

No. of
Certificate }

158529

[C.A. 1]
29.11.15.

COMPANIES ACTS, 1908 & 1913.



A.C.
Companies
Registration
Fee Stamp
to be
impressed

REGISTERED
126684
5 SEP 1919

DECLARATION of Compliance with the ^{requirements} requisitions of the Companies

Act, made pursuant to S. 17 (2) of the Companies (Consolidation)

Act, 1908 (8 Edw. 7 Ch. 69) on behalf of a Company proposed to be

registered as

A. A. Guest, Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

I *George Williams*
of *Bank Buildings, Cradley Heath in the*
County of Stafford, Solicitor ~ ~ ~

(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 Solicitor of*
the High Court engaged in the formation

of *A. H. Guest*

Limited, and That all the ^{requirements} 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 *Cradley Heath in*
the County of Stafford

the *31st* day of *September*
one thousand nine hundred and *nineteen*

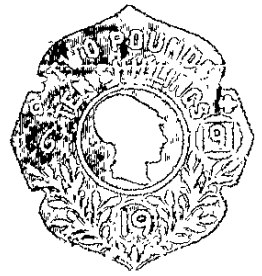
George Williams

(No. 834.)

G.A. 307
1915

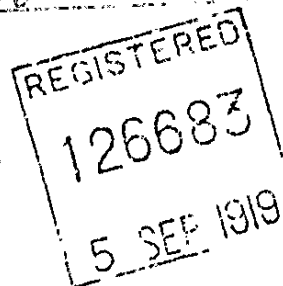
No. of Certificate 158529

✓



A. H. Guest

LIMITED.

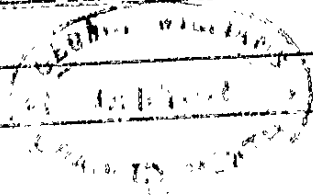


STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7, Finance Act, 1899. (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.)

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

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
LONDON WALL, LONDON.

Presented for filing by



The NOMINAL CAPITAL of _____

A. A. Guest, Limited,

is £ 15,000 divided into 15,000 shares of £ 1 each

Signature J. W. Edwards

Description Director

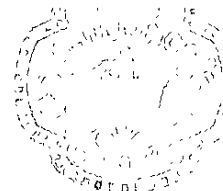
Date 2nd day of September 1919.

This Statement should be signed by an Officer of the Company.

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF
A. H. GUEST, LIMITED.

Incorporated the day of 1919.



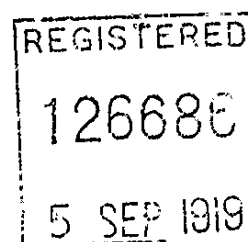
The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. H. GUEST, LIMITED.



1. The name of the Company is "A. H. GUEST, 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 enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between Albert Harry Guest, of Coalbournbrook Wharf, Stourbridge, in the County of Worcester, Builder and Contractor, of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by George Williams, Solicitor, of Cradley Heath, in the County of Stafford; and to carry on, develop and turn to account the business and assets comprised in the said agreement.
 - (B) (1) To carry on at Stourbridge aforesaid and/or elsewhere, all or any of the following businesses, that is to say, the businesses of builders and contractors, decorators, manufacturers of and/or merchants and dealers in stone, sand, lime, bricks, slates, tiles, timber, hardware and all building requisites, also brick and tile and terra cotta workers, also manufacturers of and dealers in all

kinds of iron, steel, metal and other goods and articles, plant, machinery and tools of every description used in the trade or business of builders and contractors; also electrical, mechanical, civil, hydraulic, marine, metallurgical, chemical and general engineers and contractors; merchants and manufacturers of and dealers in electrical and other machinery and accessories, electric, magnetic, telegraphic, telephonic, chemical, scientific and other appliances and apparatus, implements, goods, wares and products, also of steam, hydraulic, pneumatic or other engines, machines, appliances, and apparatus that may be used in connection therewith; also importers, exporters, manufacturers of and dealers in wallpapers of all kinds, heating apparatus of all kinds, drainage, water, gas and other piping of every description; also workers in brass, iron, steel or other metals, or any similar business or occupation, or such as may be conveniently carried on in connection therewith.

- (2) To carry on the business of manufacturers of chains, cables, anchors, pulley blocks, chain and rope blocks, hoists, crabs, jim crows, punching bears, jacks, lifts, presses, safes, ships' tackle, odd work, wire ropes and wire tackle, cranes and lifting appliances of all kinds, and general merchants and factors, iron masters, wire drawers, machine and implement makers, manufacturers of and dealers in bolts, nuts, rivets, screws, washers, nails, forgings, couplings, plates, tubes, valves, tyres, lathes, drills, boring apparatus, cocks, taps, dies and stampings of all kinds, boiler makers, iron, copper and brass founders, smelters and workers and dealers in any metals; smiths, and any other business or businesses analogous to any of those specially mentioned or usually carried on or which it may be considered advantageous to carry on in connection therewith.
- (3) To carry on the business of manufacturers of and dealers in agricultural implements, and other machinery, tool makers, fitters, metal workers, millwrights, carpenters, joiners, undertakers, machinists, iron and steel converters, wood-workers, painters, metallurgists, designers, galvanisers, plumbers, japanners, annealers, enamellers, electro-platers, water supply engineers, jobmasters, carriers, licensed

victuallers, and house agents; also to carry on any business relating to the winning and working of minerals, the production and working of metals, and to the production and manufacture and preparation of any other materials which may be usefully or conveniently combined with the business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.

- (4) To purchase for investment and re-sale, and to traffic in land and house and other property of any tenure, and any interest therein, and to create, sell, and deal in freehold and leasehold ground rents, and to make advances upon the security of land or houses or other property, or any interest therein, and generally to deal in traffic by way of sale, lease, exchange, or otherwise with land and house property, and any other property, whether real or personal.
- (5) To lend money, either with or without security and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on or improve any property in which the Company is interested, and to tenants, builders and contractors.
- (6) To manufacture, buy, sell, exchange, alter, repair, let out on hire, and generally deal in or with engines, machinery, and rolling stock, iron, steel and other metal, tools, implements, utensils, conveniences, effects, stores, materials and accessories of all kinds which can be conveniently dealt in by the Company.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To erect, construct, lay down, enlarge, alter and maintain any buildings, roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, works, plant and machinery necessary or convenient for

the Company's business, and to contribute to or subsidize the erection, construction and maintenance of any of the above.

- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to employes or ex-employes of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support, of any schools and any educational, scientific, literary, religious or charitable institution or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business.

- (K) To make, accept, endorse, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or

securities of and guarantee the payment of any securities issued by or any other obligation of any such company.

- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business, which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or to promote any company or companies for the above purpose.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £15,000, divided into 15,000 ordinary shares of £1 each.

Any of the said shares for the time being unissued, and any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or at such a premium or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting, and generally on such terms as the Company may from time to time by Extraordinary Resolution determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Table A in the First Schedule to the Companies (Consolidation) Act 1908.

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.
<i>Albert Henry Gurne</i> <i>Coralbrook May one</i> <i>Thornbridge</i> <i>Bringing in.</i>	
<i>Thomas William Edwards</i> <i>West Mass</i> <i>Amble side.</i> <i>Stonbridge</i>	<i>one</i>

Dated this 2nd day of September 1919.

Witness to the above Signatures—

George William
Bradley Heath, Staffs.
Solicitor.

4



The Companies Acts 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

A. H. GUEST, LIMITED.

REGISTERED

126687

5 SEP 1919

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act 1908 (hereinafter referred to as "Table A") shall apply to the Company.

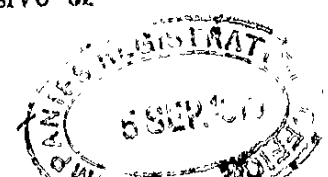
2. Clauses 2, 5, 31 to 40 (both inclusive), 49, 51, 53, 54, 56, 68, 73, 75, 77 and 96 of Table A shall not apply to the Company, but the clauses hereinafter contained, in addition to the remaining clauses of Table A, shall constitute the regulations of the Company, save that in the application to this Company of Clause 114 of Table A the words "(including bearers of share warrants)" shall be omitted therefrom.

3. The Company shall enter into and carry into effect an agreement under the seal in the terms of the agreement referred to in Clause 3 (A) of the Memorandum of Association, subject to such, if any, modifications or alterations as the Directors may think fit, whether made before or after the execution thereof.

PRIVATE COMPANY.

4. The Company is a "Private Company" within the meaning of the Companies Acts 1908 to 1917, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) the number of the members of the Company (exclusive of

NW53



persons who are in the employment of the Company, and of persons who, having been formerly 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 be limited to fifty, provided that for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 4 hereof, and to the provisions of the said agreement as to the shares to be allotted in pursuance thereof, and provided that no shares shall be issued at a discount.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 5 per cent. on such shares, and such commission may be paid, in whole or in part, in cash or fully or partly paid shares of the Company, as may be arranged. The statement required by Section 89 of the Companies (Consolidation) Act 1908 to be filed shall be duly filed, and the amount of any such commission shall be stated in the annual lists and balance sheets of the Company as required by Sections 26 and 90 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES.

8. Save as hereinafter provided, no share shall be transferred to a person not a member of the Company so long as any member (or any person selected by the Directors as one whom it is desirable

in the interests of the Company to admit to membership) is willing to purchase the same at the price to be determined as mentioned below.

9. (A) In order to ascertain whether any member is willing to purchase the share, the person, whether a member of the Company or not (hereinafter called "the retiring member") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and such notice shall constitute the Company his agent to transact with any member or person selected by the Directors as aforesaid the sale of the share at the price to be determined as mentioned below. Where such notice includes more than one share it shall operate as if it were a separate notice in respect of each share. The transfer notice shall not be revocable except with the sanction of the Directors. If the Company fail for the space of thirty days to find a member or a selected person as aforesaid willing to purchase the share or shares, and to give notice thereof to the retiring member, the share or shares may be disposed of as if these provisions as to the transfer of shares had not been made.

(B) The price of a share for the purpose of the foregoing Article shall, until the Ordinary General Meeting of the Company, to be held in the year 1920, be the nominal value of the share (unless some other value shall be previously fixed by the Company at an Extraordinary General Meeting); and at such General Meeting to be held in the year 1920, and afterwards at the Ordinary General Meeting of the Company in each year, the members shall decide the amount at which the price shall be fixed for the next following year for the purposes aforesaid, and if for any cause such price shall not be fixed at the Ordinary General Meeting in any year, then the price last fixed shall continue until another shall be fixed. For the purposes of each different class of shares (if more than one class) from time to time existing, a separate price shall be decided in manner aforesaid.

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

PROCEEDINGS AT GENERAL MEETINGS.

10. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given in manner provided by Table A, or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company; but the accidental omission to give such notice to or the non-receipt of such notice by any of such persons shall not invalidate the proceedings at any General Meeting. A meeting may, with the written consent of all the members for the time being entitled to receive notice of meetings, be convened by a shorter notice and in such manner as such members think fit.
11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by the regulations of the Company, two members personally present shall be a quorum.
12. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.
13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members or by the holder or holders in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
14. When a Special Resolution is intended to be proposed, the two meetings to which it is to be submitted for passing and

confirmation may be convened by one notice, and the second meeting may be convened conditionally on the resolution being passed at the first meeting by the necessary majority.

DIRECTORS.

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

16. The following shall be the first Directors of the Company, that is to say—Albert Harry Guest and Thomas William Edwards.

POWERS AND DUTIES OF DIRECTORS.

17. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be members of such Local Boards, or as Attorneys or Agents, and may fix their remuneration. The Company may exercise the powers conferred by Sections 34 and 79 of the Companies (Consolidation) Act 1908, and those powers shall accordingly be exercisable by the Directors.

18. The Directors from time to time, and at any time, may delegate to any Managing Director, Local Board, Head Manager, Manager, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made in such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

DISQUALIFICATION OF DIRECTORS.

19. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies (Consolidation) Act 1908, Section 73.
- (3) If he holds any other office or place of profit under the Company except that of Managing Director, Manager, or Secretary, or Trustee of a trust deed for securing debentures or debenture stock of the Company.

- (4) If he absents himself from the meetings of the Directors during a continuous period of twelve months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office.
- (5) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (6) If he is found lunatic or becomes of unsound mind.
- (7) If he is convicted of an indictable offence.

20. A Director shall be capable of contracting and participating in the profits of any contract or arrangement with the Company in the same manner as if he were not a Director, subject nevertheless (save as regards the agreement referred to in Article 3 hereof and any matters arising thereout) to the following provisions, namely: (1) Before the contract or arrangement is entered into, or so soon thereafter as he becomes interested therein, he shall disclose in writing to the Board his interest therein, and (2) after he has become interested he shall not vote in respect of the contract or arrangement or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, and it may at any time be suspended or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS.

21. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARY.

22. Albert Harry Guest, of Coalbournbrook Wharf, Stourbridge, shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

DIVIDENDS.

23. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.

WINDING UP.

24. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in accordance with their rights.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Albert Henry Gurnel
Coxbrook Way.
Stonbridge
Building Contractor.

Thomas William Edwards
West Place
Stonbridge
Fourbridge

Dated this 2nd day of September 1919.

Witness to the above Signatures—

George William A.,
Bradley Heath, Staffs.
Solicitor.

COMPANY LIMITED BY SHARES.

Memorandum
AND
Articles of Association
OF
A. H. GUEST, LIMITED.

Incorporated the *day of* 1919.

Duplicate for the file.

No. 158529



Certificate of Incorporation

I Herby Certify, That the
A. H. Guest, Limited

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is Limited.

Given under my hand at London this Fifth day of September
One Thousand Nine Hundred and Nineteen

Fees and Deed Stamps £ 9 =

Stamp Duty on Capital £ 37 = 10/-

H. Biddle
Registrar of Joint Stock Companies.

Certificate received by

H. E. Neighbour

for The S. L. S. Ltd

22 Chancery Lane
W.C.2

No. of
Certificate

158529

[C.A. 1a.]
27 to 10.

TRADING WITH THE ENEMY AMENDMENT ACT, 1914.

(5 Geo. 5. Ch. 12.)

No
Registration
Fee payable.

REGISTERED
126685
5 SEP 1919

DECLARATION made pursuant to S. 3 (1) (a) of the said Act.

Name of Company _____

A. H. Guest, Limited.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

LONDON WALL, LONDON.

Presented for filing by

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court engaged in the formation of A. H. Guest,

Declared at Cradley Heath in
the County of Stafford.

the 3rd day of September
one thousand nine hundred and nineteen.

George William

1902-1 / 40

THE COMPANIES ACT, 1929.

SPECIAL RESOLUTIONS

- of -

A. H. GUEST LIMITED.



NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the shareholders of the above Company held at the Offices of the Company on Monday the First day of March 1943, the following SPECIAL RESOLUTIONS were duly passed :

1. That 3485 Ordinary issued shares of the Company numbered 1 to 3151 inclusive and 7387 to 7720 inclusive be converted into SIX PER CENT REDEEMABLE CUMULATIVE PREFERENCE SHARES of one pound each.

That the present Capital of the Company be £11,686 divided into 3485 SIX PER CENT REDEEMABLE CUMULATIVE PREFERENCE SHARES of one pound each and 8201 ORDINARY SHARES of one pound each by the creation of 3485 SIX PER CENT REDEEMABLE CUMULATIVE PREFERENCE SHARES in place of 3485 issued ORDINARY SHARES of one pound each numbered 1 to 3151 inclusive and numbered 7387 to 7720 inclusive.

2. That the Articles of Association be added to or altered in the manner following, that is to say :-

All the said Redeemable Cumulative Preference Shares issued or to be issued shall entitle the holders thereof to priority in distribution of assets in the case of the winding up of the Company and also to receive preferentially out of the profits of the Company a cumulative dividend of six per cent per annum but not farther or otherwise to participate in the profits or assets of the Company.

The said Redeemable Cumulative Preference Shares shall not carry any voting rights nor shall the holders thereof be entitled to attend Annual Meetings of the Company nor to receive notice of the same.

At any time after the expiration of twelve months from the first of January 1943 the Company may give written notice to the registered holder or holders of the said Redeemable Cumulative Preference shares of its intention to redeem the same at par at the expiration of three months of the posting of the said notice.

The said Redeemable Preference Shares shall only be redeemed out of the profits of the Company available for such purpose or out of the proceeds of a new issue of shares made for the purposes of redemption.

Robert Guest

SECRETARY.



SPECIAL RESOLUTIONS

- of -

A. H. GUEST LIMITED.

NOTICE IS HEREBY GIVEN that at an EXTRAORDINARY GENERAL MEETING of the shareholders of the above Company held at the Offices of the Company on Monday the First day of March 1943, the following SPECIAL RESOLUTIONS were duly passed :

1. That 3485 Ordinary issued shares of the Company numbered 1 to 3151 inclusive and 7387 to 7720 inclusive be converted into SIX PER CENT REDEEMABLE CUMULATIVE PREFERENCE SHARES of one pound each.

That the present Capital of the Company be £11,686 divided into 3485 SIX PER CENT REDEEMABLE CUMULATIVE PREFERENCE SHARES of one pound each and 8201 ORDINARY SHARES of one pound each by the creation of 3485 SIX PER CENT REDEEMABLE CUMULATIVE PREFERENCE SHARES in place of 3485 issued ORDINARY SHARES of one pound each numbered 1 to 3151 inclusive and numbered 7387 to 7720 inclusive.

2. That the Articles of Association be added to or altered in the manner following, that is to say :-

All the said Redeemable Cumulative Preference Shares issued or to be issued shall entitle the holders thereof to priority in distribution of assets in the case of the winding up of the Company and also to receive preferentially out of the profits of the Company a cumulative dividend of six per cent per annum but not further or otherwise to participate in the profits or assets of the Company.

The said Redeemable Cumulative Preference Shares shall not carry any voting rights nor shall the holders thereof be entitled to attend Annual Meetings of the Company nor to receive notice of the same.

At any time after the expiration of twelve months from the first of January 1943 the Company may give written notice to the registered holder or holders of the said Redeemable Cumulative Preference shares of its intention to redeem the same at par at the expiration of three months of the posting of the said notice.

The said Redeemable Preference Shares shall only be redeemed out of the profits of the Company available for such purpose or out of the proceeds of a new issue of shares made for the purposes of redemption.

C. Robert Guest

SECRETARY.

THIS IS TO CERTIFY that this Resolution is produced by
lithographic printing by Waterlow & Sons Limited of London
Wall, E.C.2. and is in accordance with the Companies Act.

For and on behalf of Waterlow & Sons Limited.

J. J. Knapton

Manager.



C

A. H. GUEST LIMITED
Coalbournbrook Wharf, Stourbridge,
Worcestershire.

COPY of a SPECIAL RESOLUTION passed at an
EXTRAORDINARY GENERAL MEETING of the shareholders
of the above Company on Monday, the 28th day of
May, 1945.

- "1. That 410 Ordinary issued shares of the
Company numbered 7990 to 7999 inclusive and 8803
to 9202 inclusive be converted into SIX PER CENT
REDEEMABLE CUMULATIVE PREFERENCE SHARES of one
pound each.
2. That the present issued Capital of the
Company be [✓]£11,686 divided into 3895 SIX PER CENT
REDEEMABLE CUMULATIVE PREFERENCE SHARES of one
pound each, and 7791 ORDINARY SHARES of one pound
each by the creation of 410 SIX PER CENT REDEEMABLE
CUMULATIVE PREFERENCE SHARES of one pound each in
place of 410 issued ORDINARY SHARES numbered 7990
to 7999 inclusive and 8803 to 9202 inclusive."

Carried out
per pro A. H. GUEST LTD.

No. OF COMPANY 158,529

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

Extraordinary and Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 10, 61, and 141)

OF

A. H. Guest Limited

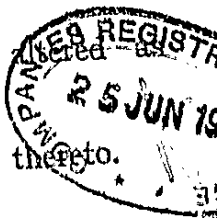
Passed the 23rd day of April, 1951



AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held on the 23rd day of April, 1951, at the Registered Office of the Company, Coalbournbrook, Stourbridge, in the County of Worcester, the subjoined Resolutions numbered 1, 2, and 4 were duly passed as EXTRAORDINARY RESOLUTIONS and the subjoined Resolution numbered 3 was duly passed as a SPECIAL RESOLUTION:—

1. "That the present Capital of the Company be confirmed as being £15,000, divided into 3895 Six per cent. Cumulative Preference Shares of £1 each which said Shares are non-redeemable and 11,105 Ordinary Shares of £1 each."
2. "That the Capital of the Company be increased from £15,000, divided into 3895 Six per cent. Cumulative Preference Shares of £1 each and 11,105 Ordinary Shares of £1 each, to £50,000, divided into 3895 Six per cent. Cumulative Preference Shares of £1 each and 11,105 Six per cent. Non-Cumulative Preference Shares of £1 each and 35,000 Ordinary Shares by the creation of 11,105 Six per cent. Non-Cumulative Preference Shares of £1 each and 23,895 new Ordinary Shares of £1 each. That the Cumulative and Non-Cumulative Preference Shares shall confer such respective preferential rights as the Company shall by Special Resolution determine."
3. "That the Articles of Association of the Company be follows:—

(1.) By cancelling Articles 23 and 24 and the headings thereto.



(2) By cancelling the additions and alterations to the Articles of Association contained in the second Special Resolution passed on the first day of March, 1943.

(3) By adding after Article 22 the following new Article :—

DIVIDENDS.

23. (i) The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

(ii) The net profits of the Company in each year available for dividend shall be applied as follows: First, in the payment of a fixed cumulative preference dividend at the rate of six per centum per annum on the amounts paid up or credited as paid up on the six per cent. cumulative Preference Shares; Secondly, in the payment of a non-cumulative preference dividend at the rate of six per centum per annum on the amounts paid up or credited as paid up on the six per cent. Non-Cumulative Preference Shares save that for the period ending 30th September, 1951, the net profits shall be applied in the payment of dividends aforesaid at the rate of six per centum and not six per centum per annum; Thirdly, any surplus shall be applied in payment of a dividend on the capital for the time being paid up or credited as paid up on the Ordinary Shares.

(4) By adding after Article 23 the following new Article :—

WINDING UP.

24. In the event of the company being wound up the assets of the company available for distribution amongst its members shall be applied as follows :—

(a) In the payment to the holders of the six per cent. Cumulative Preference Shares of any arrears of the fixed cumulative preference dividend of six per centum per annum payable thereon;

(b) In the payment to the holders of the six per cent. Non-Cumulative Preference Shares of such sum as shall together with any dividend that may have been paid to them in respect of the then current year amount to a dividend for that year at the rate of six per centum per annum on the nominal value of such share;

(c) In the repayment to the holders of the six per cent Cumulative Preference Shares of the amounts paid up or credited as paid up on such shares respectively;

(d) In the repayment to the holders of the six per cent.

(e) In the repayment to the holders of Ordinary Shares of the amount paid up or credited as paid up on such shares respectively ;

(f) Finally, in the distribution of the residue to be divided amongst the members in proportion to the number of Ordinary Shares held by them respectively.

(5) By adding after Article 25 the following new Article :—

CAPITALISATION OF PROFITS.

26. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively, or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members or (subject to the approval of the Directors) to a person or persons nominated by a member in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution :

Provided that a share premium account and a capital redemption reserve fund may for the purposes of this regulation only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively or (subject to the approval of the directors) to a person or persons nominated by a member credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective

amounts, or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

(6) By inserting after Article 7 the following new Article:—

7A. Neither the six per cent. Cumulative Preference Shares nor the six per cent. Non-Cumulative Preference Shares shall entitle any holder thereof to receive notice of or attend or vote either in person or by proxy at any General Meeting of the Company."


4. "That the sum of £33,314 (being as to £3370 10s. 1d. the amount standing to the credit of the Excess Profits Tax Post War Refund Account and as to £10,000 the amount standing to the credit of the reserve for Replacements and Contingencies Account and as to £19,943 9s. 11d. part of the amount standing to the credit of the Profit and Loss Account) be capitalised and that the same be applied in making payment in full at par of 11,105 six per cent. Non-Cumulative Preference Shares of £1 each in the Capital of the Company and 22,209 Ordinary Shares of £1 each in the Capital of the Company, such Shares to be distributed as fully paid up among the persons who were registered as holders of the Ordinary Shares in the Capital of the Company on the 21st day of April, 1951, proportionately to their holdings of such Ordinary Shares or as near thereto as may be without issuing fractions of Shares."

Robert Guest Chairman

Presented to the Registrar of Companies
on the 25th day of May, 1951

James

53



Ad valorem
Companies
Fee Stamp
(including
Registration
Fee) (5s.)
to be
affixed

inal Capital

COMPANY HAVING A SHARE CAPITAL

OF

INQUEST.

LIMITED

Pursuant to Section 63 of The Companies Act, 1948

REGISTERED
25 JUN 1951

Telegramms : "CERTIFICATE, ESTRAND, LONDON."

HO-J50765
Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers

116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented



1671,
Fred. Loeckharts,
16 - 17 Church Street,
Horseshoe Lane

ES REGIS

Notice of Increase in the Nominal Capital

OF

1. August, 1951.

Limited.

To, THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by (a) an Extraordinary Resolution of the Company dated the twentythird day of April 1951 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £35,000. (Thirty five thousand pounds) , beyond the Registered Capital of £15,000. (Fifteen thousand pounds).

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
11105	6% Non-Cumulative Preference.	£1
25895	Ordinary.	£1

The conditions (e.g., voting rights, dividends, &c.) subject to which the new Shares have been or are to be issued are as follows:—

as per Special Resolution dated 23rd April 1951.

Certified copy attached.

Signature *-W. E. Fisher*

Description (c) Secretary.

Dated the 27th day
of August 1951.

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



The Companies Act, 1948

DUPLICATE

COMPANY LIMITED BY SHARES

(COPY)

Extraordinary and Special Resolutions

(Pursuant to The Companies Act, 1948, Sections 10, 61, and 141)

OF

A. H. Guest Limited

Passed the 23rd day of April, 1951

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held on the 23rd day of April, 1951, at the Registered Office of the Company, Coalbournbrook, Stourbridge, in the County of Worcester, the subjoined Resolutions numbered 1, 2, and 4 were duly passed as EXTRAORDINARY RESOLUTIONS and the subjoined Resolution numbered 3 was duly passed as a SPECIAL RESOLUTION:—

1. "That the present Capital of the Company be confirmed as being £15,000, divided into 3895 Six per cent. Cumulative Preference Shares of £1 each which said Shares are non-redeemable and 11,105 Ordinary Shares of £1 each."
2. "That the Capital of the Company be increased from £15,000, divided into 3895 Six per cent. Cumulative Preference Shares of £1 each and 11,105 Ordinary Shares of £1 each, to £50,000, divided into 3895 Six per cent. Cumulative Preference Shares of £1 each and 11,105 Six per cent. Non-Cumulative Preference Shares of £1 each and 35,000 Ordinary Shares by the creation of 11,105 Six per cent. Non-Cumulative Preference Shares of £1 each and 23,895 new Ordinary Shares of £1 each. That the Cumulative and Non-Cumulative Preference Shares shall confer such respective preferential rights as the Company shall by Special Resolution determine."
3. "That the Articles of Association of the Company be altered as follows:—

Original filed by:



By cancelling Articles 23 and 24 and the headings thereto.

(2) By cancelling the additions and alterations to the Articles of Association contained in the second Special Resolution passed on the first day of March, 1943.

(3) By adding after Article 22 the following new Article :—

DIVIDENDS.

23. (i) The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

(ii) The net profits of the Company in each year available for dividend shall be applied as follows: First, in the payment of a fixed cumulative preference dividend at the rate of six per centum per annum on the amounts paid up or credited as paid up on the six per cent. cumulative Preference Shares; Secondly, in the payment of a non-cumulative preference dividend at the rate of six per centum per annum on the amounts paid up or credited as paid up on the six per cent. Non-Cumulative Preference Shares save that for the period ending 30th September, 1951, the net profits shall be applied in the payment of dividends aforesaid at the rate of six per centum and not six per centum per annum; Thirdly, any surplus shall be applied in payment of a dividend on the capital for the time being paid up or credited as paid up on the Ordinary Shares.

(4) By adding after Article 23 the following new Article :—

WINDING UP.

24. In the event of the company being wound up the assets of the company available for distribution amongst its members shall be applied as follows :—

(a) In the payment to the holders of the six per cent. Cumulative Preference Shares of any arrears of the fixed cumulative preference dividend of six per centum per annum payable thereon;

(b) In the payment to the holders of the six per cent. Non-Cumulative Preference Shares of such sum as shall together with any dividend that may have been paid to them in respect of the then current year amount to a dividend for that year at the rate of six per centum per annum on the nominal value of such share;

(c) In the repayment to the holders of the six per cent Cumulative Preference Shares of the amounts paid up or credited as paid up on such shares respectively;

(d) In the repayment to the holders of the six per cent. Non-Cumulative Preference Shares of the amounts paid

(e) In the repayment to the holders of Ordinary Shares of the amount paid up or credited as paid up on such shares respectively;

(f) Finally, in the distribution of the residue to be divided amongst the members in proportion to the number of Ordinary Shares held by them respectively.

(5) By adding after Article 25 the following new Article:—

CAPITALISATION OF PROFITS.

26. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively, or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members or (subject to the approval of the Directors) to a person or persons nominated by a member in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may for the purposes of this regulation only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

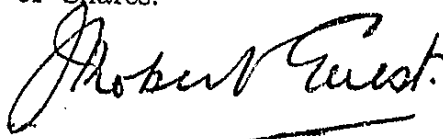
Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively or (subject to the approval of the directors) to a person or persons nominated by a member credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the

amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

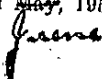
(6) By inserting after Article 7 the following new Article :—

7A. Neither the six per cent. Cumulative Preference Shares nor the six per cent. Non-Cumulative Preference Shares shall entitle any holder thereof to receive notice of or attend or vote either in person or by proxy at any General Meeting of the Company."

4. "That the sum of £33,314 (being as to £3370 10s. 1d. the amount standing to the credit of the Excess Profits Tax Post War Refund Account and as to £10,000 the amount standing to the credit of the reserve for Replacements and Contingencies Account and as to £19,943 9s. 11d. part of the amount standing to the credit of the Profit and Loss Account) be capitalised and that the same be applied in making payment in full at par of 11,105 six per cent. Non-Cumulative Preference Shares of £1 each in the Capital of the Company and 22,209 Ordinary Shares of £1 each in the Capital of the Company, such Shares to be distributed as fully paid up among the persons who were registered as holders of the Ordinary Shares in the Capital of the Company on the 21st day of April, 1951, proportionately to their holdings of such Ordinary Shares or as near thereto as may be without issuing fractions of Shares."


Chairman

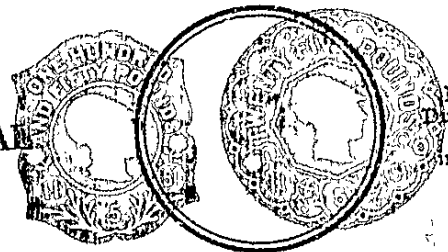
Presented to the Registrar of Companies
on the 25 day of May, 1951



Number of } 150529 / 34
Company }

**THE STAMP ACT, 1891; THE REVENUE ACT, 1903;
and THE FINANCE ACT, 1933**

COMPANY HAVING A SHARE CAPITAL



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

OF

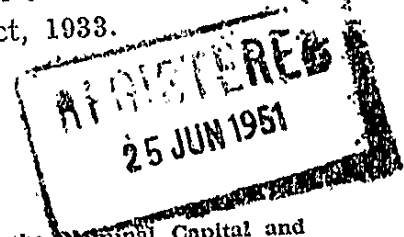
A. H. GUEST.



LIMITED



in pursuance of Section 112 of The Stamp Act, 1891; Section 5 of The Revenue Act, 1903; and Section 41 of The Finance Act, 1933.



This Statement has to be registered with the Notice of Increase in the Nominal Capital and a copy of the Resolution authorising the Increase required under Section 63 of The Companies Act, 1948.

HO-J52843

Telegrams: "CERTIFICATE, ESTRAND, LONDON."

Telephone No.: HOLBORN 0434 (6 lines)

JORDAN & SONS, LIMITED,

**Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2**

Presented by



1150529 / 34

THE NOMINAL CAPITAL

OF

L. H. GUNST.

LIMITED,

has, by a Resolution of the Company dated the twentythird day of April, 1951, been increased by the addition thereto of

the sum of Thirty five thousand (35,000) Pounds,

divided into 11105 Non-Cumulative Preference and 23895 Ordinary Shares

of One pound each.

Beyond the Registered Capital of fifteen thousand (15,000) Pounds.

Signature *L. H. Gunst*

Description Secretary

Dated the 24 day

of May 1951

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

*** This Statement should be signed by an Officer of the Company.

8529 / 65
A. H. GUEST LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Members of the above-named Company will be held at the Registered Office of the Company, Coalbournbrook Wharf, Amblecote, Stourbridge, on Friday, the 24th day of July 1959 at 11.0 a.m. for the purpose of considering, and, if thought fit, passing with or without amendment, the following Resolution as a Special Resolution:

1. That the following clause shall be added to the Articles of Association of the Company:

EXECUTIVE DIRECTORS

The Directors may from time to time appoint any employee of the company (not being a Director) to be an Executive Director of the Company and may at any time remove any person so appointed. Any person so appointed shall not be a Director of the Company for any of the purposes of the Statutes, nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Directors. The duties of an Executive Director shall be determined by the Directors. An Executive Director shall not be entitled to receive notice of or to attend at any board meeting unless so invited to do by the Directors and he shall not vote on any resolution proposed at a meeting of the Directors. An Executive Director appointed under this article shall not be entitled to any remuneration in respect of his acting as Executive Director.

ve Special Resolution was passed, without amendment, Extraordinary General Meeting of the Members at the Registered Office of the Company on Friday, 24th day of July 1959.

A. H. GUEST LTD

W. E. Fisher

W. E. Fisher
Director & Secretary.

DIRECTOR & SECRETARY

10/11, CHURCH ST - Stourbridge
WORE

29

No. of Company 158529

76

THE COMPANIES ACT 1948

SPECIAL RESOLUTION

Pursuant to Section 141(2)

- of -

A. H. GUEST LIMITED

Passed the 30th day of September, 1964.

REGISTERED

20 OCT 1964

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Coalbournbrook, Stourbridge in the County of Worcester on the 30th day of September 1964 the following Special Resolution was duly passed:-

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

- (a) Article 15 be altered to read "Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten"
- (b) "The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required and Regulation 70 of Table A of the Companies Act 1908 shall cease to be applicable".
- (c) Article 14 and Clause 3 of Article 19 shall be cancelled.

Probert Guest
CHAIRMAN

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[11218]

158529

Name of company

* *A. H. GUEST LIMITED*

* insert full name of company

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

Note
Please read notes 1 to 4 overleaf before completing this form

Day Month

3 0 0 9

† 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 0 0 9 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

A. H. Morgan

[Director][Secretary]† Date 30. 6. 86

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

W. A. MORGAN
A. H. GUEST LTD
WOLLASTON ROAD
AMBLECOTE.
STOURBRIDGE DY8 4HP.

For official Use
General Section

Post room



G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--	--

152520

Name of company

*Insert full name of company

* A.H. GUEST LIMITED

Note
Please read notes 1 to 5 overleaf before completing this form

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

Day Month

3	0	0	6
---	---	---	---

†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	0	0	6	1	9	8	7
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed *A. Morgan* [Director] [Secretary]† Date *24th Dec 1987*

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

W. A. Morgan

For official use
General Section

Post room

RECEIVED
21 JUN 1988
M 6 10 7

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 158529

COMPANY NAME A.H. Guest, Limited

At an Extraordinary General*/~~Annual General~~*/~~General~~* Meeting of the members of the above named company, duly convened and held at:

Wollaton Road, Sourbridge, West Midlands

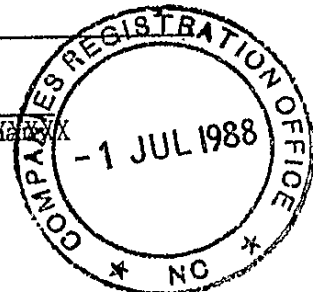
on the Sixteenth day of June 19 88

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME HALL & TAWSE WESTERN LIMITED ✓ *MS 11/7*

Signature *[Signature]*
~~Chairman, Director, Secretary or Officer of the Company~~



Notes:

* Please delete as appropriate

N.B. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

Mr R.C. Bellhouse,
Raine Industries plc,
Ashbourne Road,
Mackworth,
Derby DE3 4NB

RECEIVED
28 JUN 1988
M 6 10 7

280 - Mallowd
1000/19 - 022

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 158529

I hereby certify that

A. H. GUEST, LIMITED

having by special resolution changed its name,

is now incorporated under the name of

HALL & TAWSE WESTERN LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 11 JULY 1988

Ch. Evans.
CH. EVANS

an authorised officer

158529

number of company
form No. 27

THE COMPANIES ACTS 1948 to 1976
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of A.H. GUEST

Passed the 30th day of June 19 88 Limited

At an Extraordinary General Meeting of the above-named Company, duly convened
and held at ASHBOURNE ROAD, MACKWORTH, DERBY

on the 30th day of June 19 88,
the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the authorised share capital of the company be increased
to £2.5 million by the creation of 2,450,000 Ordinary Shares
of £1 each



P. Hobson
Secretary

NOTES
(1) This Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the
Secretary of the Company whose position should be stated under his name
(2) This Resolution is required to be filed with the Registrar of Companies within 15 DAYS after it has
been passed and can be sent by Jordan H. Jones Ltd for that purpose



COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

158529

Name of company

* A H GUEST LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 30 JUNE 1988 the nominal capital of the company has been
increased by £ 2,450,000 beyond the registered capital of £ 50,000.

5 the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.5

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

Rank pari passu with the existing ordinary share capital

Please tick here if
continued overleaf

☐

† delete as
appropriate

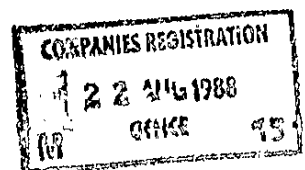
Signed

[Director][Secretary]† Date 30.6.88

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

For official Use
General Section

Post room



Company No: 158529

HALL & TAWSE WESTERN LIMITED

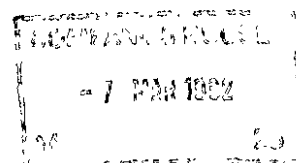
Hereby notifies you that at the Annual General Meeting duly convened and held at Raine House, Ashbourne Road, Mackworth, Derby, DE3 4NB on 15th November 1990, resolution noted below was adopted unanimously by 100% of the members entitled to attend and vote at the meeting **AS AN ELECTIVE RESOLUTION**

THAT in accordance with and for the purposes of Section 379A of the Companies Act 1985 ("the Act") the Company hereby elects:

- a) that the provisions of Section 80A of the Act shall apply and accordingly that the Directors be and are hereby authorised generally and unconditionally to exercise all the relevant powers of the company to allot relevant securities (within the meaning of Section 80(2) of the Act) comprised in the authorised but unissued capital of the Company at the date hereof and that this authority is given for an indefinite period;
- b) in accordance with Section 252 of the Act to dispense with the laying of accounts and reports before the company in general meeting;
- c) in accordance with Section 366(4) of the Act to dispense with the holding of Annual General Meetings of the company;
- d) that the provisions of Sections 369(4) and 378(3) of the Act shall have effect in relation to the company as if for references to 95 per cent there were substituted references to 90 per cent;
- e) in accordance with Section 386 of the Act to dispense with the obligation of the company to appoint auditors annually.

Certified as a true extract of the minutes of the meeting.

.....
CHAIRMAN/DIRECTOR/SECRETARY



G

COMPANIES FORM No. 122

122**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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158529

Name of company

* Hall & Tawse Western Limited

* insert full name
of company

gives notice that:

On 28th June 1991 the holdings of 3,895 Six per Cent. Cumulative Preference Shares of £1 each and 11,105 Six per Cent. Non-Cumulative Preference Shares of £1 each, both in the capital of the Company, registered in the name of Hall & Tawse Group Limited were converted into a holding of 15,000 £1 Ordinary shares, ranking pari passu in all respects with the existing Ordinary shares of £1 each in issue.

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

P. Hiron

Designation†

Director

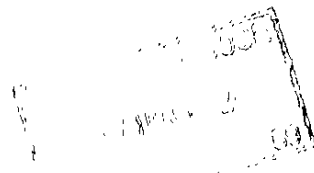
Date 28.6.91.

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

R C Bellhouse
Raine House
Ashbourne Road
Mackworth
Derby DE3 4NB

For official Use
General Section

Post room



1585507

HALL & TAWSE WESTERN LIMITED

Minutes of a meeting of the Directors held at Raine House, Ashbourne Road, Mackworth, Derby, on Friday, 28th June 1991.

PRESENT: Mr R J Irving
Mr P Hiron

IN ATTENDANCE: Mr J W Barr (representing Hall & Tawse Group Limited)

MINUTE

1 Rationalisation of Share Capital

The majority shareholder had indicated that it wished to convert its entire holdings of 6% Cumulative Preference Shares and 6% Non-Cumulative Preference Shares in the capital of the Company into Ordinary Shares.

The Board was advised that under the terms of an Extraordinary Resolution adopted by the Company on 23rd April 1951, the above-noted classes of shares should confer such rights as determined by a Special Resolution of the Company.

Accordingly, IT WAS RESOLVED THAT an Extraordinary General Meeting be convened at Short Notice to consider and, if thought fit, approve the following as a Special Resolution :

"THAT the rights attaching to both the Six per cent. Cumulative Preference Shares of £1 each and the Six per cent. Non-Cumulative Preference Shares of £1 each in the capital of the Company be varied by the addition of :

- (i) the right, exercisable by lodging notice in writing, validly executed by or on behalf of the shareholder, at the Registered Office of the Company and taking effect on such lodgment, to convert a holding either in part or whole into an equal number of Ordinary Shares of £1 each to be issued forthwith and ranking pari passu in all respects with any and all Ordinary Shares of £1 each then in issue; provided always that
- (ii) such lodgment shall serve as an irrevocable waiver from receipt of any and all dividends which may be outstanding and payable by reference to the shares in question."

The Meeting adjourned to allow the EGM to be held.

Upon reconvening, the Meeting was advised that the Company had approved the relevant resolution.

/continued....

Conversion of Shares

Mr Barr then served a written notice to the Meeting, executed on behalf of Hall & Tawse Group Limited in accordance with the terms of the Special Resolution previously adopted and IT WAS RESOLVED THAT the holdings of 3,895 Six per cent Cumulative Shares of £1 each and 11,105 Six per cent Non-Cumulative Preference Shares of £1 each, both registered in the name of Hall & Tawse Group Limited be and are hereby cancelled and converted into a holding of 15,000 Ordinary Shares of £1 each, ranking pari passu in all respects with the existing Ordinary Shares of £1 each in issue.

There being no other business, the Chairman declared the Meeting closed.


CHAIRMAN

COMPANY NUMBER: 158529

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

HALL & TAWSE WESTERN LIMITED

PASSED 24TH NOVEMBER 1993

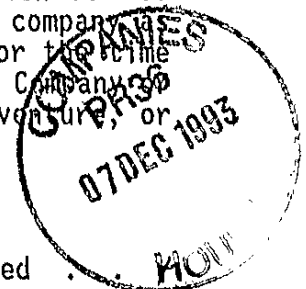
At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened and held at Raine House, Ashbourne Road, Mackworth, Derby on the 24th day of November 1993, the following Special Resolution was duly passed:-

RESOLUTION

..... THAT the Company's Memorandum of Association be and is hereby amended to include the following clause as Clause 3 (V)

"To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company or a subsidiary of the company each as defined by Section 736 of the Companies Act 1985 or of the Company's holding company so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, or any other person firm or company whatsoever.

Continued



COMPANY NUMBER: 158529

For the purposes of this paragraph 3 (V), guarantee shall be construed so as to include any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person."

.....



.....
CHAIRMAN