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COMPANY LIMITED BY SHARES.

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**Articles of Association**

OF

**THE SUTTON TRADING COMPANY,  
LIMITED.**

*(Adopted by Special Resolution passed on the 28th day of December  
1956)*

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1. The regulations contained in Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter referred to as Table A), shall apply to the Company save insofar as they are excluded or varied hereby: that is to say that Clauses of Table A numbered 24 and 53 shall not apply but in lieu thereof and in addition to the remaining clauses of Table A the following shall apply:—

2. The Company is a Private Company and accordingly:—

- (A) The right to transfer shares is restricted in manner hereinafter prescribed;
- (B) The number of members of the Company (exclusive of 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) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this regulation be treated as a single member;
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
- (D) The Company shall not have power to issue share warrants to bearer.

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

4. 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 herein otherwise provided two members present in person or by proxy shall be a quorum.

5. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

6. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Sub-section (4) of Section 129 of the Act.

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This is the print of the New Articles of Association of THE SUTTON TRADING COMPANY, LIMITED referred to in the Special Resolution of the Company passed on the 28th day of December 1956.

*J. P. M. M. M.*  
*Chairman.*

*Witness*  
*James M. M. M.*  
*Solicitor*  
*C. M. M.*

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