

Company Number: 153935

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

KELLETT (UK) LIMITED

Incorporated on 28 March 1919



EVERSHEDS

SOLICITORS

1 Royal Standard Place
NOTTINGHAM NG1 6FZ
Tel : 0115 950 7000 Fax : 0115 950 7111

Date : 19 August 1998
Reference : NOTCOR1/58698-1

**THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989**

A PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION
of
KELLETT (UK) LIMITED**

(As altered by Special Resolutions passed on the 23 December 1988,
6 December 199, 24 March 1995 and 7 December 1995 and as amended by
Written Resolution passed on 31 July 1998)

- 1 The name of the Company is "Kellett (UK) Limited"¹.
- 2 The registered office of the Company will be situate in England.
- 3 The objects for which the Company is established are:-
 - 3.1 to carry on the business of manufacturers of and dealers in (whether as wholesalers or retailers) and hirers, repairers, storers and warehousers of cars, lorries, vans and commercial vehicles, motor-cycles and other vehicles whether mechanically propelled or not, and all machinery, implements, components, replacement parts and spares, apparatus, lubricants and other things capable of being used with such vehicles or in their manufacture, maintenance and working or in the construction of any track or surface adapted for their use;
 - 3.2 to carry on the business of engineers, founders, metal workers, machinists and manufacturers and patentees;
 - 3.3 to carry on business as diecasters, engineers, founders, smiths, metal workers, merchants, contractors, ironmasters, iron founders, steel markets and convectors manufacturers of and workers in metals and materials ferrous and non-ferrous and alloys of all descriptions whether produced through a die casting process or

¹ The name of the Company was changed from W. Kellett & Co. Limited to Kellett (UK) Limited pursuant to a Special Resolution passed on 7 December 1995.

otherwise, casters, wood and timber merchants, joiners and carpenters, garage proprietors, electro platers, nickel platers, chromium platers, bronzers, oxidisers and metal platers generally, painters, varnishers, lacquerers, enamellers, cabinet makers, polishers, welders, gilders, goldsmiths, silversmiths, watchmakers, jewellers, brass founders, metal and glass makers, refiners and workers;

- 3.4 to carry on business as manufacturers, importers, exporters, buyers, sellers and dealers in all kinds of goods for domestic, industrial or commercial purposes or any other made for metal plastic, wire or any other natural or artificial material;
- 3.5 to carry on business as computer consultants, analysts, authors and writers of software, salesmen, installers, repairers, distributors, importers, exporters, and agents for the sale of and dealers in computers and their component parts and accessories, computer software and all manner of computerised information systems, and as analysts and advisers undertaking data preparation, programming and processing, to undertake the training of personnel in all aspects of computers and their component parts and accessories, and to act generally as contractors and consultants in all matters relating to the application or operation of computers or computer based systems, or the purchase or sale of computer time, to prepare company accounts and reports of any sort, to act as consultants and analysts covering all aspects of company operations, to carry on business as wholesale and retail dealers in and agents or representatives for business and accounting machines, office furniture and all manner of goods, products, processes, materials and services of any description either as principals or for or on behalf of an individual, firm, company, authority or other organisation, in any part of the world and to tender for and place contracts or investments;
- 3.6 to enter into any contracts in relation to, and to erect, construct, alter, repair, demolish and restore (either alone or jointly with, or sub-contractors for, any other companies or persons) works of all descriptions, including wharves, docks, piers, railways, waterways, roads, bridges, warehouses, factories, mills, engines, machinery, boilers, railway locomotives, carriages and wagons, ships and vessels of every description, gas works, power stations, waterworks, drainage and sewage works, and buildings and installations of every description, gas works, power stations, waterworks, drainage and sewage works, and buildings and installations of every description;
- 3.7 to purchase or otherwise acquire houses, offices, workshops, buildings and premises, and any fixed and moveable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights convenient for any of the above activities;
- 3.8 to carry on the business of electricians, mechanical engineers and manufacturers, workers and dealers in electrical and electronic apparatus and goods and the manufacture, sale or hire of apparatus or goods to which electricity or any other motive power may be applied;

- 3.9 to manufacture and produce, and as principals or agents to trade and deal in, all apparatus, appliances and things used in connection with any such business or with any inventions, patents or privileges for the time being belonging to the Company;
- 3.10 to design, develop and hold public exhibitions of electrical and electronic machinery and appliances;
- 3.11 to let out on hire all or any of the property, apparatus or appliances of the Company;
- 3.12 to manufacture, erect and use equipment and machinery of all kinds for the storage or transmission of energy or information, including appliances for the interlinking of terminals and exchanges;
- 3.13 to carry on in all or any of their branches whether on the Company's own account or as agents for or under any contract with any government, authority, or any other company, person or firm all or any of the businesses of civil, marine, railway, tramway, constructional, electrical, mechanical, metallurgical, hydraulic, sanitary, general consulting and testing engineers, machinists of every description, fitters and workers in steel, iron or other metals, bronze workers and casters, bricklayers, blacksmiths, carpenters, joiners, masons, tilers, slaters, plasterers, glaziers, painters, plumbers, paperhangers, decorators, wheelwrights, woodworkers and turners, timber merchants, saw mill owners, sawyers, quarry and colliery owners and workers, miners, iron masters, iron, brass and steel founders, smelters, steel makers and converters, makers of all kinds of alloys and dealers and workers in rubber, leather and other fabrics, in sanitary ware, earthenware, fireplaces, chimney pieces, grates, stoves and domestic ironmongery, and hardware of all kinds, coal and coke merchants, suppliers of gas, water, steam, electric light, heat and power of any description, cattle and horse dealers, carters, carriers, haulage contractors, manufacturers of rails and other railway and tramway appliances, railway wagon, van, cart, lorry, traction engine, tram, motor car, coach and carriage builders and proprietors and makers of springs and other parts and accessories, general commission agents, general warehousemen, merchants and traders;
- 3.14 to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property;
- 3.15 to buy, sell, manufacture, repair, convert, alter and exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses and to conduct

any of the said businesses by means of agents, brokers, sub-contractors and others and to act as agents, brokers or trustees for any person, firm or Company;

- 3.16 to carry on any other business which may in the opinion of the directors be conveniently carried on by the Company;
- 3.17 to pay all costs, charges and expenses incurred in connection with the promotion and establishment of the Company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery;
- 3.18 to employ brokers, commission agents, and underwriters upon any issue of shares, debentures or other securities of the Company and to provide for the remuneration for their services in cash, or by the issue of shares, debentures or other securities of the Company, or by the grant of options to take the same, or in any other manner allowed by law;
- 3.19 to purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business;
- 3.20 to purchase, take on lease or otherwise acquire for the purposes of the Company any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the Company;
- 3.21 to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the Company;
- 3.22 to apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes and to grant licences to use the same;
- 3.23 to manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description;
- 3.24 to let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company may determine;
- 3.25 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or

which may become binding on it²;

- 3.26 to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the discharge and performance respectively of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):-
- 3.26.1 the discharge and performance respectively of any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company (the terms "holding company" and "subsidiary" having the meanings given to them by Section 736 of the Companies Act 1985) or otherwise associated with the Company business; and
- 3.26.2 the discharge and performance respectively of any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
- 3.26.3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities;³
- 3.26A to the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as those terms are defined by Section 736 of the Companies Act 1985) for the time being and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law;
- 3.27 to draw, accept and make, and to endorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments;

² Clause 3.25 was inserted by Written Resolution passed on 31 July 1998

³ Clauses 3.26 and 3.26A were inserted by Special Resolution passed on 24 March 1995.

- 3.28 to receive money on deposit at interest or otherwise;
- 3.29 to lend or procure the advance of money with or without security;
- 3.30 to invest the money of the Company in such manner as may be determined;
- 3.31 to acquire by subscription, purchase or otherwise, and to hold and sell, shares or stock in any company, society or undertaking;
- 3.32 to establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;
- 3.33 to provide for the welfare of persons in or formerly in the employment of the Company or its predecessors in business, and the dependants of such persons, by grants of money, the establishment of pension schemes and benevolent funds or otherwise; and to subscribe to or otherwise aid charitable, benevolent, scientific, national or other institutions or objects, which shall have any claims to support or aid from the Company by reason of the nature or locality of its operations or otherwise;
- 3.34 to establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such company as aforesaid, and the wives, widows, families and dependents of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding Company or Subsidiary Company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;
- 3.35 to sponsor or subsidise any cultural or sporting event, performance or exhibition;
- 3.36 to enter into and carry into effect any arrangement for joint working or profit sharing, or for amalgamation, with any other company, or any partnership or person, carrying on business, within or calculated to promote the objects of this

Company;

- 3.37 to establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this Company;
 - 3.38 to acquire controlling or other interests in any companies, and to subsidise any company in which this Company may be interested;
 - 3.39 to sell, dispose of, or transfer the business, property and undertaking of the Company, or any part thereof, for any consideration;
 - 3.40 to accept stock or shares in, or the debentures or other securities of, any other sale made to or debt owing from any such Company;
 - 3.41 to do all or any of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;
 - 3.42 generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them.
- 4 The liability of the members is limited.
- 5 ⁴The capital of the Company is £5,000 divided into five thousand shares of £1 each.
- 6 Any shares may be issued with any preferred, deferred, qualified or special rights, privileges and conditions attached thereto.

⁴ By Extraordinary Resolutions passed on 20 December 1950 and 6 March 1967 and Special Resolutions passed on 23 December 1988 and 3 April 1992, the share capital of the Company was increased to £1,100,000 divided into one million shares of 10 pence each, and 1,000,000 shares of £1 each.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Walter Kellett 59 Moor View Road, Woodseats, Sheffield. Engineer	One
Florrie Kellett 59 Moor View Road Woodseats Sheffield Married Woman	One

Dated the 25 day of March, 1919

Witness to the above signatures:-

S.Blackhead
Sheffield