Assistant or Regional Director shall not be entitled to vote on any resolution submitted at a meeting of the Directors. A Technical, Assistant or Regional Director shall not by reason of his holding such appointment be a Director of the Company and reference in these articles to Directors or Members of the Board shall not include a Technical, Assistant or Regional Director and the Technical, Assistant or Regional Directors shall remain at all times in all respects subject to the control of the Directors and they or any of them may at any time be removed or suspended from office by the Directors.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

21. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which the question is considered, and if he shall so vote his vote shall be counted. This article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

22. In regulation 86 of Table A, Part I, the words from and including the words "and every Director" down to the end of that regulation shall be omitted.

DISQUALIFICATION OF DIRECTORS.

23. The office of a Director shall be vacated—

- (1) If (not being precluded from so doing as hereinafter provided) by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.

- (3) If he is prohibited from being a Director by an order made under the provisions of section 188 of the Act or otherwise by law.
- (4) If in the opinion of all his co-directors he becomes incapable by reason of mental sickness or disorder of discharging his duties as a Director.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act or by an ordinary resolution duly passed under Article 15 hereof.

PROVIDED that a Chairman or Managing Director or Joint Managing Director holding office as such for a fixed period shall not be entitled to resign his office of Director of the Company.

24. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of any such person.

PROCEEDINGS OF DIRECTORS.

25. The Directors may from time to time fix the quorum necessary for the transaction of business at meetings of the Directors and unless so fixed the quorum shall be two except—

(A) when the number of Directors is, without contravention of regulation 12 hereof, one; or

(B) when the only business of the meeting is to convene a meeting of the members or of any class of members;

when the quorum shall be one.

26. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) of the committee of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

ACCOUNTS.

27. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES.

28. A notice sent by post shall be deemed to be served at the time of posting and regulation 131 of Table A, Part I, shall be modified accordingly. Furthermore in that regulation the word "or" immediately before the words "to his registered address" shall be omitted.

29. It shall not be necessary to give notice of any general meeting to the legal personal representatives or trustee in bankruptcy of a deceased or bankrupt member and regulation 134 of Table A, Part I, shall accordingly be modified by the deletion of subparagraph (b) thereof.

30. Every Director whether or not a member shall be entitled to receive notice of and attend all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Table A, Part I, shall be modified accordingly.

WINDING UP.

31. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

32. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

Sgd. A. Phillips.

Witness for both
Phillips

Direct

Secretary

142418

73
37/61
THE COMPANIES ACT, 1948

P
SPECIAL RESOLUTIONS

REGISTERED

24 - JUN 1965

of

**THE COPPER DEPOSITING AND GENERAL
ENGINEERING COMPANY, LIMITED**

Passed 23rd June, 1965

At an Extraordinary General Meeting of the above-named Company duly convened and held at Orbit House, 9, New Fetter Lane, London, E.C.4, on 23rd June, 1965, the following Resolutions were duly passed as Special Resolutions.

RESOLUTIONS

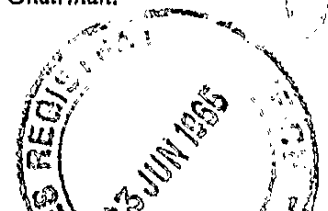
1. That the name of the Company be changed to "SUTTLEY & SILVERLOCK, LIMITED."
2. That the provisions of the Memorandum of Association of the Company with respect to the Objects of the Company be altered by deleting the whole of Clause 3 of the Memorandum of Association and substituting a new Clause 3 in accordance with the draft annexed hereto and signed by the Chairman by way of identification.
3. That new Articles of Association of the Company in accordance with the form attached hereto and signed by the Chairman by way of identification be adopted in lieu and to the exclusion of the existing Articles of Association.

Dated this 23rd day of June, 1965.

[Signature]

Chairman.

Filed with the Registrar of Companies on the 23rd day of June, 1965.



This document contains the new Clause 3 referred to in the Minutes
dated 23rd June, 1965.

.....*G. M. Armstrong*.....Chairman.

The Companies Acts, 1908 to 1948
COMPANY LIMITED BY SHARES

MEMORANDUM
OF
**THE COPPER DEPOSITING AND
GENERAL ENGINEERING
COMPANY, LIMITED**

Incorporated the 16th day of December, 1915





Certificate of Incorporation

[Copy]

I hereby Certify That THE COPPER DEPOSITING AND
GENERAL ENGINEERING COMPANY, LIMITED was Incorporated under the
Companies Acts, 1908 and 1913, as a Limited Company on the sixteenth day of
December One Thousand Nine Hundred and Fifteen.

Given under my hand at London this twenty-first day of August One Thousand
Nine Hundred and Fifty-one.

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION
OF
THE COPPER DEPOSITING AND GENERAL
ENGINEERING COMPANY, LIMITED

1. The name of the Company is "THE COPPER DEPOSITING AND GENERAL ENGINEERING COMPANY, LIMITED."

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

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

- (a) To carry on in all their branches the business of Printers, Engravers, Lithographers, Publishers, Book and Print Sellers, Bookbinders, Art Journalists, Newspaper and Magazine Proprietors, Newsagents, Journalists Literature Agents, Stationers, Music Sellers, Advertising Agents, Advertisement Contractors, Designers of Advertisements, Advertising Consultants, Artists, Designers, and Illustrators, Stereotypers, Electrotypers, Process Workers, Photographers, Bill Posters, Display Specialists and Contractors, Type Founders, Type Cutters and producers in any other way of books, newspapers, magazines, periodicals, prints, pictures, engravings, lithographs, musical compositions, and every sort of publication, and the business or businesses of metal workers, cutlers, carpenters, ironmongers, painters, machinists, engineers, packing case makers, wood workers, ink makers, paper makers, makers of other materials used in any of the said businesses, dealers in any of the above and the business or businesses of buying, selling, manufacturing, repairing, converting, altering, letting on hire and dealing in any of the above, and the business or businesses of shippers, merchants and commission agents in connection therewith.
- (b) To manufacture, grow, import, buy, sell, exchange, clean, erect, install, repair, alter, re-model, let or take on hire or otherwise deal in, any plant, machinery material article or thing capable of being conveniently made, used, or sold, in any of the businesses or trades aforesaid.
- (c) To acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom, or in any Colony, or Dependency, or possession thereof, or in any foreign country, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, supreme, municipal, local or otherwise, whether at home or abroad.
- (d) To acquire any securities or investments by original subscription, tender, participation in syndicates, or as consideration for services rendered, moneys paid, guarantees given, or for any other cause, and whether fully paid or not, and to make payments thereon as called upon, and to

*Adopted by Special Resolution on 23rd June 1965

acquire the same, whether in excess of the amount proposed to be invested or not, and to make such subscriptions as aforesaid conditionally or otherwise and to make advances upon such securities or investments, and to invest or re-invest the money received for or produced by the same, and any moneys of the share capital of the Company, and generally to vary the securities and investments of the Company from time to time.

- (e) To issue debentures, debenture stock, bonds, obligations and securities of all kinds, and to frame, constitute and secure same as may seem expedient, with full power to make same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by Trust Deed, or otherwise on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (f) To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
- (g) Generally to promote any company or companies for the purposes of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to enhance the value of any of this Company's property or rights; to underwrite, and apply for the shares or securities of any company; to subscribe for, purchase, hold, sell and deal and traffic in shares, stocks, bonds and securities of every description; to lend money and to finance, subsidise, and provide capital for any company, firm, person, or any government or municipal or other authority, and generally to act as financiers.
- (h) To carry on any other trades or businesses (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently or advantageously carried on by the Company as auxiliary to or in connection with any of the above-mentioned businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights for the time being.
- (i) To purchase, sell, export, import, manufacture, grow, prepare for market, and deal in all kinds of merchandise, produce, commodities, articles and things which may be required for any of the purposes of any of the businesses which the Company is authorised to carry on, or which are commonly produced, dealt in, or used by persons engaged in any such business, or which may seem capable of being profitably or conveniently produced, dealt in or used in connection with any such business.
- (j) To apply for, purchase, or otherwise acquire, any patents, copyrights, trade marks, licences, concessions, and the like, or any secret or other information as to any invention, matter, or thing which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated to benefit the Company, and to use, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (k) To apply for, obtain, purchase acquire, promote and deal with Acts of Parliament and Provisions or other Orders under any existing statute or under any statute which may hereafter become law, or licence of the Board of Trade or other authority; to oppose any Bills before Parliament or any application to any authority or any other proceeding which may appear directly or indirectly adverse to the Company's interests, and to subscribe for or towards any of the above, either in the Company's name

or in the name of any other persons, companies, or corporations as may be deemed to be expedient or conducive to the Company's benefit, and to enter into any arrangements with any governments or authorities supreme, municipal, local, or otherwise, or with any person or persons to obtain from any such government, authority or persons all or any rights, concessions, privileges, and consents whatsoever, or to enter into any agreements with any governments, authorities, persons, companies, or corporations for the purchase or sale of land, or for any other purpose which may seem conducive to the Company's objects or any of them, and to carry out, exercise, and comply with any such agreements, arrangements, rights, concessions, privileges, and consents.

- (l) To enter into partnership or into any arrangement for joint working in business or for sharing profits, union of interests, reciprocal concessions or co-operation with any person or partnership or company carrying on or about to carry on any business or transaction which this Company is authorised to carry on, or any business or transaction of any kind capable of being conducted so as directly or indirectly to benefit this Company, and to amalgamate with any person, partnership or company carrying on any business of a like or similar nature, and to take or otherwise acquire shares and securities of such company or business, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (m) To acquire, either by purchase or otherwise, and undertake the whole or any part of any business and liabilities of any company, firm or person of a similar nature to any business which may at any time hereafter be carried on by the Company, or which may be within the scope of any of the objects of the Company, or to acquire any interest in any such business.
- (n) To hire, purchase, or otherwise acquire carts, wagons, horses, motor lorries, locomotive engines, railway wagons, or any other conveyances, vehicles or motor power, or to adopt any mode of transport which may seem to be advantageous to the Company.
- (o) To lend money to any person for the purpose of experiments which may directly or indirectly benefit the Company and to other parties, in particular connected with the Company in business, or having any dealings with the Company, on such terms as may seem expedient; to guarantee the performance of any contracts and to undertake any obligations of every kind and description upon such terms as may from time to time be considered desirable in the interest of the Company and to act as financial agents or agents in the managing, sale and purchase of properties.
- (p) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and in any way to deal with the same.
- (q) To raise or borrow (permanently or temporarily), and with or without security any money required for the purposes of the Company, and to secure the payment of money by, or the performance of any contracts or obligations of the Company or other persons, in such a manner and upon such terms as the Company shall think fit, either by way of mortgage, charge, deposit of deeds, or by the creation and issue of mortgage debentures, debentures, debenture stock (perpetual or otherwise, and either at *par* or at a premium or discount), bonds or notes, charged upon all or any part of the property and assets of the Company, whether real or personal, present or future (including uncalled capital), payable to bearer or otherwise, and to secure the same by trust deed or otherwise upon such terms as the Company may think fit, and to pay a commission, or other remuneration to persons or corporations causing the said money to be lent to the Company or to any person or corporation guaranteeing the repayment of money lent to the Company and the interest thereon,

or to any person or corporation guaranteeing any contract of the Company, or to any person or corporation for acting as trustees for the holders of any debentures or debenture stock which may be issued by the Company.

- (r) 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, and to treat the income arising from any investments as part of the profits of the Company.
- (s) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit persons who are or have been employed by the Company, or its predecessors in business, or the dependents or connections of such persons or person having dealings with the Company, or its predecessors in business, and to subscribe or guarantee money for charitable or benevolent objects, or objects likely to benefit the Company directly or indirectly, and to grant pensions and allowances, and to make payments towards insurance, or for any exhibition, or for any general, public, or useful object.
- (t) To receive money or securities from any shareholder or shareholders or Director or Directors of the Company or from any other person or persons, on deposit, at interest or for safe custody or otherwise.
- (u) To pay for any property or rights acquired by the Company either in cash or shares whether fully or partially paid up and with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of debentures or any securities which the Company has power to create or issue, or partly in one mode and partly in the other or others, and generally on such terms as the Company may think fit.
- (v) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of or other interest in any other company or corporation having objects altogether or in part similar to those of this Company.
- (w) To adopt such means of making known and advertising the business of the Company as may seem expedient.
- (x) To distribute among the members in specie, or in cash, by way of dividend or bonus or bonus shares or upon a return of capital, any property of the Company or any proceeds of sale or disposal of any property of the Company, and to treat as profit any undivided profits made by any business acquired by the Company notwithstanding that such profits were made prior to the incorporation of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (y) To pay out of the funds of the Company, either in cash, fully-paid shares or otherwise, all expenses which the Company may lawfully pay of or incident to the formation and registration of the Company, and of any other company, including registration fees, stamps, legal charges and expenses, printing and advertising, and the establishment of agencies of the Company, and all premiums or other payments, either in one sum or annually, in respect of any policies effected in connection with any securities issued by the Company, and for obtaining subscriptions of the shares, debentures, or other securities thereof, including all commissions and other remuneration to brokers or other persons for procuring or guaranteeing subscriptions for, or for underwriting, placing, selling, or otherwise disposing of any of the shares, debentures, or other securities or property of this Company and of any other company.

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

(bb) To procure the Company to be registered or recognised in any part of the world and to take all needful steps for enabling the Company to act as a legally authorised Company according to the laws of the countries, republics or states in which the Company shall for the time being seek to carry on business or have transactions but so that the limited liability of the members shall not be in any way prejudiced.

And it is hereby declared that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Capital of the Company is £1,000, divided into 1,000 shares of £1 each, with power to increase, reduce, or sub-divide the same.

6. Any of the said shares, for the time being unissued, and any new shares from time to time to be created, may from time to time have attributed to them, or be issued with any such guarantee, or any such right of preference, whether in respect of dividend or of repayment of Capital or both, or with any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any special right or without any right of voting, and generally on such terms as the Company may from time to time by resolution determine, but so that the rights or privileges belonging to the holders of any shares issued with preference or other special rights shall not be affected, altered, modified or dealt with except with such sanction as is provided by the Articles of Association of the Company for the time being.

We, the several persons whose names, addresses and descriptions are hereunto 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 to our respective names

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
CHAS. T. WOOSNAM, 25, Bovill Road, Honor Oak Park, S.E. Clerk.	One
ALFD. J. WOODS, 78, Dumbreck Road, Eltham, S.E. Clerk.	One

Dated the 16th day of December, 1915.

WITNESS to the abo Signatures:—

E. HOPKINS,

33, Old Jewry, E.C.,

Clerk to

Maddison, Stirling & Humm,

Solicitors.

These are the Articles of Association referred to in Minutes dated
23rd June, 1965.

Imbault
.....Chairman
The Companies Act, 1948

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

THE COPPER DEPOSITING AND GENERAL ENGINEERING COMPANY,

Limited

(Adopted by Special Resolution passed on the 23rd day of June 1965)

PRELIMINARY.

1. The Company is a Private Company within the meaning of section 28 of the Companies Act, 1948.

2. Subject as provided in the next following regulation and to the modifications hereinafter expressed the regulations contained and incorporated in Part II of Table A set out in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and shall together with the regulations herein contained constitute the regulations of the Company.

3. Regulations 3, 24, 52, 53, 75, 77, 79, 87 to 97 inclusive, 99, 106, 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4, 5 and 6 of Table A, Part II, shall not apply to the Company and the exception contained in regulation 1 of Table A, Part II, shall be extended accordingly. Regulations 57, 58, 84, 86, 127, 131, 134 and 135 of Table A, Part I shall be modified as hereinafter mentioned.

SHARES.

4. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES.

6. Whenever and so long as the Company shall be a wholly-owned subsidiary of another company (in this Article referred to as "the holding company") then if the holding company shall deliver to the Company a notice in writing purporting to be

signed by the secretary or assistant secretary of the holding company and stating that any share of the Company is held by the registered holder thereof as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.

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

PROCEEDINGS AT GENERAL MEETINGS.

8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of:

- (A) the declaration of dividends;
- (B) the reading consideration and adoption of the balance sheet and profit and loss account, the group accounts (if any) and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet;
- (C) the election of Directors;
- (D) the reappointment of the retiring Auditors and the fixing of the amount of their remuneration or the manner in which it is to be determined; and
- (E) the fixing of the amount of the remuneration of the Directors or the manner in which it is to be determined.

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as otherwise provided by these Articles two members present in person or by proxy shall be a quorum. A corporation being a member shall if represented in accordance with regulation 74 of Table A, Part I be deemed to be personally present.

10. It shall not be necessary to give notice of an adjourned meeting and regulation 57 of Table A, Part I shall be modified accordingly.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two.

13. A Director shall not be required to hold any shares in the Company by way of qualification.

14. (1) The Directors on behalf of the Company may grant or make provision for pensions allowances or gratuities and life assurance and other benefits to or for the benefit of:—

- (A) any Director or former Director or other officer or former officer who holds or has held any place of profit with:—
 - (i) the Company; or

- (ii) any company in which the Company is or was interested; or
 - (iii) any company firm or concern whose business or any part thereof or control of whose business or any part thereof has at any time been acquired by the Company or any of its subsidiaries; or
 - (iv) any company which is for the time being the holding company (as defined in section 154 of the Act) of the Company; or
 - (v) any company which is or was a fellow subsidiary (as defined for the purposes of paragraph 16 of the Eighth Schedule to the Act) of the Company;
 - (B) the wife or widow or any other dependant or family of such Director or former Director or other officer or former officer;
 - (C) any other employee or former employee of the Company or of any such company, firm or concern as aforesaid;
 - (D) the wife or widow or any other dependant or family of any such other employee or former employee;
- or any class or classes thereof respectively.

(2) Any of the matters aforesaid may be done either alone or in conjunction with any other person or company, and in such manner as the Directors may think fit.

(3) Subject always, if so required by law, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company any such person as is mentioned in sub-paragraph (A) to (D) inclusive of paragraph (1) above shall be entitled to receive and retain for his own benefit any such pension allowance gratuity assurance or other benefit and any such Director as is mentioned above may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is or may be or become interested therein.

15. Any Director may at any time be removed from office by ordinary resolution of the Company in general meeting, and it shall not be necessary to give special notice of an intention to move a resolution for any such removal.

16. The Company in general meeting may by ordinary resolution at any time and from time to time appoint any persons to be Directors of the Company.

17. The Directors shall have power from time to time or at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed in accordance with these Articles.

CHAIRMAN AND MANAGING DIRECTORS.

18. (A) The Directors may from time to time appoint one or more of their body to the office of Chairman or Managing or Joint Managing Director for such period, at such remuneration and upon such terms as to the duties to be performed and the powers to be exercised and all other matters as they may think fit and either collaterally with or to the exclusion of or subject to their own powers and may from time to time revoke, withdraw, vary or alter all or any such powers but so that no such holder of such office shall be invested with any powers or entrusted with any duties which the Directors could not themselves have exercised or performed.

(B) The remuneration of any holder of such office may be by way of salary or commission or participation in profits, or by all or any of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension and/or lump sum payment on retirement from his office.

(c) Subject to any contract between any such holder and the Company the Directors may from time to time remove or dismiss him from office and appoint another or others in his place or to act jointly with him.

(d) Save as hereinafter provided a Chairman or Managing or Joint Managing Director shall (unless otherwise provided by the terms of any agreement 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, for any cause, he ceases to hold the office of Director, he shall, *ipso facto* and immediately, cease to be Chairman or Managing or Joint Managing Director as the case may be but without prejudice in any event to any claim for damages for breach of any contract of service between him and the Company.

TECHNICAL, ASSISTANT OR REGIONAL DIRECTORS.

19. The Directors may from time to time appoint any person as a Technical, Assistant or Regional Director. A Technical, Assistant or Regional Director shall perform such duties and shall exercise such rights and powers and shall be entitled to receive such remuneration (if any) in addition to his remuneration from any office or employment with the Company or any Subsidiary as the Directors may from time to time determine. A Technical, Assistant or Regional Director shall attend meetings of the Directors at the invitation of the Directors with a view to being consulted on such matters of importance in the general administration of the business of the Company and its Subsidiaries (if any) as the Directors shall consider desirable, but a Technical, Assistant or Regional Director shall not be entitled to vote on any resolution submitted at a meeting of the Directors. A Technical, Assistant or Regional Director shall not by reason of his holding such appointment be a Director of the Company and reference in these articles to Directors or Members of the Board shall not include a Technical, Assistant or Regional Director and the Technical, Assistant or Regional Directors shall remain at all times in all respects subject to the control of the Directors and they or any of them may at any time be removed or suspended from office by the Directors.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

21. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which the question is considered, and if he shall so vote his vote shall be counted. This article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

22. In regulation 86 of Table A, Part I, the words from and including the words "and every Director" down to the end of that regulation shall be omitted.

DISQUALIFICATION OF DIRECTORS.

23. The office of a Director shall be vacated—

- (1) If (not being precluded from so doing as hereinafter provided) by notice in writing to the Company he resigns the office of Director.
- (2) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.

- (3) If he is prohibited from being a Director by an order made under the provisions of section 188 of the Act or otherwise by law.
- (4) If in the opinion of all his co-directors he becomes incapable by reason of mental sickness or disorder of discharging his duties as a Director.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act or by an ordinary resolution duly passed under Article 15 hereof.

PROVIDED that a Chairman or Managing Director or Joint Managing Director holding office as such for a fixed period shall not be entitled to resign his office of Director of the Company.

24. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of any such person.

PROCEEDINGS OF DIRECTORS.

25. The Directors may from time to time fix the quorum necessary for the transaction of business at meetings of the Directors and unless so fixed the quorum shall be two except—

- (A) when the number of Directors is, without contravention of regulation 12 hereof, one; or
- (B) when the only business of the meeting is to convene a meeting of the members or of any class of members;

when the quorum shall be one.

26. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) of the committee of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

ACCOUNTS.

27. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES.

28. A notice sent by post shall be deemed to be served at the time of posting and regulation 131 of Table A, Part I, shall be modified accordingly. Furthermore in that regulation the word "or" immediately before the words "to his registered address" shall be omitted.

29. It shall not be necessary to give notice of any general meeting to the legal personal representatives or trustee in bankruptcy of a deceased or bankrupt member and regulation 134 of Table A, Part I, shall accordingly be modified by the deletion of subparagraph (b) thereof.

30. Every Director whether or not a member shall be entitled to receive notice of and attend all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Table A, Part I, shall be modified accordingly.

WINDING UP.

31. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

32. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

No. C.172

DUPLICATE FOR THE FILE

No. 142418

No. 142418



3/-

B

Reference: C.R. 98/4837/65

BOARD OF TRADE

COMPANIES ACT, 1948

THE COPPER DEPOSITING AND GENERAL ENGINEERING COMPANY,
LIMITED

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

SUTTLEY & SILVERLOCK, LIMITED

REGISTERED

5 JUL 1965

Signed on behalf of the Board of Trade

the FIFTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L.S. Whitfield

C.60

K7753 M737848/1621 10,000 4/64 KP3601

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

Ø

DUPLICATE FOR THE FILE

No. 142418

74



Certificate of Incorporation on Change of Name

Whereas

THE COPPER DEPOSITING AND GENERAL ENGINEERING COMPANY, LIMITED

was incorporated as a limited company under the

COMPANIES ACTS, 1908 AND 1913,

on the SIXTEENTH DAY OF DECEMBER, 1915

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

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

SUTTLEY & SILVERLOCK, LIMITED

Given under my hand at London, this FIFTH DAY OF JULY

ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

Certificate received by

POST

L. S. W. W. W. W.

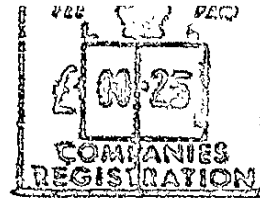
Assistant Registrar of Companies.

Date

142418

77

The Companies Acts, 1908 to 1948



SP 20 A/100
Doc (113)

COMPANY LIMITED BY SHARES.

51

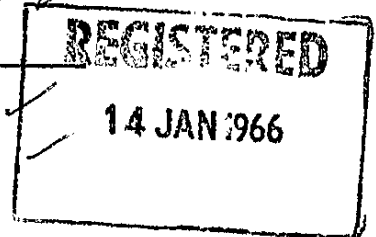
MEMORANDUM OF ASSOCIATION

OF

Bus. Copper Depositing & General Engineering Co. Ltd.

Res. of 23rd June 1965

SUTTLEY & SILVERLOCK, LIMITED



1. The name of the Company is "SUTTLEY & SILVERLOCK, LIMITED."

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

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

(a) To carry on in all their branches the business of Printers, Engravers, Lithographers, Publishers, Book and Print Sellers, Bookbinders, Art Journalists, Newspaper and Magazine Proprietors, Newsagents, Journalists Literature Agents, Stationers, Music Sellers, Advertising Agents, Advertisement Contractors, Designers of Advertisements, Advertising Consultants, Artists, Designers, and Illustrators, Stereotypers, Electrotypers, Process Workers, Photographers, Bill Posters, Display Specialists and Contractors, Type Founders, Type Cutters and producers in any other way of books, newspapers, magazines, periodicals, prints, pictures, engravings, lithographs, musical compositions, and every sort of publication, and the business or businesses of metal workers, cutlers, carpenters, ironmongers, painters, machinists, engineers, packing case makers, wood workers, ink makers, paper makers, makers of other materials used in any of the said businesses, dealers in any of the above and the business or businesses of buying, selling, manufacturing, repairing, converting, altering, letting on hire and dealing in any of the above, and the business or businesses of shippers, merchants and commission agents in connection therewith.

(b) To manufacture, grow, import, buy, sell, exchange, clean, erect, install, repair, alter, re-model, let or take on hire or otherwise deal in, any plant, machinery material article or thing capable of being conveniently made, used, or sold, in any of the businesses or trades aforesaid.

(c) To acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom, or in any Colony, or Dependency, or possession thereof, or in any foreign country, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, supreme, municipal, local or otherwise, whether at home or abroad.

(d) To acquire any securities or investments by original subscription, tender, participation in syndicates, or as consideration for services rendered, moneys paid, guarantees given, or for any other cause, and whether fully paid or not, and to make payments thereon as called upon, and to

† Name changed from The Copper Depositing & General Engineering Co. Ltd. by Special Resolution on 23rd day of June, 1965.

*Adopted by Special Resolution on 23rd June 1965

acquire the same, whether in excess of the amount proposed to be invested or not, and to make such subscriptions as aforesaid conditionally or otherwise and to make advances upon such securities or investments, and to invest or re-invest the money received for or produced by the same, and any moneys of the share capital of the Company, and generally to vary the securities and investments of the Company from time to time.

- (e) To issue debentures, debenture stock, bonds, obligations and securities of all kinds, and to frame, constitute and secure same as may seem expedient, with full power to make same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by Trust Deed, or otherwise on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (f) To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
- (g) Generally to promote any company or companies for the purposes of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to enhance the value of any of this Company's property or rights; to underwrite, and apply for the shares or securities of any company; to subscribe for, purchase, hold, sell and deal and traffic in shares, stocks, bonds and securities of every description; to lend money and to finance, subsidise, and provide capital for any company, firm, person, or any government or municipal or other authority, and generally to act as financiers.
- (h) To carry on any other trades or businesses (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently or advantageously carried on by the Company as auxiliary to or in connection with any of the above-mentioned businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights for the time being.
- (i) To purchase, sell, export, import, manufacture, grow, prepare for market, and deal in all kinds of merchandise, produce, commodities, articles and things which may be required for any of the purposes of any of the businesses which the Company is authorised to carry on, or which are commonly produced, dealt in, or used by persons engaged in any such business, or which may seem capable of being profitably or conveniently produced, dealt in or used in connection with any such business.
- (j) To apply for, purchase, or otherwise acquire, any patents, copyrights, trade marks, licences, concessions, and the like, or any secret or other information as to any invention, matter, or thing which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated to benefit the Company, and to use, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (k) To apply for, obtain, purchase acquire, promote and deal with Acts of Parliament and Provisions or other Orders under any existing statute or under any statute which may hereafter become law, or licence of the Board of Trade or other authority; to oppose any Bills before Parliament or any application to any authority or any other proceeding which may appear directly or indirectly adverse to the Company's interests. and to subscribe for or towards any of the above, either in the Company's name

or in the name of any other persons, companies, or corporations as may be deemed to be expedient or conducive to the Company's benefit, and to enter into any arrangements with any governments or authorities supreme, municipal, local, or otherwise, or with any person or persons to obtain from any such government, authority or persons all or any rights, concessions, privileges, and consents whatsoever, or to enter into any agreements with any governments, authorities, persons, companies, or corporations for the purchase or sale of land, or for any other purpose which may seem conducive to the Company's objects or any of them, and to carry out, exercise, and comply with any such agreements, arrangements, rights, concessions, privileges, and consents.

- (l) To enter into partnership or into any arrangement for joint working in business or for sharing profits, union of interests, reciprocal concessions or co-operation with any person or partnership or company carrying on or about to carry on any business or transaction which this Company is authorised to carry on, or any business or transaction of any kind capable of being conducted so as directly or indirectly to benefit this Company, and to amalgamate with any person, partnership or company carrying on any business of a like or similar nature, and to take or otherwise acquire shares and securities of such company or business, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (m) To acquire, either by purchase or otherwise, and undertake the whole or any part of any business and liabilities of any company, firm or person of a similar nature to any business which may at any time hereafter be carried on by the Company, or which may be within the scope of any of the objects of the Company, or to acquire any interest in any such business.
- (n) To hire, purchase, or otherwise acquire carts, wagons, horses, motor lorries, locomotive engines, railway wagons, or any other conveyances, vehicles or motor power, or to adopt any mode of transport which may seem to be advantageous to the Company.
- (o) To lend money to any person for the purpose of experiments which may directly or indirectly benefit the Company and to other parties, in particular connected with the Company in business, or having any dealings with the Company, on such terms as may seem expedient; to guarantee the performance of any contracts and to undertake any obligations of every kind and description upon such terms as may from time to time to be considered desirable in the interest of the Company and to act as financial agents or agents in the managing, sale and purchase of properties.
- (p) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and in any way to deal with the same.
- (q) To raise or borrow (permanently or temporarily), and with or without security any money required for the purposes of the Company, and to secure the payment of money by, or the performance of any contracts or obligations of the Company or other persons, in such a manner and upon such terms as the Company shall think fit, either by way of mortgage, charge, deposit of deeds, or by the creation and issue of mortgage debentures, debentures, debenture stock (perpetual or otherwise, and either at *par* or at a premium or discount), bonds or notes, charged upon all or any part of the property and assets of the Company, whether real or personal, present or future (including uncalled capital), payable to bearer or otherwise, and to secure the same by trust deed or otherwise upon such terms as the Company may think fit, and to pay a commission, or other remuneration to persons or corporations causing the said money to be lent to the Company or to any person or corporation guaranteeing the repayment of money lent to the Company and the interest thereon,

or to any person or corporation guaranteeing any contract of the Company, or to any person or corporation for acting as trustees for the holders of any debentures or debenture stock which may be issued by the Company.

- (r) 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, and to treat the income arising from any investments as part of the profits of the Company.
- (s) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit persons who are or have been employed by the Company, or its predecessors in business, or the dependents or connections of such persons or person having dealings with the Company, or its predecessors in business, and to subscribe or guarantee money for charitable or benevolent objects, or objects likely to benefit the Company directly or indirectly, and to grant pensions and allowances, and to make payments towards insurance, or for any exhibition, or for any general, public, or useful object.
- (t) To receive money or securities from any shareholder or shareholders or Director or Directors of the Company or from any other person or persons, on deposit, at interest or for safe custody or otherwise.
- (u) To pay for any property or rights acquired by the Company either in cash or shares whether fully or partially paid up and with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of debentures or any securities which the Company has power to create or issue, or partly in one mode and partly in the other or others, and generally on such terms as the Company may think fit.
- (v) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of or other interest in any other company or corporation having objects altogether or in part similar to those of this Company.
- (w) To adopt such means of making known and advertising the business of the Company as may seem expedient.
- (x) To distribute among the members in specie, or in cash, by way of dividend or bonus or bonus shares or upon a return of capital, any property of the Company or any proceeds of sale or disposal of any property of the Company, and to treat as profit any undivided profits made by any business acquired by the Company notwithstanding that such profits were made prior to the incorporation of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (y) To pay out of the funds of the Company, either in cash, fully-paid shares or otherwise, all expenses which the Company may lawfully pay of or incident to the formation and registration of the Company, and of any other company, including registration fees, stamps, legal charges and expenses, printing and advertising, and the establishment of agencies of the Company, and all premiums or other payments, either in one sum or annually, in respect of any policies effected in connection with any securities issued by the Company, and for obtaining subscriptions of the shares, debentures, or other securities thereof, including all commissions and other remuneration to brokers or other persons for procuring or guaranteeing subscriptions for, or for underwriting, placing, selling, or otherwise disposing of any of the shares, debentures, or other securities or property of this Company and of any other company.

(aa) To do either or both of the above and to do such other things as may be necessary or expedient for the purposes of the above.

(bb) To do such other things as may be necessary or expedient for the purposes of the above.

And it is hereby declared that the above clause shall, unless otherwise provided, be in now and shall be in now of any other paragraph.

4. The liability of the Company shall be limited to the amount of the capital paid up.

5. The Capital of the Company shall be divided into shares of the nominal value of one hundred rupees each, and the Company shall have power to increase the Capital from time to time.

6. Any of the shares of the Company may be issued from time to time by the Company, either in cash or otherwise, and may be issued with any special rights of dividend or of repayment of capital or otherwise, or by means of debentures or any securities which the Company has power to create or issue, or partly in one mode and partly in the other or others, and generally on such terms as the Company may think fit.

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

(bb) To procure the Company to be registered or recognised in any part of the world and to take all needful steps for enabling the Company to act as a legally authorised Company according to the laws of the countries, republics or states in which the Company shall for the time being seek to carry on business or have transactions but so that the limited liability of the members shall not be in any way prejudiced. ✓

And it is hereby declared that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. ✓

4. The liability of the Members is limited. ✓

5. The Capital of the Company is £1,000, divided into 1,000 shares of £1 each, with power to increase, reduce, or sub-divide the same. ✓

6. Any of the said shares, for the time being unissued, and any new shares from time to time to be created, may from time to time have attributed to them, or be issued with any such guarantee, or any such right of preference, whether in respect of dividend or of repayment of Capital or both, or with any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any special right or without any right of voting, and generally on such terms as the Company may from time to time by resolution determine, but so that the rights or privileges belonging to the holders of any shares issued with preference or other special rights shall not be affected, altered, modified or dealt with except with such sanction as is provided by the Articles of Association of the Company for the time being. ✓

Thomas Thomas
Secretary

10/12
2000

Where, the several persons whose names, addresses and descriptions are hereunto 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 to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
CHAS. T. WOOSNAM, 25, Bovill Road, Honor Oak Park, S.E. <i>Clerk.</i>	One
ALFD. J. WOODS, 78, Dumbreck Road, Eltham, S.E. <i>Clerk.</i>	One

Dated the 16th day of December, 1915.

WITNESS to the above Signatures:—

E. HOPKINS,

33, Old Jewry, E.C.,

Clerk to

Maddison, Stirling & Humm,

Solicitors.

The Companies Acts, 1908 to 1948
COMPANY LIMITED BY SHARES

~~MEMORANDUM AND NEW ARTICLES OF ASSOCIATION~~
OF
SUTTLEY & SILVERLOCK, LIMITED

Incorporated the 16th day of December, 1915



**Certificate of Incorporation
on Change of Name**

[Copy]

Whereas THE COPPER DEPOSITING AND GENERAL ENGINEERING COMPANY, LIMITED was incorporated as a limited company under the Companies Acts, 1908 and 1913, on the Sixteenth Day of December, 1915.

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

Now therefore I hereby certify that the Company is a limited company incorporated under the name of SUTTLEY & SILVERLOCK, LIMITED.

Given under my hand at London, this Fifth Day of July One Thousand Nine Hundred and Sixty Five.

L. S. WHITFIELD,
Assistant Registrar of Companies

No. 142418


The Companies Acts, 1948 - 1967

SPECIAL RESOLUTION

of

SUTTLEY & SILVERLOCK LTD

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Athene House, 66 - 73 Shoe Lane, London EC4 at 10.00 am on 23 April, 1971 the following Resolution was duly passed as a SPECIAL RESOLUTION :

RESOLUTION

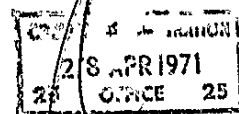
That the Regulations contained in the printed document submitted to this meeting and, for the purpose of identification subscribed by the Chairman hereof, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

Dated this 23rd day of April, 1971


M. J. P. FAWCETT

Chairman of the Meeting

MJPF : cq
23 April 1971





No. 142418


The Companies Acts, 1948 - 1967

SPECIAL RESOLUTION

of

SUTTLEY & SILVERLOCK LTD

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RESOLUTION

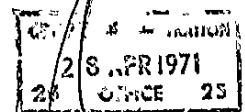
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Dated this 23rd day of April, 1971


M. J. P. FAWCETT

Chairman of the Meeting

MJPF : cq
23 April 1971





COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

SUTTLEY & SILVERLOCK

Limited

(Adopted by Special Resolution passed on the 23rd day of April, 1971)

PRELIMINARY.

1. The Company is a Private Company within the meaning of section 28 of the Companies Act, 1948.

2. Subject as provided in the next following regulation and to the modifications hereinafter expressed the regulations contained and incorporated in Part II of Table A set out in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company and shall together with the regulations herein contained constitute the regulations of the Company.

3. Regulations 3, 24, 52, 53, 75, 77, 79, 87 to 97 inclusive, 99, 106, 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4, and 5 of Table A, Part II, shall not apply to the Company and the exception contained in regulation 1 of Table A, Part II, shall be extended accordingly. Regulations 57, 58, 84, 86, 127, 131, 134 and 135 of Table A, Part I shall be modified as hereinafter mentioned.

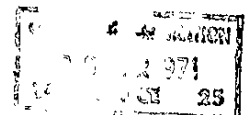
SHARES.

4. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES.

6. Whenever and so long as the Company shall be a wholly-owned subsidiary of another company (in this Article referred to as "the holding company") then if the holding company shall deliver to the Company a notice in writing purporting to be



signed by the secretary or assistant secretary of the holding company and stating that any share of the Company is held by the registered holder thereof as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.

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

PROCEEDINGS AT GENERAL MEETINGS.

8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of:

- (A) the declaration of dividends;
- (B) the reading consideration and adoption of the balance sheet and profit and loss account, the group accounts (if any) and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet;
- (C) the election of Directors;
- (D) the reappointment of the retiring Auditors and the fixing of the amount of their remuneration or the manner in which it is to be determined; and
- (E) the fixing of the amount of the remuneration of the Directors or the manner in which it is to be determined.

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as otherwise provided by these Articles two members present in person or by proxy shall be a quorum. A corporation being a member shall if represented in accordance with regulation 74 of Table A, Part I be deemed to be personally present.

10. It shall not be necessary to give notice of an adjourned meeting and regulation 57 of Table A, Part I shall be modified accordingly.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two.

13. A Director shall not be required to hold any shares in the Company by way of qualification.

14. (1) The Directors on behalf of the Company may grant or make provision for pensions allowances or gratuities and life assurance and other benefits to or for the benefit of:—

- (A) any Director or former Director or other officer or former officer who holds or has held any place of profit with:—

- i the Company, or

- (ii) any company in which the Company is or was interested, or
 - (iii) any company firm or concern whose business or any part thereof or control of whose business or any part thereof has at any time been acquired by the Company or any of its subsidiaries; or
 - (iv) any company which is for the time being the holding company (as defined in section 154 of the Act) of the Company; or
 - (v) any company which is or was a fellow subsidiary (as defined for the purposes of paragraph 16 of the Eighth Schedule to the Act) of the Company;
 - (b) the wife or widow or any other dependant or family of such Director or former Director or other officer or former officer;
 - (c) any other employee or former employee of the Company or of any such company, firm or concern as aforesaid;
 - (d) the wife or widow or any other dependant or family of any such other employee or former employee;
- or any class or classes thereof respectively.

(2) Any of the matters aforesaid may be done either alone or in conjunction with any other person or company, and in such manner as the Directors may think fit.

(3) Subject always, if so required by law, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company any such person as is mentioned in sub-paragraph (A) to (D) inclusive of paragraph (1) above shall be entitled to receive and retain for his own benefit any such pension allowance gratuity assurance or other benefit and any such Director as is mentioned above may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is or may be or become interested therein.

15. Any Director may at any time be removed from office by ordinary resolution of the Company in general meeting, and it shall not be necessary to give special notice of an intention to move a resolution for any such removal.

16. The Company in general meeting may by ordinary resolution at any time and from time to time appoint any persons to be Directors of the Company.

17. The Directors shall have power from time to time or at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed in accordance with these Articles.

CHAIRMAN AND MANAGING DIRECTORS.

18. (A) The Directors may from time to time appoint one or more of their body to the office of Chairman or Managing or Joint Managing Director for such period, at such remuneration and upon such terms as to the duties to be performed and the powers to be exercised and all other matters as they may think fit and either collaterally with or to the exclusion of or subject to their own powers and may from time to time revoke, withdraw, vary or alter all or any such powers but so that no such holder of such office shall be invested with any powers or entrusted with any duties which the Directors could not themselves have exercised or performed.

(B) The remuneration of any holder of such office may be by way of salary or commission or participation in profits, or by all or any of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension and/or lump sum payment on retirement from his office.

(C). Subject to any contract between any such holder and the Company, the Directors may from time to time remove or dismiss him from office and appoint another or others in his place or to act jointly with him.

(D) Save as hereinafter provided a Chairman or Managing or Joint Managing Director shall (unless otherwise provided by the terms of any agreement 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, for any cause, he ceases to hold the office of Director, he shall, *ipso facto* and immediately, cease to be Chairman or Managing or Joint Managing Director as the case may be but without prejudice in any event to any claim for damages for breach of any contract of service between him and the Company.

TECHNICAL, ASSISTANT OR REGIONAL DIRECTORS.

19. The Directors may from time to time appoint any person as a Technical, Assistant or Regional Director. A Technical, Assistant or Regional Director shall perform such duties and shall exercise such rights and powers and shall be entitled to receive such remuneration (if any) in addition to his remuneration from any office or employment with the Company or any Subsidiary as the Directors may from time to time determine. A Technical, Assistant or Regional Director shall attend meetings of the Directors at the invitation of the Directors with a view to being consulted on such matters of importance in the general administration of the business of the Company and its Subsidiaries (if any) as the Directors shall consider desirable, but a Technical, Assistant or Regional Director shall not be entitled to vote on any resolution submitted at a meeting of the Directors. A Technical, Assistant or Regional Director shall not by reason of his holding such appointment be a Director of the Company and reference in these articles to Directors or Members of the Board shall not include a Technical, Assistant or Regional Director and the Technical, Assistant or Regional Directors shall remain at all times in all respects subject to the control of the Directors and they or any of them may at any time be removed or suspended from office by the Directors.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

21. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which the question is considered, and if he shall so vote his vote shall be counted. This article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

22. In regulation 86 of Table A, Part I, the words from and including the words "and every Director" down to the end of that regulation shall be omitted.

DISQUALIFICATION OF DIRECTORS.

23. The office of a Director shall be vacated—

(1) If (not being precluded from so doing as hereinafter provided) by notice in writing to the Company he resigns the office of Director.

(2) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.

- 3) If he is prohibited from being a Director by an order made under the provisions of section 183 of the Act or otherwise by law.
- (4) If in the opinion of all his co-directors he becomes incapable by reason of mental sickness or disorder of discharging his duties as a Director.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act or by an ordinary resolution duly passed under Article 15 hereof.

PROVIDED that a Chairman or Managing Director or Joint Managing Director holding office as such for a fixed period shall not be entitled to resign his office of Director of the Company.

24. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of any such person.

PROCEEDINGS OF DIRECTORS.

25. The Directors may from time to time fix the quorum necessary for the transaction of business at meetings of the Directors and unless so fixed the quorum shall be two except—

- (A) when the number of Directors is, without contravention of regulation 12 hereof, one; or
- (B) when the only business of the meeting is to convene a meeting of the members or of any class of members;

when the quorum shall be one.

26. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) of the committee of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

ACCOUNTS.

27. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES.

28. A notice sent by post shall be deemed to be served at the time of posting and regulation 131 of Table A, Part I, shall be modified accordingly. Furthermore in that regulation the word "or" immediately before the words "to his registered address" shall be omitted.

29. It shall not be necessary to give notice of any general meeting to the legal personal representatives or trustee in bankruptcy of a deceased or bankrupt member and regulation 134 of Table A, Part I, shall accordingly be modified by the deletion of subparagraph (b) thereof.

30. Every Director whether or not a member shall be entitled to receive notice of and attend all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Table A, Part I, shall be modified accordingly.

WINDING UP.

31. In regulation 135 of Table A, Part I. the words "with the like sanction" shall be inserted immediately before the words "determine how such division." and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

32. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

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COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES
OF
SUTTLEY & SILVERLOCK LIMITED

for

THE COMPANY SEAL

THE ALTERATIONS CONTAINED WITHIN
HAVE BEEN INITIALLED BY THE UNDERSIGNED

B Alexander

COMPANY SECRETARY

Incorporated the 16th day of December, 1915

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COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

OF

SUTTLEY & SILVERLOCK LIMITED

* 1. The name of the Company is SUTTLEY & SILVERLOCK LIMITED.

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

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

(a) To carry on in all their branches the business of Printers, Engravers, Lithographers, Publishers, Book and Print Sellers, Bookbinders, Art Journalists, Newspaper and Magazine Proprietors, Newsagents, Journalists Literature Agents, Stationers, Music Sellers, Advertising Agents, Advertisement Contractors, Designers of Advertisements, Advertising Consultants, Artists, Designers, and Illustrators, Stereotypers, Electrotypers, Process Workers, Photographers, Bill Posters, Display Specialists and Contractors, Type Founders, Type Cutters and producers in any other way of books, newspapers, magazines, periodicals, prints, pictures, engravings, lithographs, musical compositions, and every sort of publication, and the business or businesses of metal workers, cutlers, carpenters, ironmongers, painters, machinists, engineers, packing case makers, wood workers, ink makers, paper makers, makers of other materials used in any of the said businesses, dealers in any of the above and the business or businesses of buying, selling, manufacturing, repairing, converting, altering, letting on hire and dealing in any of the above, and the business or businesses of shippers, merchants and commission agents in connection therewith.

(b) To manufacture, grow, import, buy, sell, exchange, clean, erect, install, repair, alter, re-model, let or take on hire or otherwise deal in, any plant, machinery material article or thing capable of being conveniently made, used, or sold, in any of the businesses or trades aforesaid.

(c) To acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted of carrying on business in the United Kingdom, or in any Colony, or Dependency, or possession thereof, or in any foreign country, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, supreme, municipal, local or otherwise, whether at home or abroad.

(d) To acquire any securities or investments by original subscription, tender, participation in syndicates, or as consideration for services rendered, moneys paid, guarantees given, or for any other cause, and whether fully paid or not, and to make payments thereon as called upon, and to

** Adopted by Special Resolution on 23rd June 1965

* Change of name. Original name: "The Copper Depositing and General Engineering Company, Limited" Incorporated the 16th December, 1915. Changed to: "Suttley & Silverlock Limited" passed 5th July, 1965.

acquire the same, whether in excess of the amount proposed to be invested or not, and to make such subscriptions as aforesaid conditionally or otherwise and to make advances upon such securities or investments, and to invest or re-invest the money received for or produced by the same, and any moneys of the share capital of the Company, and generally to vary the securities and investments of the Company from time to time.

- (e) To issue debentures, debenture stock, bonds, obligations and securities of all kinds, and to frame, constitute and secure same as may seem expedient, with full power to make same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by Trust Deed, or otherwise on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital) or otherwise howsoever.
- (f) To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligations, shares, stocks and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
- (g) Generally to promote any company or companies for the purposes of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to enhance the value of any of this Company's property or rights; to underwrite, and apply for the shares or securities of any company; to subscribe for, purchase, hold, sell and deal and traffic in shares, stocks, bonds and securities of every description; to lend money and to finance, subsidise, and provide capital for any company, firm, person, or any government or municipal or other authority, and generally to act as financiers.
- (h) To carry on any other trades or businesses (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently or advantageously carried on by the Company as auxiliary to or in connection with any of the above-mentioned businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property and rights for the time being.
- (i) To purchase, sell, export, import, manufacture, grow, prepare for market, and deal in all kinds of merchandise, produce, commodities, articles and things which may be required for any of the purposes of any of the businesses which the Company is authorised to carry on, or which are commonly produced, dealt in, or used by persons engaged in any such business, or which may seem capable of being profitably or conveniently produced, dealt in or used in connection with any such business.
- (j) To apply for, purchase, or otherwise acquire, any patents, copyrights, trade marks, licences, concessions, and the like, or any secret or other information as to any invention, matter, or thing which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated to benefit the Company, and to use, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (k) To apply for, obtain, purchase acquire, promote and deal with Acts of Parliament and Provisions or other Orders under any existing statute or under any statute which may hereafter become law, or licence of the Board of Trade or other authority; to oppose any Bills before Parliament or any application to any authority or any other proceeding which may appear directly or indirectly adverse to the Company's interests, and to subscribe for or towards any of the above, either in the Company's name

or in the name of any other persons, companies, or corporations as may be deemed to be expedient or conducive to the Company's benefit, and to enter into any arrangements with any governments or authorities supreme, municipal, local, or otherwise, or with any person or persons to obtain from any such government, authority or persons all or any rights, concessions, privileges, and consents whatsoever, or to enter into any agreements with any governments, authorities, persons, companies, or corporations for the purchase or sale of land, or for any other purpose which may seem conducive to the Company's objects or any of them, and to carry out, exercise, and comply with any such agreements, arrangements, rights, concessions, privileges, and consents.

- (l) To enter into partnership or into any arrangement for joint working in business or for sharing profits, union of interests, reciprocal concessions or co-operation with any person or partnership or company carrying on or about to carry on any business or transaction which this Company is authorised to carry on, or any business or transaction of any kind capable of being conducted so as directly or indirectly to benefit this Company, and to amalgamate with any person, partnership or company carrying on any business of a like or similar nature, and to take or otherwise acquire shares and securities of such company or business, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (m) To acquire, either by purchase or otherwise, and undertake the whole or any part of any business and liabilities of any company, firm or person of a similar nature to any business which may at any time hereafter be carried on by the Company, or which may be within the scope of any of the objects of the Company, or to acquire any interest in any such business.
- (n) To hire, purchase, or otherwise acquire carts, wagons, horses, motor lorries, locomotive engines, railway wagons, or any other conveyances, vehicles or motor power, or to adopt any mode of transport which may seem to be advantageous to the Company.
- (o) To lend money to any person for the purpose of experiments which may directly or indirectly benefit the Company and to other parties, in particular connected with the Company in business, or having any dealings with the Company, on such terms as may seem expedient; to guarantee the performance of any contracts and to undertake any obligations of every kind and description upon such terms as may from time to time be considered desirable in the interest of the Company and to act as financial agents or agents in the managing, sale and purchase of properties.
- (p) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, and in any way to deal with the same.
- (q) To raise or borrow (permanently or temporarily), and with or without security any money required for the purposes of the Company, and to secure the payment of money by, or the performance of any contracts or obligations of the Company or other persons, in such a manner and upon such terms as the Company shall think fit, either by way of mortgage, charge, deposit of deeds, or by the creation and issue of mortgage debentures, debentures, debenture stock (perpetual or otherwise, and either at *par* or at a premium or discount), bonds or notes, charged upon all or any part of the property and assets of the Company, whether real or personal, present or future (including uncalled capital), payable to bearer or otherwise, and to secure the same by trust deed or otherwise upon such terms as the Company may think fit, and to pay a commission, or other remuneration to persons or corporations causing the said money to be lent to the Company or to any person or corporation guaranteeing the repayment of money lent to the Company and the interest thereon,

or to any person or corporation guaranteeing any contract of the Company, or to any person or corporation for acting as trustees for the holders of any debentures or debenture stock which may be issued by the Company.

- (r) 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, and to treat the income arising from any investments as part of the profits of the Company.
- (s) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit persons who are or have been employed by the Company, or its predecessors in business, or the dependents or connections of such persons or person having dealings with the Company, or its predecessors in business, and to subscribe or guarantee money for charitable or benevolent objects, or objects likely to benefit the Company directly or indirectly, and to grant pensions and allowances, and to make payments towards insurance, or for any exhibition, or for any general, public, or useful object.
- (t) To receive money or securities from any shareholder or shareholders or Director or Directors of the Company or from any other person or persons, on deposit, at interest or for safe custody or otherwise.
- (u) To pay for any property or rights acquired by the Company either in cash or shares whether fully or partially paid up and with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by means of debentures or any securities which the Company has power to create or issue, or partly in one mode and partly in the other or others, and generally on such terms as the Company may think fit.
- (v) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of or other interest in any other company or corporation having objects altogether or in part similar to those of this Company.
- (w) To adopt such means of making known and advertising the business of the Company as may seem expedient.
- (x) To distribute among the members in specie, or in cash, by way of dividend or bonus or bonus shares or upon a return of capital, any property of the Company or any proceeds of sale or disposal of any property of the Company, and to treat as profit any undivided profits made by any business acquired by the Company notwithstanding that such profits were made prior to the incorporation of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (y) To pay out of the funds of the Company, either in cash, fully-paid shares or otherwise, all expenses which the Company may lawfully pay of or incident to the formation and registration of the Company, and of any other company, including registration fees, stamps, legal charges and expenses, printing and advertising, and the establishment of agencies of the Company, and all premiums or other payments, either in one sum or annually, in respect of any policies effected in connection with any securities issued by the Company, and for obtaining subscriptions of the shares, debentures, or other securities thereof, including all commissions and other remuneration to brokers or other persons for procuring or guaranteeing subscriptions for, or for underwriting, placing, selling, or otherwise disposing of any of the shares, debentures, or other securities or property of this Company and of any other company.

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

(bb) To procure the Company to be registered or recognised in any part of the world and to take all needful steps for enabling the Company to act as a legally authorised Company according to the laws of the countries, republics or states in which the Company shall for the time being seek to carry on business or have transactions but so that the limited liability of the members shall not be in any way prejudiced.

And it is hereby declared that the objects specified in each paragraph of this clause shall, unless otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Capital of the Company is £1,000, divided into 1,000 shares of £1 each, with power to increase, reduce, or sub-divide the same.

6. Any of the said shares, for the time being unissued, and any new shares from time to time to be created, may from time to time have attributed to them, or be issued with any such guarantee, or any such right of preference, whether in respect of dividend or of repayment of Capital or both, or with any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any special right or without any right of voting, and generally on such terms as the Company may from time to time by resolution determine, but so that the rights or privileges belonging to the holders of any shares issued with preference or other special rights shall not be affected, altered, modified or dealt with except with such sanction as is provided by the Articles of Association of the Company for the time being.

WE, the several persons whose names, addresses and descriptions are hereunto 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 to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
CHAS. T. WOOSNAM, 25, Bovill Road, Honor Oak Park, S.E. <i>Clerk.</i>	One
ALFD. J. WOODS, 78, Dumbreck Road, Eltham, S.E. <i>Clerk.</i>	One

Dated the 16th day of December, 1915.

WITNESS to the above Signatures:—

E. HOPKINS,

33, Old Jewry, E.C.,

Clerk to

Maddison, Stirling & Humm,

Solicitors.

COMPANY LIMITED BY SHARES

NEW

Articles of Association

OF

SUTTLEY & SILVERLOCK

Limited

(Adopted by Special Resolution passed on the 23rd day of April, 1971)

PRELIMINARY.

1. The Company is a Private Company within the meaning of section 25 of the Companies Act, 1948.

2. Subject as provided in the next following regulation and to the modifications hereinafter expressed the regulations contained and incorporated in Part II of Table A set out in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II", shall apply to the Company and shall together with the regulations herein contained constitute the regulations of the Company.

3. Regulations 3, 24, 52, 53, 75, 77, 79, 87 to 97 inclusive, 99, 106, 107, 108, 109 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4, and 5 of Table A, Part II, shall not apply to the Company and the exception contained in regulation 1 of Table A, Part II, shall be extended accordingly. Regulations 57, 58, 84, 86, 127, 131, 134 and 135 of Table A, Part I shall be modified as hereinafter mentioned.

SHARES.

4. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

5. Subject to the provisions of section 58 of the Act, any Preference Shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES.

6. Whenever and so long as the Company shall be a wholly-owned subsidiary of another company (in this Article referred to as "the holding company") then if the holding company shall deliver to the Company a notice in writing purporting to be

signed by the secretary or assistant secretary of the holding company and stating that any share of the Company is held by the registered holder thereof as the nominee of the holding company (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the holding company to sign transfers in the place of the holder or the deceased or bankrupt holder, the Directors shall be entitled and bound to give effect to any instrument of transfer of that share signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustee in bankruptcy.

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

PROCEEDINGS AT GENERAL MEETINGS.

8. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of:

- (A) the declaration of dividends;
- (B) the reading consideration and adoption of the balance sheet and profit and loss account, the group accounts (if any) and the reports of the Directors and Auditors and other documents required to accompany or be annexed to the balance sheet;
- (C) the election of Directors;
- (D) the reappointment of the retiring Auditors and the fixing of the amount of their remuneration or the manner in which it is to be determined; and
- (E) the fixing of the amount of the remuneration of the Directors or the manner in which it is to be determined.

9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as otherwise provided by these Articles two members present in person or by proxy shall be a quorum. A corporation being a member shall if represented in accordance with regulation 74 of Table A, Part I be deemed to be personally present.

10. It shall not be necessary to give notice of an adjourned meeting and regulation 57 of Table A, Part I shall be modified accordingly.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two.

13. A Director shall not be required to hold any shares in the Company by way of qualification.

14. (1) The Directors on behalf of the Company may grant or make provision for pensions allowances or gratuities and life assurance and other benefits to or for the benefit of:—

- (A) any Director or former Director or other officer or former officer who holds or has held any place of profit with:—

i the Company; or

- (ii) any company in which the Company is or was interested; or
 - (iii) any company firm or concern whose business or any part thereof or control of whose business or any part thereof has at any time been acquired by the Company or any of its subsidiaries; or
 - (iv) any company which is for the time being the holding company (as defined in section 154 of the Act) of the Company; or
 - (v) any company which is or was a fellow subsidiary (as defined for the purposes of paragraph 16 of the Eighth Schedule to the Act) of the Company;
 - (b) the wife or widow or any other dependant or family of such Director or former Director or other officer or former officer;
 - (c) any other employee or former employee of the Company or of any such company, firm or concern as aforesaid;
 - (d) the wife or widow or any other dependant or family of any such other employee or former employee;
- or any class or classes thereof respectively.

(2) Any of the matters aforesaid may be done either alone or in conjunction with any other person or company, and in such manner as the Directors may think fit.

(3) Subject always, if so required by law, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company any such person as is mentioned in sub-paragraph (A) to (D) inclusive of paragraph (1) above shall be entitled to receive and retain for his own benefit any such pension allowance gratuity assurance or other benefit and any such Director as is mentioned above may vote as a Director in respect of the exercise of any of the powers conferred by this Article notwithstanding that he is or may be or become interested therein.

15. Any Director may at any time be removed from office by ordinary resolution of the Company in general meeting, and it shall not be necessary to give special notice of an intention to move a resolution for any such removal.

16. The Company in general meeting may by ordinary resolution at any time and from time to time appoint any persons to be Directors of the Company.

17. The Directors shall have power from time to time or at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed in accordance with these Articles.

CHAIRMAN AND MANAGING DIRECTORS.

18. (A) The Directors may from time to time appoint one or more of their body to the office of Chairman or Managing or Joint Managing Director for such period, at such remuneration and upon such terms as to the duties to be performed and the powers to be exercised and all other matters as they may think fit and either collaterally with or to the exclusion of or subject to their own powers and may from time to time revoke, withdraw, vary or alter all or any such powers but so that no such holder of such office shall be invested with any powers or entrusted with any duties which the Directors could not themselves have exercised or performed.

(B) The remuneration of any holder of such office may be by way of salary or commission or participation in profits, or by all or any of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension and/or lump sum payment on retirement from his office.

(c) Subject to any contract between any such holder and the Company the Directors may from time to time remove or dismiss him from office and appoint another or others in his place or to act jointly with him.

(d) Save as hereinafter provided a Chairman or Managing or Joint Managing Director shall (unless otherwise provided by the terms of any agreement 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, for any cause, he ceases to hold the office of Director, he shall, *ipso facto* and immediately, cease to be Chairman or Managing or Joint Managing Director as the case may be but without prejudice in any event to any claim for damages for breach of any contract of service between him and the Company.

TECHNICAL, ASSISTANT OR REGIONAL DIRECTORS.

19. The Directors may from time to time appoint any person as a Technical, Assistant or Regional Director. A Technical, Assistant or Regional Director shall perform such duties and shall exercise such rights and powers and shall be entitled to receive such remuneration (if any) in addition to his remuneration from any office or employment with the Company or any Subsidiary as the Directors may from time to time determine. A Technical, Assistant or Regional Director shall attend meetings of the Directors at the invitation of the Directors with a view to being consulted on such matters of importance in the general administration of the business of the Company and its Subsidiaries (if any) as the Directors shall consider desirable, but a Technical, Assistant or Regional Director shall not be entitled to vote on any resolution submitted at a meeting of the Directors. A Technical, Assistant or Regional Director shall not by reason of his holding such appointment be a Director of the Company and reference in these articles to Directors or Members of the Board shall not include a Technical, Assistant or Regional Director and the Technical, Assistant or Regional Directors shall remain at all times in all respects subject to the control of the Directors and they or any of them may at any time be removed or suspended from office by the Directors.

BORROWING POWERS.

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

POWERS AND DUTIES OF DIRECTORS.

21. A Director may vote as a Director on any question relating to any contract or arrangement or proposed contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which the question is considered, and if he shall so vote his vote shall be counted. This article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

22. In regulation 86 of Table A, Part I, the words from and including the words "and every Director" down to the end of that regulation shall be omitted.

DISQUALIFICATION OF DIRECTORS.

23. The office of a Director shall be vacated—

(1) If (not being precluded from so doing as hereinafter provided) by notice in writing to the Company he resigns the office of Director.

(2) If he becomes bankrupt or enters into any arrangement or composition with his creditors generally.

- (3) If he is prohibited from being a Director by an order made under the provisions of section 188 of the Act or otherwise by law.
- (4) If in the opinion of all his co-directors he becomes incapable by reason of mental sickness or disorder of discharging his duties as a Director.
- (5) If he is removed from office by a resolution duly passed under section 184 of the Act or by an ordinary resolution duly passed under Article 15 hereof.

PROVIDED that a Chairman or Managing Director or Joint Managing Director holding office as such for a fixed period shall not be entitled to resign his office of Director of the Company.

24. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age, nor shall any special notice be required in connection with the appointment or the approval of the appointment of any such person.

PROCEEDINGS OF DIRECTORS.

25. The Directors may from time to time fix the quorum necessary for the transaction of business at meetings of the Directors and unless so fixed the quorum shall be two except—

- (A) when the number of Directors is, without contravention of regulation 12 hereof, one; or
- (B) when the only business of the meeting is to convene a meeting of the members or of any class of members;

when the quorum shall be one.

26. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) of the committee of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.

ACCOUNTS.

27. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

NOTICES.

28. A notice sent by post shall be deemed to be served at the time of posting and regulation 131 of Table A, Part I, shall be modified accordingly. Furthermore in that regulation the word "or" immediately before the words "to his registered address" shall be omitted.

29. It shall not be necessary to give notice of any general meeting to the legal personal representatives or trustee in bankruptcy of a deceased or bankrupt member and regulation 134 of Table A, Part I, shall accordingly be modified by the deletion of sub-paragraph (b) thereof.

30. Every Director whether or not a member shall be entitled to receive notice of and attend all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Table A, Part I, shall be modified accordingly.

WINDING UP.

31. In regulation 135 of Table A, Part I. the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

32. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

No. of Company 142418

Form No. 103

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company Suttley & Silverlock Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948

that the register of members of the company is kept at

Fleetway House,

22-25, Farringdon Street,

LONDON, EC4A 4AD.

* Delete "Limited" if not applicable

Signed

B. Alexander

State whether

Director or Secretary

Secretary

Date

17 SEP 1976

Presented by:

B. Alexander (Secretary)

Fleetway House,

22-25, Farringdon Street

LONDON, EC4A 4AD.

Presenter's reference:

BA/SJV



101
THE COMPANIES ACTS 1948 TO 1967

**Notice of place where register of directors' interests
in shares in, or debentures of, a company or its
associated companies is kept or of any change in that place.**

Pursuant to Section 29(8) of the Companies Act 1967

Name of Company **Suttley & Silverlock** Limited*

To the Registrar of Companies

The above-named company hereby gives you notice, in accordance with Subsection (8) of Section 29 of the Companies Act 1967, that the register of directors' interests in shares in, or debentures of, the company or any associated companies is kept at

Fleetway House,

22-25, Farringdon Street,

LONDON, EC4A 4AD.

**Delete "Limited" if not applicable*

Signed

B. Alexander

State whether

Director or Secretary

Secretary

Date

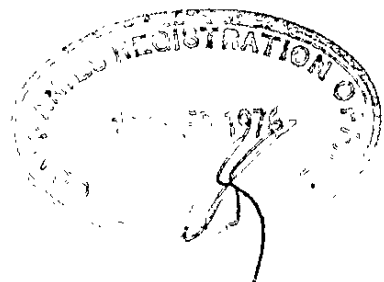
17 SEP 1976

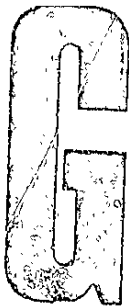
Presented by:

**B. Alexander (Secretary)
Fleetway House,
22-25, Farringdon Street,
LONDON, EC4A 4AD.**

Presenter's reference:

BA/SJV





THE COMPANIES ACTS 1948 TO 1976

Form No. 27

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

27

Please do not write in this binding margin



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

To the Registrar of Companies

Company number

142418

For official use

104

Name of company

Suttley & Silverlock

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

88, Kingsway,

LONDON, WC2B 6AB

delete as appropriate

Signed

B. Alexander

[Director] [Secretary] † Date

15 NOV 1977

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

B. Alexander,
Room 106,
88, Kingsway,
LONDON, WC2B 6AB

For official use
General section

21

Postroom

No. of Company .. 142418

1105

Form No. 103
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company Suttley & Silverlock Limited

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948
that the register of members of the company is kept at

..... 88, Kingsway,

..... LONDON, WC2B 6AB

* Delete "Limited" if not applicable

Signed

B. Alexander

State whether

Director or Secretary

Secretary

Date

15 NOV 1977

Presented by:

B. Alexander,
Room 106,
88, Kingsway,
London, WC2B 6AB

21

Presenter's reference:

BA/SJV

G

THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948
as amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

120

142418

Name of company

*delete if
inappropriate

Suttley & Silverlock

Limited*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

King's Reach Tower,

Stamford Street,

London SE1 9LS

in lieu of*

88 Kingsway,

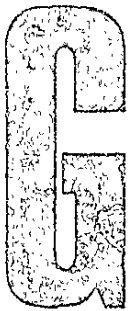
London WC2B 6AB

where it was previously kept

*delete as
appropriateSigned *B. Alexander*~~Director~~ [Secretary]† Date 23 NOV 1982Presenter's name, address and
reference (if any):B. Alexander (Secretary)
King's Reach Tower
Stamford Street,
London SE1 9LSFor official use
General section

Post room

COMPANIES REGISTRY
25 NOV 1982
* LC *



THE COMPANIES ACTS 1948 TO 1976

Form No. 27

27

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Pursuant to section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976

Please do not write in this binding margin



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

To the Registrar of Companies

Company number

142418

For official use

1 2 1

Name of company

*delete if inappropriate

Suttley & Silverlock

Limited*

hereby gives you notice, in accordance with section 29(8) of the Companies Act 1967 as amended by the Companies Act 1976, that the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company, is kept at:

King's Reach Tower,

Stamford Street,

London SE1 9LS

†delete as appropriate

Signed

B. Alexander

~~Director~~ [Secretary]† Date

23 NOV 1982

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

B. Alexander (Secretary)
King's Reach Tower,
Stamford Street,
London SE1 9LS

For official use
General section

Postroom



Registered No.: 142418

124

The Companies Act, 1948-1981

SPECIAL RESOLUTION

of

SUTTLEY & SILVERLOCK LIMITED

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at King's Reach Tower, Stamford Street, London SE1 9LS on the 29th June, 1983 the following Resolution was duly passed as a SPECIAL RESOLUTION:

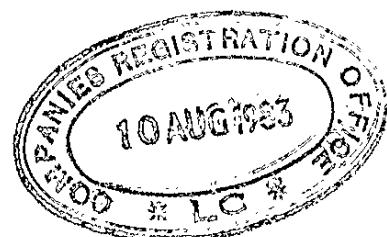
RESOLUTION

That in accordance with the provision of Section 12 (2) of the Companies Act 1981, the Company being a dormant company within the meaning of the said Section 12, Section 14 of the Companies Act 1976 shall not apply and accordingly no Auditors shall be appointed.

Dated this 29th day of June, 1983



P. J. RANSOME
Chairman of the Meeting



G

COMPANIES FORM No. 225(1)
Notice of new accounting reference
date given during the course of
an accounting reference period

225(1)

*Pursuant to section 225(1) of the Companies Act 1935
as inserted by section 3 of the Companies Act 1989*

To the Registrar of Companies

Company number

142418

Name of company

SUTTLEY & SILVERLOCK LIMITED

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

Day Month

3	1	1	2
---	---	---	---

* delete as
appropriate

*The current accounting reference period of the
company is to be treated as [shortened][extended]*
and [is to be treated as having come to an end]
[will come to an end]* on*

Day Month Year

3	1	1	2	1	9	9	2
---	---	---	---	---	---	---	---

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

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

_____, company number _____

the accounting reference date of which is _____

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

*An administration order was made in relation to the company on _____
and it is still in force.*

† Insert Director,
Secretary
Etc

Signed

L. Dixon

Designation †

Secretary

Date

7.1.93

*Presenter's name address
telephone no. and reference (if any):*

L. DIXON
6 CHESTERFIELD GARDENS
LONDON W1A 1EJ

*For official use
D.E.B.*

Post room

BLUEPRINT

CH APP