

Number of  
Company 1

322017

Form No. 41.

# THE COMPANIES ACT, 1929.



A 5s.  
Companies'  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

G. ROWE

~~INCORPORATED~~

ELECTRICAL COMPANY

LIMITED.

Presented by

Rubinstein, Nash & Co.,

5 & 6 Raymond Buildings.

Gray's Inn, E.C.1.

The Solicitors Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 63 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 60.—7931.29-1-31. W127

of 5 and 6 Raymond Buildings, Gray's Inn in the County of  
London

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"in the formation."  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

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

*✓*  
CROWEL  
of ~~HA-GRO~~ ELECTRICAL COMPANY,-----

Limited, and that all the requirements of the Companies Act, 1929,  
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 5 Raymond Buildings  
Gray's Inn in the County of  
London

the 21<sup>st</sup> day of March 1932.

Before me,

*John William Lloyd*  
A Commissioner for Oaths. [or a Notary Public or  
Justice of the Peace.]

*Frank J. Robinson*

*Frank J. Robinson*

Redeclared at 5 Raymond  
Buildings Inn in the  
County of London this  
21<sup>st</sup> day of March 1932.

Before me  
*John William Lloyd*

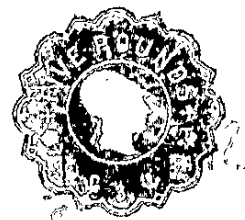
This margin is reserved for binding and should not be written across.

Number of  
Company

23107

Form No. 25.

**THE STAMP ACT 1891.**  
(54 & 55 Vict., Ch. 39.)



COMPANY LIMITED BY SHARES.

**Statement of the Nominal Capital**  
OF

*[Handwritten signature]*

**GROWEL**

**ELECTRICAL COMPANY LIMITED.**

**LIMITED.**

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, and by Section 39 of the Finance Act 1920. **APR 1932**

**NOTE.**—The Stamp Duty on the Nominal Capital is One Pound for every £100 or fraction of £100.

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

*Presented by*

**Rubinstein, Nash & Co.,**

**5 & 6 Raymond Buildings,**

**Gray's Inn, W.C.1.**

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,  
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.  
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

# THE NOMINAL CAPITAL

OF

*John*  
*Ed*  
GROWEL ELECTRICAL COMPANY, Limited,

is £500-----, divided into Five hundred-----

Shares of One pound----- each.

\*Signature. *John Harris*

Officer *Director*

Dated the Twenty-first day of March, 1932.

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



261047



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

REGISTERED  
1 APR 1932

*W.D. GROWEL*  
Memorandum of Association  
OF  
*W.D. GROWEL*  
~~THE HARGRE~~ ELECTRICAL  
COMPANY LIMITED.

1. The name of the Company is "<sup>*GROWEL*</sup>~~The Hargre~~ ELECTRICAL COMPANY LIMITED."

2. The registered office of the Company will be situate in England.

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

- (a) To carry on the business of manufacturers of and traders in electric bells and all other articles and accessories used in connection therewith.
- (b) To carry on business as electrical and general engineers and the business of manufacturers, producers and makers of, dealers in and agents for the purchase, sale and supply of any articles or goods produced in the course of such business of electrical engineers, and to enter into and carry out any contracts with any person or association of persons in connection therewith.
- (c) To carry on all or any or the businesses of electrical contractors, iron founders, brass founders, metal workers, wire drawers, galvanisers, mechanical, hydraulic, mining, marine and general engineers, producers and suppliers of light, heat, water and motive power and electricity or any

other power that can be used as a substitute therefor or that may be found capable of being used as a substitute therefor for the purposes of light, heat, sound, power or otherwise, metallurgists, iron masters, charterers of vessels, carriers by sea and land, and manufacturers, suppliers on the hire-purchase or any other system, hirers and dealers of and in all machinery, apparatus, plant, materials and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity or otherwise in connection with any of the trades or businesses which the Company is authorised to carry on.

- (j) (d) To buy, sell, manufacture, repair, alter, exchange, refine, manipulate, let on hire, import, export and deal in goods, stores, substances, apparatus, appliances, merchandise, commodities, chattels, effects and property of any and every description, both wholesale and retail, and to transact every kind of agency business.
- (e) To make experiments in, and public exhibitions of, electric force and lighting and electrical machinery and appliances, and to carry out research work in connection with any other trade or business which the Company is authorised to carry on.
- (f) To acquire in such manner and upon such terms as the Company shall think fit secret processes, inventions, patents, copyrights, designs, or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (g) To carry on business as manufacturers, importers, dealers and repairers of wireless, telegraphic, telephonic and electrical apparatus and appliances and perambulators, cameras, photographic accessories, gramophones, gramophone records and accessories, sports and athletic goods, fancy goods and novelties and general merchants.
- (h) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (i) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or

advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

- (j) To adopt such means of making known and popularising any of the Company's businesses as may seem expedient, and in particular by carrying out demonstrations, competitions, exhibiting, advertising in the press, circularising and publishing posters, pamphlets and periodicals, promoting clubs and reliability and speed contests and trials and generally as the directors may decide.
- (k) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or any other company, whether fully paid or otherwise.
- (l) To form, promote, subsidise and assist companies, syndicates, or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates, or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (m) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (n) To work, improve, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business, or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (o) To construct, erect, maintain, alter, replace, or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the

business, or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

- (p) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgage, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (q) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (r) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry and to make donations to such persons, and in such cases, and either of cash or other assets, as the company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (t) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal, or realisation 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 subscribe for, purchase or otherwise acquire, take, hold, or sell any shares, or stock debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operation in such manner, with or without security, as the Directors may determine.
- (v) To appoint any person or persons, firm or firms, company or companies, to be agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

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4.

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shares of



(z) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.

(x) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.

(y) To promote, contribute to, assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.

(z) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(aa) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £500 divided into 500 shares of £1 each.

WE, the several persons whose names, addresses and descriptions 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>M. J. Woolgar</i> <i>11 Summer Gardens,</i> <i>East Molesey,</i> <i>Surrey.</i> <i>Solicitors' Clerks.</i>	<i>One.</i>
<i>W. Dykes.</i> <i>5 Elm Road.</i> <i>Stones Green</i> <i>nr Epsom</i> <i>Kent</i> <i>Solicitors' Clerks.</i>	<i>One.</i>

Dated the *21<sup>st</sup>* day of *March* 1932.

Witness to the above Signatures:

*I Trust,*  
*5 & 6 Raymond Bldg,*  
*Spring Inn, W. B. I.*  
*Solicitors' Clerks.*



284047

14



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

## Articles of Association

or

*Mr. J. V. GROWEL*  
~~THE HARGRE~~ ELECTRICAL  
COMPANY LIMITED.

REGISTERED  
11 APR 1932

1. Subject as hereinafter provided, the Regulations contained in Table "A" in the First Schedule to the Companies Act, 1929, shall apply to this Company.

2. Clauses, 7, 64, 65, 66, 69, 71, 72, 82, 101 and 104 of Table "A" shall not apply to the Company but the remaining clauses of Table "A" subject to the modifications hereinafter expressed, and the clauses hereinafter contained, shall be the Regulations of the Company.

3. The Company is registered as a "Private Company" and accordingly :—

- (A) The right to transfer the shares of the Company is restricted in manner hereinafter appearing; and
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and 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; and
- (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

## DIRECTORS.

4. The number of the Directors shall not exceed five. The Company in general meeting may reduce or increase these limits.

REGISTERED  
30 MAR 1932

5. The first Directors shall be Arthur Grothe and Herbert Michael Harris and subject to Article 9 hereof each of them shall hold office during his life. The said Arthur Grothe shall be Chairman of the Directors and shall continue Chairman as long as he shall remain a Director and be willing to act in that capacity.

6. A Director shall not be required to hold any shares in the Company.

7. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

8. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

#### DISQUALIFICATION OF DIRECTORS.

9. The office of Director shall be vacated if the Director :—

(A) Resigns his office by notice in writing to the Company; or

(B) Becomes bankrupt or insolvent, or compounds with his creditors; or

(C) Is found lunatic or becomes of unsound mind; or

(D) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or

(E) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929 section 217 or section 275.

10. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by section 149 of the Companies Act 1929. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

## SHARES.

11. In clause 2 of Table 'A' the words "Ordinary Resolution" shall be substituted for the words "Special Resolution."

12. The Company (or the Directors on behalf of the Company) may exercise the powers of paying commission conferred by the Companies Act 1929 section 43, provided that the amount or rate per cent. of the commission paid or agreed to be paid shall be disclosed in the manner required by that section, and shall not exceed five per cent. of the price at which such shares are issued, or an amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also on the issue of shares, pay such brokerage as may be lawful.

13. The Company shall be entitled to treat the registered holder of any share as the absolute owner, and it shall not be bound to recognise any trust, charge, equity or equitable claim to, or partial interest in such share whether or not it shall have express or other notice thereof.

## LIEN.

14. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company or any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

## TRANSFER OF SHARES.

15. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

16. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members, of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

17. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.

18. Upon such division being made the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Board shall be entitled to enter the names of the Purchasers in the Register of Members as holders of the said shares, by transfer, and the Board shall receive and give a good discharge for the purchase money, and shall credit the account of the Vendor with the money so received.

19. In the case of all the said shares not being sold under the above provisions, the Vendor shall be entitled, subject to the next succeeding article, at any time within six calendar months after the expiration of the notice given by the Vendor to the Board of his intention to sell, to transfer the shares not sold, to any person at any price.

20. In clause 19 of Table 'A,' between the words "the Directors may" and the word "decline" the words "in their absolute discretion, and without assigning any reason therefor" shall be inserted, and in the same clause the words "not being fully paid shares" shall be omitted.

#### NOTICES.

21. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and clause 103 of Table 'A' shall be modified accordingly.

22. A Member who has no registered address in the United Kingdom and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to receive any notices from the Company.

#### GENERAL MEETINGS.

23. The words "one member" shall be substituted for "two members" in Clause 39 and 41 of Table 'A.'

24. Two members shall constitute a quorum, and clause 45 of Table 'A' shall be modified accordingly.

25. A poll may be demanded by two members or the holder of not less than one tenth of the shares of the Company for the time being issued and entitled to vote, and clause 50 of Table 'A' shall be modified accordingly.

26. Any Ordinary Resolution of the Company determined on without any General Meeting and evidenced by writing under the hands of all the Directors or a sole Director and of Members of the Company holding three-fourths of the issued Shares of the Company shall be valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company.

27. In clause 59 of Table 'A' the words "A proxy need not be a member of the Company" shall be deleted and the following words shall be substituted in their place :— "No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he is appointed to act at that Meeting as proxy for or representative of a Corporation, but a proxy for or representative of a Corporation, unless entitled on his own behalf to be present and vote at the Meeting, shall not act except for the Corporation which appoints him."

#### SEAL.

28. The Directors may affix the Common Seal to any document provided that such document be also signed by two Directors, or by one Director and the Secretary, or such other person as the Directors may appoint for the purpose.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

A.C. Woolgar  
11 Summer Gardens,  
East Molesey,  
Surrey. Solicitors' Clerk to.

H. Dykes.  
5 Elm Road.  
Staines Green  
near Briths  
Kent.  
Solicitors' Clerk to.

Dated the 21<sup>st</sup> day of March 1932.

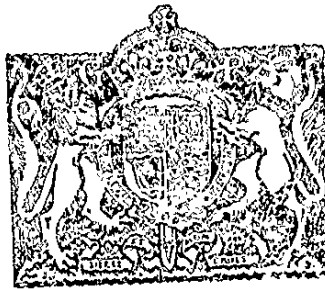
Witness to the above Signatures:—

J. Dush,  
5 & 6 Raymond Buildings,  
Gray's Inn, W.C.1.  
Solicitors' Clerk to.



DUPLICATE FOR THE FILE.

No 264047



# Certificate of Incorporation

I Hereby Certify,

That

GROWEL ELECTRICAL COMPANY LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this first day of April One  
Thousand Nine Hundred and thirty-two.

Registrar of Companies.

Certificate  
received by

*Ly. G. Foster for Rubinskin Rash P 60, 5 P 6, Raymond  
Buildings, Gray's Inn, W.C.1* Date *1st April 1932*



*The Companies Act 1929.*

COMPANY LIMITED BY SHARES.

## Special Resolution

*(Pursuant to Section 117 (2))*

OF

**GROWEL ELECTRICAL COMPANY  
LIMITED.**

*Passed 25th April 1932.*

REGISTERED

27 APR 1932

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at The Sessions House, Clerkenwell Green, on Monday, the 25th day of April 1932, the following Special Resolution was duly passed, viz.:—

“That the name of the Company be changed to  
AGRO ELECTRICAL COMPANY LIMITED.”

*John Harris*

Director.

264478  
[C.D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London.") Telephone Number: ~~Victoria 3340~~; and that the following number may be quoted:— 2630/32.

BOARD OF TRADE,

3rd May, 1932.



Gentlemen,

GROWEL ELECTRICAL COMPANY LIMITED R.N. & Co.

4 - MAY. 1932

With reference to your application of the 27th April,

I am directed by the Board of Trade to inform you that they approve of the name of the above-named Company being changed to

"AGRO ELECTRICAL COMPANY LIMITED"

This communication should be tendered to the Registrar of Companies, Somerset House, Strand, W.C.2. as his authority for entering the new name on the Register, and for issuing his certificate under Section 12 (4) of the Companies Act, 1929. A Postal Order for 5/-, made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the Registration fee.

I am, Gentlemen,

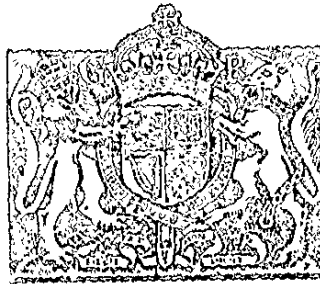
Your obedient Servant,

Messrs. Rubinstein, Nash & Co.,  
5 & 6, Raymond Buildings,  
Gray's Inn,  
W.C.1.

*John G. Henderson*

DUPLICATE FOR THE FILE.

No. 264047



## Certificate of Change of Name.

I hereby Certify, That

GROWEL ELECTRICAL COMPANY LIMITED

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called  
AGRO ELECTRICAL COMPANY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this fifth day of May  
One Thousand Nine Hundred and thirty-two.

*Greenwood*

Registrar of Companies.

Certificate received by *J. J. Foster* for

*Rubinstein, Nash & Co*  
*5-6 Raymond Buildings*  
*Gray's Inn. W.C.1.*

Date *9th May 1932.*

No. 264047.

19



THE COMPANIES ACT, 1929.

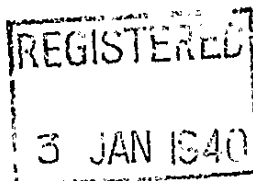
COMPANY LIMITED BY SHARES.

## Ordinary Resolution

of

**Agro Electrical Company Limited.**

At an EXTRAORDINARY GENERAL MEETING of the Company held at 60, St. Paul's Churchyard, London, E.C.4, on Thursday the 28th day of December, 1939, the following Resolution was duly passed as an ORDINARY RESOLUTION :—

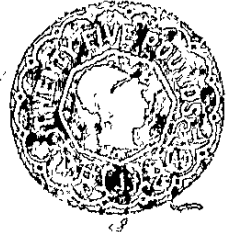


### RESOLUTION.

"That the capital of the Company be increased to £5,500 by the creation of 5,000 new shares of £1 each ranking *pari passu* with the existing shares of the Company such new shares to be at the disposal of the Directors in such manner as they think fit."

J/m. Harris  
Chairman.

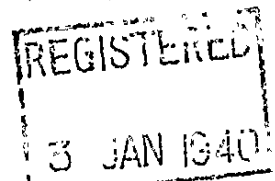
*[Handwritten signature]*  
6-6



AGRO ELECTRICAL COMPANY

LIMITED.

Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (Note.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903.)

Note.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, BIRCHYN LANE, AND 49 PARLIAMENT STREET, LONDON;  
AND TEMPLE ROW, BIRMINGHAM.

Presented by

Butler, Viley & Co

62, St. Paul's Churchyard, E.C.4.

The NOMINAL CAPITAL of \_\_\_\_\_

AGRO ELECTRICAL COMPANY \_\_\_\_\_ Limited,

has by a Resolution of the Company dated 28th December 1939

been increased by the addition thereto of the sum of £ 5000, divided into

5000 shares of £ 1 each beyond the Registered Capital of

2500

Signature W. H. Harris

Description Director

Date 2nd January 1940

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

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

No. of Company 204437 71

# THE COMPANIES ACT, 1929.

## Notice of Increase in Nominal Capital. *Pursuant to Section 52.*



Name of Company { ACRO ELECTRICAL COMPANY Limited.

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act. 1903.

REGISTERED  
5 JAN 1940

PUBLISHED AND SOLD BY  
**WATERLOW & SONS LIMITED,**  
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,  
LONDON WALL, BIRCHIN LANE, AND 49 PARLIAMENT STREET, LONDON;  
AND 8 NEWHALL STREET, BIRMINGHAM.

Presented by

Butler, Vinay & Co.

63, St. Paul's Churchyard, E.C.4.



TO THE REGISTRAR OF COMPANIES.

LENO ELECTRICAL COMPANY Limited, hereby give you notice, pursuant to  
section 52 of The Companies Act, 1929, that by (a) an Ordinary

Resolution of the Company dated the 23th day of

December, 1939, the nominal Capital of the Company has been

increased by the addition thereto of the sum of £ 5000

beyond the Registered Capital of £ 500

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
5000	Ordinary	£1

The Conditions (b) subject to which the new Shares have been or are to be issued are  
as follows:—

Ranking Pari Passu with the existing shares of the Company

Signature J. M. Hanco

(State whether Director or Manager or Secretary.)  
Director

Dated the Second day of JANUARY 19 40

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., "Voting Rights," "Dividends," etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. 261047.

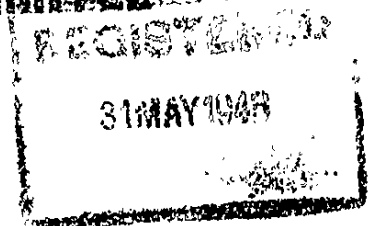
THE COMPANIES ACT, 1929.

## Special Resolution

OF

## AGRO ELECTRICAL COMPANY LIMITED.

Passed 29th day of April, 1946.



At an EXTRAORDINARY GENERAL MEETING of the Company held at 233, Shaftesbury Avenue, London, W.C.2, on Monday, the 29th day of April, 1946, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

### RESOLUTION.

“ THAT the regulations contained in the printed document  
“ submitted to the meeting and for the purpose of identification  
“ subscribed by the Chairman thereof, be approved and  
“ adopted as the Articles of Association of the Company, in  
“ substitution for and to the exclusion of all the existing  
“ Articles thereof.”

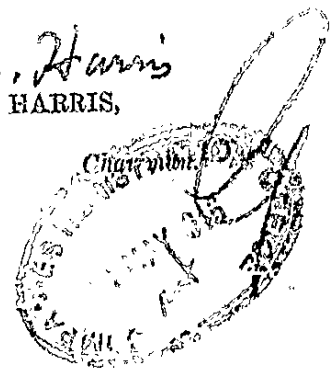
*H. M. Harris*

H. M. HARRIS,

Chairman.

I HEREBY CERTIFY that short notice convening the Extraordinary General Meeting held to pass the above-mentioned Special Resolution was approved by all the members of the Company.

*H. M. Harris*  
H. M. HARRIS,



A-277E

10007  
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## AGRO ELECTRICAL COMPANY LIMITED

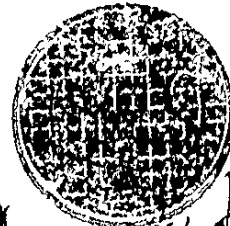
(Adopted pursuant to Special Resolution passed the 29th day of April, 1946.)

### CONSTITUTION.

1. The regulations in Table "A" of the First Schedule to the Companies Act, 1929, shall apply to the Company save in so far as the same are excluded, modified by or are inconsistent with these Articles.
2. No transfer of shares shall be registered without the sanction of the Directors.
3. No invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company.
4. The number of Members of the Company (exclusive of persons 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 not exceed fifty.
5. Clauses 11, 64, 66, 69, 71, 73, 82 and 101 of Table "A" shall not apply to this Company.

### SHARES.

6. Clause 2 of Table "A" shall be read as if the words "Ordinary Resolution" were substituted for the words "Special Resolution."
7. 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 10 per cent. of the price at which such shares are issued, or an amount equivalent thereto, 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.
8. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and each Member shall, subject to receiving not less than seven days' notice specifying the time of payment, pay to the Company at the time specified the amount called on his share.



## CAPITAL.

9. The capital of the Company is £5,500, divided into 5,500 shares of £1 each.

10. All new shares shall before issue be offered to the Members of the Company in proportion as nearly as the circumstances admit to the number of shares respectively held by them and Clause 35 of Table "A" shall be modified accordingly.

11. A Member or his legal personal representatives (hereinafter called "the owner") desiring to dispose of any shares shall give notice in writing of such his desire (hereinafter called the "transfer notice") to the Company and therein shall specify the number of shares for sale and the price therefor. The transfer notice shall constitute the Company agent for the sale of the said shares at the price mentioned therein.

12. The shares comprised in any transfer notice shall be forthwith offered to the other Members for the time being in proportion to the shares held by them respectively and such offer shall be made by notice in writing and be made for acceptance either wholly or in part within fifteen days. If a Member does not accept or elects not to purchase all or any of the shares offered to him the Company may offer the shares not accepted to the other Members in such proportions and in such manner as the Directors may think fit. An acceptance by a Member shall constitute a contract for sale and purchase.

13. If a Member shall be willing to purchase any shares so offered at a fair value the Company shall thereupon communicate the same to the owner for acceptance within fifteen days, and in the event of acceptance such fair value shall be a sum ascertained by the Auditors of the Company for the time being and the communication of the fair value so ascertained to the owner and to the Member concerned shall constitute a contract for sale and purchase.

14. Any sale and purchase of shares as aforesaid shall be completed within thirty days of the acceptance or of the communication of the fair value as aforesaid, as the case may be, and if the owner make default in transferring any such shares the Company may as his agent receive the purchase money and thereupon cause the name of the purchaser to be entered in the register as the holder of the said shares. The receipt of the purchase money by the Company shall be a good discharge to the purchaser and after the entry of his name in the register in manner aforesaid the validity of the proceedings shall not be questioned by the owner, purchaser or any other person.

15. If any shares contained in a transfer notice shall remain unsold the owner shall at any time thereafter be at liberty to dispose of the same or any of them to any person and at any price not being less than that named in the said transfer notice, but any such transfer shall be subject to the provisions of Articles 2 and 4 hereof.

16. The Annual General Meeting of the Company shall be held at such time and place as the Directors may from time to time determine; and Clause 39 of Table "A" shall be deemed to be modified accordingly.

17. In Clause 42 of Table "A" the words "three days' notice" shall be substituted for "seven days' notice."

18. The quorum of a General Meeting shall be two Members personally present and Clause 45 of Table "A" shall be read and construed accordingly.

19. A Director or any two Members may whenever they think fit convene an Extraordinary General Meeting of the Company.

20. A resolution in writing signed by all the Members qualified to vote shall be as valid and effectual as if it had been passed at a meeting duly called and constituted.

21. Subject to Article 22 no person shall act as a proxy unless he is a Member of the Company.

22. Any corporation being a Member of the Company may by resolution of its directors, or other governing body, or under the hand of its chairman or managing director authorise such person as it thinks fit, and whether in its employ or not to act as its representative at any meeting of the Company or of any class of Members of the Company and to sign a resolution passed pursuant to Article 20 and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. A person so authorised need not be a Member of the Company.

#### DIRECTORS.

23. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than five.

24. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling and hotel expenses respectively and reasonably incurred by them in or about the performance of their duties as Directors.

25. A Director shall not be required to hold any shares in the Company.

26. Until otherwise determined by the Directors the quorum of Directors shall be two.

27. A resolution in writing signed by all the Directors shall be as valid as if it had been passed at a meeting of Directors.

28. The Directors may borrow or raise such sum or sums of money for the purposes of the Company as they may think fit.

29. A Director may hold any other office or place of profit under the Company, except that of Auditor, for such period and upon such terms as may be determined by the Directors.

30. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director, but he shall nevertheless declare the nature of his interest in any contract or proposed contract in which he is interested in manner required by Section 149 of the Companies Act, 1929, but no Director shall vote as a Director in respect of any contract

or arrangement in which he shall be interested, and if he does so vote his vote shall not be counted, but this provision shall not apply to any arrangement for giving a Director security for advances or by way of indemnity or to any allotment to or any contract or arrangement for the underwriting or subscription by a Director of shares or debentures of the Company. A Director may hold office as a Director in or manager of any other company and shall not (unless it is otherwise agreed) be liable to account to this Company for any remuneration or other benefits receivable by him from such other company.

31. No Director shall retire by rotation so long as he is the holder of 1,000 or more shares in the Company. At the Ordinary General Meeting of the Company in every year one-third of all other Directors, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office provided always that if any such other Director holds any other office in the Company he shall not be liable to retire by rotation whilst holding that office.

32. A Director may with the approval of the Directors appoint any person to act as his Alternate Director at a meeting of the Board at which such Director is not present, and such appointment shall have effect, and such appointee whilst he holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, but he shall not require any qualification and he shall *ipso facto* vacate office if and when the appointor vacates office as a Director or removes the appointee from office, and any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same. The remuneration of an Alternate Director shall be provided by the Director by whom the Alternate Director was appointed.

#### SEAL.

33. The Directors may affix the seal of the Company to any document provided that such document be also signed by two Directors or by one Director and the Secretary or such other person as the Directors may appoint for that purpose.

#### CAPITALISATION OF RESERVES.

34. Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or in the hands of the Company and available for dividend be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

35. For the purpose of giving effect to any resolution under the last preceding Article the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may determine that cash

payments shall be made to any Members upon the footing that fractions of less than £1 may be disregarded in order to adjust the rights of all parties and may vest any such cash in trustees upon such trusts for the persons entitled to the capitalised fund as may seem expedient to the Directors. Where requisite a proper contract shall be filed in accordance with Section 42 of the Companies Act, 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the capitalised fund, and such appointment shall be effective.

#### WINDING-UP.

36. With the sanction of an Extraordinary Resolution of the Members any part of the assets of the Company may be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares in other companies whereon there is any liability.

#### INDEMNITY.

37. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 152 of the Companies Act, 1929.

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

— OF —

AGRO ELECTRICAL COMPANY LIMITED

At an EXTRAORDINARY GENERAL MEETING, of the Company duly convened and held at 42, Buckingham Street, Aylesbury, on Thursday, the 24th day of May, 1951, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION.

That the Articles of Association be altered by the insertion of the following Article after Article 32:—

32A. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

*L. J. Allen*

Director.



I certify that short notice convening the Extraordinary General Meeting held to pass the above-mentioned Special Resolution was agreed to by all the Members of the Company.

*L. J. Allen*

Director.





No. 264047 / 42



*The Companies Act, 1948.*

COMPANY LIMITED BY SHARES.

# ORDINARY RESOLUTION

OF

## AGRO ELECTRICAL COMPANY LIMITED

REGISTERED

21 MAR 1956

At an EXTRAORDINARY GENERAL MEETING of the Company held at 42 Buckingham Street, Aylesbury, Bucks on Wednesday, the 7th day of March, 1956, the following Resolution was duly passed as an ORDINARY RESOLUTION:—

That the Nominal Capital of the Company be increased to £25,000 by the creation of an additional nineteen thousand five hundred Shares of One Pound each to rank pari passu with the existing Shares of the Company.

*F. A. Kiess*  
F. A. KIESS

Chairman

21 MAR 1956

NO. OF COMPANY 260047/43

[C.F. 10]

THE COMPANIES ACT, 1948.



Notice of Increase in Nominal Capital.

Pursuant to Section 63.

REGISTERED

21 MAR 1956

NAME OF  
COMPANY

*Agro Electrical Company*

LIMITED.

Cat. No. O.F.10.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Law Stationers and Company Registration Agents.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

P138 S2035(H)(L)

Presented by

*Burke Henry Chubb*

*to Mr. Harold Chubb*

*London E.C.4*

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

*Agm. Electrical Company* ..... LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948, that by (a) *Ordinary* Resolution of the Company dated the *7*<sup>th</sup> day of *March* 19*56* the nominal Capital of the Company has been increased by the addition thereto of the sum of £ *19,500* beyond the registered Capital of £ *5,500*.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
<i>19,500</i>	<i>Ordinary</i>	<i>One Pound.</i>

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

*Pari Passu with the existing Shares*

..... of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature) *E. E. Stevens*

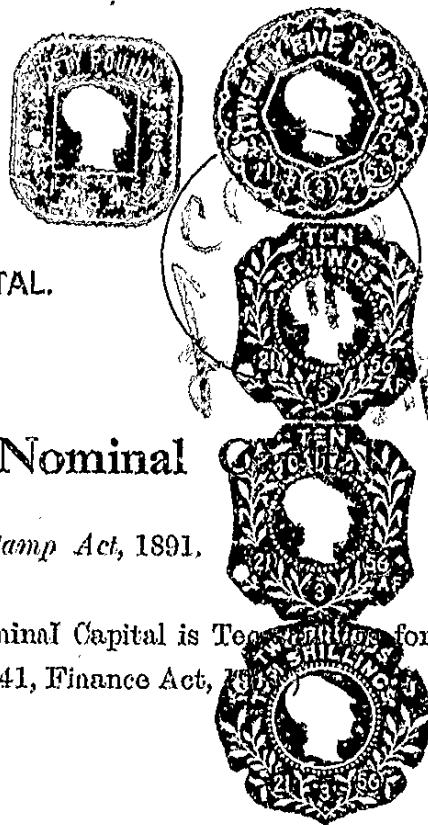
(State whether Director, or Secretary) *Secretary*

Dated the *7*<sup>th</sup> day of *March* 19*56*

- (a) "Ordinary," "Extraordinary" or "Special"  
(b) Delete as appropriate.

This margin to be reserved for binding.

NO. OF COMPANY 264017/47



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

COMPANY HAVING A SHARE CAPITAL.

## Statement of Increase of Nominal Capital

Pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten pence for every £100 or fraction of £100—Section 41, Finance Act, 1908.)

NAME OF  
COMPANY

*Agave Electrical Company*

REGISTERED  
LIMITED.

21 MAR 1956

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. No. CA.26.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

Late Stationers and Company Registration Agents.

F 30. S1289 (J)

Presented for registration by

*Burton Langlands*

*100 St Pauls Church Lane & Co*

The Nominal Capital

OF

*Agro Electrical Company*

LIMITED,

has by a Resolution of the Company dated the *7<sup>th</sup>* day

of *March*, 19*53*, been increased by the addition thereto of

the sum of *Twelve thousand five hundred* Pounds,

divided into *Twelve thousand five hundred* Shares

of *One Pound* each,

beyond the Registered Capital of *Five thousand*

*five hundred Pounds*

\*Signature *J. H. Evans*

Description *Secretary*

Date *21 March 1953*

\*This Statement must be signed by an officer of the Company.

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



SPECIAL RESOLUTION

— OF —

AGRO ELECTRICAL COMPANY LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 42, Buckingham Street, Aylesbury, Bucks, on Thursday, the 26th day of November, 1959, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

That the Articles of Association be altered in manner following:—

1. That Article 2 shall read "No transfer of shares shall be registered without the sanction of the Directors. Such sanction shall be given to the registration as members of the widow or personal representatives (or their nominee) of each of the Directors Charles James Abercrombie and Ferdinand Alfred Kiess".

2. That a new Article be adopted reading:—

15A. The preceding Articles 11 to 15 inclusive shall not apply to the Directors Charles James Abercrombie and Ferdinand Alfred Kiess or the widow or personal representatives (or their nominee) or either of them nor to the shares respectively held by them.

3. That a new Article be adopted reading:—

23A. The present Directors are Charles James Abercrombie and Ferdinand Alfred Kiess. Upon their deaths or the death of either of them their or his widow or personal representatives (or their nominee) shall respectively be entitled to registration as members in respect of the shares held by them or him and to nominate as a Director any person including the nominator (excepting that only one personal representative may be nominated) and the surviving and any other Director will vote for and procure the election of such nominee as a Director. And no other person may be appointed as a Director following the death of the said Charles James Abercrombie or Ferdinand Alfred Kiess until after and then only with the approval of the widow or the personal representative (or their nominee) as the case may be.

4. That there shall be added to Article 24 the following words:—

No remuneration exceeding £2,500 shall be voted to a Director nor more than £2,500 to all Directors if there be more than one until after the widow of or other person nominated a Director to succeed the said Charles James Abercrombie and Ferdinand Alfred Kiess shall have received the sum of £750 and the percentage of net profits ascertained in manner provided by Article 33A. The said sums of £2,500 and £750 may be paid by monthly instalments on the last day of the month during the fiscal year of the Company.

5. That there shall be added to Article 31 the following words:—

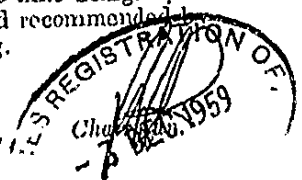
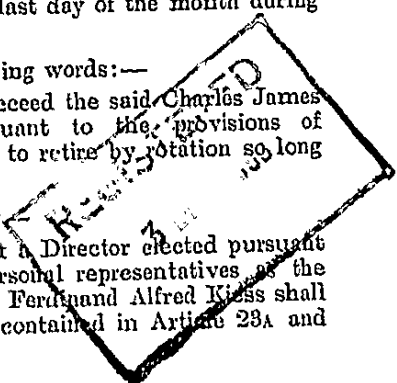
This Article shall not apply to a Director elected to succeed the said Charles James Abercrombie or the said Ferdinand Alfred Kiess pursuant to the provisions of Article 23A. The person so elected shall not be liable to retire by rotation so long as he is the nominee as aforesaid.

6. That there shall be adopted a new Article reading:—

31A. Upon the resignation, retirement or death of a Director elected pursuant to the provisions of Article 23A the widow or the personal representatives as the case may be of the said Charles James Abercrombie or Ferdinand Alfred Kiess shall have the like powers to nominate a successor as are contained in Article 23A and his election shall be procured accordingly.

7. That there shall be adopted a new Article reading:—

33A. No dividend shall be paid to the members nor remuneration exceeding £2,500 to the Directors (other than the Director nominated and elected pursuant to Article 23A), until after there shall have been voted by the Company in General Meeting and paid to the said Director nominated and elected pursuant to Article 23A as remuneration additional to the said sum of £750 or to the members holding the shares held respectively by the said Charles James Abercrombie or the said Ferdinand Alfred Kiess at his death a sum or special dividend as the case may be equal to 10% of the net profits before taxation of the Company which shall be such as shall be certified by the Auditors of the Company for the time being. The payment of a special dividend shall be in addition to any dividend recommended by the Directors and approved by the Company in General Meeting.



Number of Company: 264047. / 64

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY SHARES.

COPY

SPECIAL RESOLUTION  
(Pursuant to The Companies Act 1948, Section 141)

OF

AGRO ELECTRICAL COMPANY LIMITED.

Passed the 15th day of October, 1968.

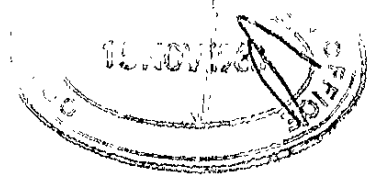
*Still private*

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at Faraday Works, Temple Road, Leicester, on the 15th day of October, 1968, the following SPECIAL RESOLUTION was duly passed:-

That the regulations contained in the Articles of Association of which a copy has been produced to this Meeting and subscribed by the Chairman of the Meeting for identification be, and the same are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association and to the exclusion thereof.



*J. Swift*  
CHAIRMAN.



on fifteenth day of November  
1968  
Chairman

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

## Articles of Association

OF

AGRO ELECTRICAL COMPANY LIMITED.

(Adopted pursuant to Special Resolution passed the 15<sup>th</sup>  
day of October, 1968)

### PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule of The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53, 75, 107, 108, 109 and 136 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.
2. The Company is a Private Company and Clauses 2, 3, 4 and 5 (but not Clauses 1 and 6) in Part II of Table A shall also apply to the Company.

### SHARE CAPITAL AND SHARES.

3. The Share Capital of the Company at the time of the adoption of these Articles is £25,000 divided into 25,000 Shares of £1 each.
4. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.
5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

12-10-68

OFFICE



## GENERAL MEETINGS.

6. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

## DIRECTORS..

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than Two nor more than Seven.

9. At the date of the adoption of these Articles the Directors of the Company are Reginald Swift, John Redmayne Bulman and Edward Owen Chapman.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

## MANAGING, TECHNICAL OR ADVISORY DIRECTOR.

12. (A) The Directors may from time to time appoint one or more of their body to the office of Managing Director or Technical or Advisory Director; General Manager or Branch or Department Manager for such period and on such terms as they think fit. A Director so appointed to the office of Managing Director or Technical or Advisory Director shall not while holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be subject to determination ipso facto if he cease from any cause to be a Director, or (subject to the terms of any contract between him and the Company) if the Directors or the Company in General Meeting resolve that his term of office be determined.

- (B) A Director appointed to any of the offices referred to in the last preceding clause shall receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the Directors may determine.
- (C) The Directors may entrust to and confer upon a Managing or Technical or Advisory Director any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### WINDING UP.

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

#### INDEMNITY.

14. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act, 1948, in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by Section 205 of the said Act.

264047

71

This print is filed pursuant to Section 9  
of the European Communities Act 1972  
p.p. THE LONDON LAW AGENCY LIMITED

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

## Memorandum of Association

OF

## AGRO ELECTRICAL COMPANY LIMITED.

1.\* The name of the Company is "AGRO ELECTRICAL COMPANY LIMITED."



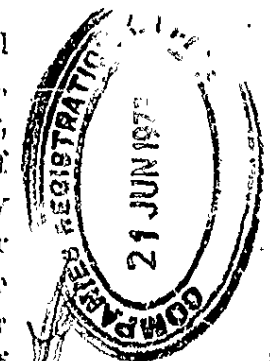
2. The registered office of the Company will be situate in England.

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

(a) To carry on the business of manufacturers and traders in electric bells and all other articles and accessories used in connection therewith.

(b) To carry on business as electrical and general engineers and the business of manufacturers, producers and makers of, dealers in and agents for the purchase, sale and supply of any articles or goods produced in the course of such business of electrical engineers, and to enter into and carry out any contracts with any person or association of persons in connection therewith.

(c) To carry on all or any of the businesses of electrical contractors, iron founders, brass founders, metal workers, wire drawers, galvanisers, mechanical, hydraulic, mining, marine and general engineers, producers and suppliers of light, heat, water and motive power and electricity or any other power that can be used as a substitute therefor or that may be found capable of being used as a substitute therefor for the purposes of light, heat, sound, power or otherwise, metallurgists, iron masters, charterers of vessels, carriers by sea and land, and manufacturers,



name of the Company was, on the 5th day of May 1932,  
changed from GROWEL ELECTRICAL COMPANY, LIMITED.

suppliers on the hire-purchase or any other system, hirers and dealers of and in all machinery, apparatus, plant, materials and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity or otherwise in connection with any of the trades or businesses which the Company is authorised to carry on.

- (d) To buy, sell, manufacture, repair, alter, exchange, refine, manipulate, let on hire, import, export and deal in goods, stores, substances, apparatus, appliances, merchandise, commodities, chattels, effects and property of any and every description, both wholesale and retail, and to transact every kind of agency business.
- (e) To make experiments in, and public exhibitions of, electric force and lighting and electrical machinery and appliances, and to carry out research work in connection with any other trade or business which the Company is authorised to carry on.
- (f) To acquire in such manner and upon such terms as the Company shall think fit secret processes, inventions, patents, copyrights, designs, or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (g) To carry on business as manufacturers, importers, dealers and repairers of wireless, telegraphic, telephonic and electrical apparatus and appliances and perambulators, cameras, photographic accessories, gramophones, gramophone records and accessories, sports and athletic goods, fancy goods and novelties and general merchants.
- (h) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (i) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.

- (j) To adopt such means of making known and popularising any of the Company's businesses as may seem expedient, and in particular by carrying out demonstrations, competitions, exhibiting, advertising in the press, circularising and publishing posters, pamphlets and periodicals, promoting clubs and reliability and speed contests and trials and generally as the Directors may decide.
- (k) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or any other company, whether fully paid or otherwise.
- (l) To form, promote, subsidise and assist companies, syndicates, or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates, or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (m) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (n) To work, improve, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business, or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (o) To construct, erect, maintain, alter, replace, or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business, or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools,

machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

- (p) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgage, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.
- (q) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments.
- (r) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry and to make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (t) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation 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 subscribe for, purchase or otherwise acquire, take, hold, or sell any shares, or stock debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operation in such manner, with or without security, as the Directors may determine.
- (v) To appoint any person or persons, firm or firms, company or companies, to be agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

- (ic) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (x) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (y) To promote, contribute to, assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (z) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (aa) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £500, divided into 500 shares of £1 each.

Share Capital  
now £5,500, 25,000  
divided into  
25,000 Shares  
of £1 each.  
29th April, 1956

By Resolutions passed on the 28th December 1939 and the 7th March 1956 the Share Capital of the Company was increased to £25,000 divided into 25,000 Shares of £1 each.









**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 264047

179.

I hereby certify that

**AGRO ELECTRICAL COMPANY LIMITED**

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

**CHLORIDE GENT LIMITED**

Given under my hand at Cardiff the  
29TH MARCH 1977

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*



No. of Company: 264047

CHLORIDE GENT LIMITED

AT an EXTRAORDINARY GENERAL MEETING OF CHLORIDE GENT LIMITED duly convened and held at FARADAY WORKS, TEMPLE ROAD, LEICESTER, on the seventh day of December 1979 the following Resolutions were duly passed as SPECIAL RESOLUTIONS,

RESOLUTIONS

1. That the conditions of the Memorandum of Associations of the Company with respect to the object of the Company be altered by deleting Clause 3 thereof and by substituting therefor the new Clause 3 set out in the print of the Memorandum of Association contained in the document produced at this Meeting and for the purpose of identification subscribed by the Chairman thereof.
2. THAT the regulations contained in the Printed Articles of Association of which a copy has been produced to this meeting and subscribed by the Chairman of the meeting for identification be and the same are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association and to the exclusion thereof.

  
W. A. CLARK  
CHAIRMAN



This is the point referred to in the Special Resolution passed on 7th December 1979.

*B. A. G.*  
Chairman

26/4/047/97  
THE COMPANIES ACTS 1929 to 1976

## COMPANY LIMITED BY SHARES

### MEMORANDUM of ASSOCIATION

-of-

### CHLORIDE GENT LIMITED

1. The name of the Company is now "CHLORIDE GENT LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  1. To design, manufacture, install, maintain, repair, buy, sell, import, export, hire out and otherwise deal in or with fire protection, fire prevention, fire fighting, security, anti theft, secondary lighting and power, lighting accessory, sound signal, visual signal and time signal (including clocks and related apparatus) devices, components, systems and equipment of every description.
  2. To act as security guards, fire protection, fire prevention, fire fighting, secondary lighting and power, and signalling consultants and advisers and generally to provide any services in relation to security, fire protection, fire prevention, fire fighting, secondary lighting and power, and signalling.
  3. To carry on all or any of the businesses of mechanical, electrical, electronic, constructional and general engineers, contractors, advisers and consultants.

- (4) To carry on in any part of the world any other business, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (5) To carry on any business which the Company is authorised to carry on by means, or through the agency, of any subsidiaries, and to enter into any agreement with any such subsidiary for taking the profits and bearing the losses of any business so carried on, or for financing any such subsidiary or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business so carried on including power at any time, and either temporarily or permanently to close any such branch or business.
- (6) To make, build, maintain, alter, use manage and work in any parts of the world, offices, factories, mills, roads, railways, tramways, telegraph lines, telephones, electric light and power works, canals, reservoirs, waterworks, wells, aqueducts, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, saw and other mills, warehouses, steam and other ships, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (7) To purchase, or by any other means acquire, any lands, shops, buildings, offices, factories, works, wharves, and any real or personal property or rights whatsoever.
- (8) To make experiments in connection with any business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (9) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such person, or company, and to give or accept by way of consideration for any of the acts or things aforesaid or

property acquired, any shares, debentures, debenture stock or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or other securities so received.

- (10) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (11) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company.
- (12) To invest and deal with the moneys of the Company not immediately required in any manner.
- (13) To lend and advance money or give credit to such persons, or companies on such terms as may seem expedient.
- (14) To receive money on deposit or loan, and to borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien 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 or lien to secure and guarantee the performance of any obligation or liability undertaken by the Company or any such other person or company as the case may be.
- (15) To guarantee the performance of any contract or obligation and the payment of money of or by any person or company and generally to give guarantees and indemnities.
- (16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferable instruments.
- (17) To apply for, promote, and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any Government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (18) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the objects of the Company or any of them, and

to obtain from any such government authority, corporation, company or person any charters contracts, degrees, rights, privileges and concessions which the Company may think desirable, and to carry out; exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (19) To subscribe for, take, purchase or otherwise acquire and hold shares, debentures, debenture stock or other securities of any other Company.
- (20) To act as agents or brokers (but not as stock or share brokers) and as trustees for any person, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (21) To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures, debenture stock, or other securities of the Company credited as paid up in full or in part or otherwise.
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, debenture stock or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, or contribute to any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations, and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, club or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any 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 do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (24) To procure the Company to be registered or recognised in any part of the world outside the United Kingdom.

- (25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures, debenture stock or securities of any such company as aforesaid.
- (26) To sell, lease, mortgage or otherwise dispose of the whole or any part of the property assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or other securities of any other company and whether credited as paid up in full or in part.
- (27) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, debentures, debenture stock or other securities belonging to the Company or of which the Company may have the power of disposing.
- (28) 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.
- (29) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (30) AND IT IS HEREBY DECLARED THAT:-
  - (A) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership, firm or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere and
  - (B) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or re-insurance within the meaning of the Assurance Companies Acts 1909 to 1946, or of any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The Share Capital of the Company is £500, divided into 500 shares of £1 each.

NOTE:

- (1) The objects clause as set out in Paragraph 3 of this Memorandum was adopted under the provisions of the Companies Act 1948 S.5 on the seventh day of December, 1979.
- (2) the share capital of the Company has been increased and is now £25,000 divided into 25,000 shares of £1 each.



These are the Articles of Association referred to in the Special Resolution passed on 7th December 1979.

W. A. Bl  
Chairman

THE COMPANIES ACTS 1929 to 1976

COMPANY LIMITED BY SHARES

264047

98

ARTICLES of ASSOCIATION

-of-

CHLORIDE GENT LIMITED

PRELIMINARY

1. The following regulations in Part 1 of Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company namely, 24, 53, 57, 62, 79, 84, 87 to 93, 107 to 113, 123, 127 (all inclusive), but the Articles hereinafter contained and the remaining regulations of the said Part 1 (hereinafter referred to as "Table A Part 1") and Regulations 2 to 6 inclusive of Table A Part 11, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.
2. The capital of the Company at the date of the adoption of these Articles is £25,000 divided into 25,000 shares of £1 each.

SHARES

3. The shares shall be at the disposal of the Directors who may allot or otherwise dispose of them subject to Regulation 2 to Table A, Part 11, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

MEETINGS

4. Every notice of a General Meeting or of a class Meeting shall comply with any requirements of the statutes as regards the notification to members of their rights as to the appointment of proxies.
5. 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. One member holding not less than 50% of the issued share capital of the Company and present in person or by proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting, but save as aforesaid two members present in person or by proxy shall be a quorum.

6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member shall have one vote for each share of which he is a holder.
7. The Chairman of the Meeting may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but it shall not be necessary to specify in such notices the nature of the business to be transacted at the adjourned Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

#### DIRECTORS

8. 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 nine. The Company in General Meeting may from time to time by ordinary resolution increase or reduce the number of Directors.
9. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

#### NO AGE LIMIT FOR DIRECTORS.

10. No person shall be ineligible to be appointed a Director by reason of his age, and no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

#### APPOINTMENT OF DIRECTORS BY SHAREHOLDERS

11. (a) The holders of not less than 51 per cent of shares of the Company giving the right to vote at General Meetings may at any time by notice in writing

6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member shall have one vote for each share of which he is a holder.
7. The Chairman of the Meeting may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but it shall not be necessary to specify in such notices the nature of the business to be transacted at the adjourned Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

#### DIRECTORS

8. 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 nine. The Company in General Meeting may from time to time by ordinary resolution increase or reduce the number of Directors.
9. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

#### NO AGE LIMIT FOR DIRECTORS.

10. No person shall be ineligible to be appointed a Director by reason of his age, and no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

#### APPOINTMENT OF DIRECTORS BY SHAREHOLDERS

- 11.(a) The holders of not less than 51 per cent of shares of the Company giving the right to vote at General Meetings may at any time by notice in writing

maintenance of, or contribute to any non-contributory or 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 a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also 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 person as aforesaid, and make payment for or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donations, gratuity, pension, allowance or emolument.

#### VACATION OF OFFICE BY DIRECTORS

17. The office of Director shall be vacated if the Director:—

- (A) Resigns his office by writing under his hand left at the Registered Office of the Company:
- (B) Be found or becomes of unsound mind or becomes bankrupt or compound with his creditors:
- (C) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act:
- (D) Ceases to be a Director by virtue of Section 182 of the Act:
- (E) Is absent from Meetings of the Directors for six months without leave and the Directors resolve that his office be vacated:
- (F) Is removed from his office pursuant to Article 11.

#### ALTERNATE DIRECTORS

18. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall in such appointer's absence exercise and discharge all the functions, powers and duties as a Director of his appointer and be entitled to receive such notices as his appointer would be entitled to receive. Any Director acting as alternate shall have an additional vote for each Director for whom

- (i) remove any Director from office or
- (ii) appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, provided that the maximum number of Directors fixed by or in accordance with these Articles is not thereby exceeded.

(b) Any such notice shall be effective so soon as the same has been deposited at or delivered to the Registered Office of the Company and the Secretary shall forthwith inform the Director or person concerned that the same has been so deposited or delivered.

### BORROWING POWERS

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

### POWERS AND DUTIES OF DIRECTORS

13. A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he does so vote his vote shall be counted and he shall be capable of being counted towards the quorum at any Meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

14. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company subject always to compliance with Article 13 if applicable either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

15. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

16. The Directors may establish and maintain or procure the establishment and

he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same Meeting, any appointment made by him pursuant to this Article which was in force immediately before retirement shall remain in force as though he had not retired.

#### THE SEAL

19. The seal shall not be affixed to any instrument except by the authority of the Directors, or a committee of the Directors previously given, and in the presence of at least two Directors or one Director and of the Secretary, and such Directors or such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed. The company may exercise the powers of section 35 of the Act, and such powers are accordingly hereby vested in the Directors.

#### MANAGING DIRECTOR

20. (a) The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors, for such period, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, but so that no Managing Director shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed or with the power to make calls or forfeit shares. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.

(b) A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors (if applicable), but he shall be subject to the same provisions as to removal as the other Directors of the Company, and if he cease to hold the office of Director, he shall, ipso facto and immediately, cease to be a Managing Director.

#### SECRETARY

21. (a) The secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Directors may from time to time, if there is no secretary or no secretary capable of acting, by resolution appoint an assistant or deputy Secretary to exercise the functions of the Secretary, and the provisions of Section 177 (2) of the Act shall apply.

- (b) No person shall be appointed or hold office as Secretary who is
- (i) the sole Director of the Company; or
  - (ii) a corporation the sole Director of which is the sole Director of the Company; or
  - (iii) the sole Director of a corporation which is the sole Director of the Company.
- (c) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

## ACCOUNTS

22. The Directors shall cause such accounts to be kept-
- (a) of the assets and liabilities of the Company
  - (b) of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place,
  - (c) of all sales and purchases of goods by the Company, as are necessary to give a true and fair view of the Company's affairs and to explain its transactions. The books of account shall be kept at the Registered Office of the Company, or (subject to the provisions of section 147 (3) of the Act) at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.
23. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than nine months before such Meeting. A balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in General Meeting. The said account and balance sheet shall be accompanied by or have annexed or attached thereto such group accounts (if any), reports and documents and shall contain such particulars as are prescribed by the Act and are applicable to the Company, and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to reserve and shall otherwise comply with the requirements of the Act. The Auditors' report shall comply with all the requirements of section 162 of the Act and shall be attached to the balance sheet and shall be read before the Company in General Meeting and be open to inspection by any member as required by that section. Copies of all such documents and any other documents required by law to be annexed or attached there shall not be less than twenty-one clear days before the date of the Meeting before which they are to be laid be sent to the Auditors and to all members of the Company and all holders of debentures of the Company who are entitled to receive the same under and subject to the provisions of section 158 of the Act.

## AUDIT

24. Once at least every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors, and the provisions of sections 159 to 162 of the Act shall be observed.



We, The several persons whose names, addresses and descriptions 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
A. G. Woolgar, 11, Summer Gardens, East Molesey, Surrey, Solicitors' Clerk ... ..	One
H. Dykes, 5, Elm Road, Slades Green, Nr. Erith, Kent, Solicitors' Clerk ... ..	One

Dated the 21st day of March, 1932.

Witness to the above Signatures:-

I. TRISH  
5&6, Raymond Buildings,  
Gray's Inn, W. C. 1.  
Solicitors' Clerk.

Certified true copy in accordance  
with the Special Resolutions passed on  
7th December 1979.

R. E. Cadue.

Secretary

264047

99

THE COMPANIES ACTS, 1929 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

CHLORIDE GENT LIMITED

Incorporated the first day  
of April, 1932

Name changed the fifth day  
of May, 1932

Name changed the twentyninth day  
of March, 1977.

No. 264047

CERTIFICATE OF INCORPORATION

I hereby Certify that GROWEL ELECTRICAL COMPANY LIMITED is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this first day of April, One Thousand nine hundred and thirty-two.

F. GREENWOOD,  
Registrar of Companies.

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I hereby Certify that GROWEL ELECTRICAL COMPANY LIMITED, having, with the sanction of a SPECIAL RESOLUTION of the said COMPANY and with the approval of the BOARD OF TRADE, changed its name, is now called

AGRO ELECTRICAL COMPANY LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this fifth day of May, One thousand nine hundred and thirty two.

F. GREENWOOD,  
Registrar of Companies.

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 264047 .

I hereby certify that

AGRO ELECTRICAL COMPANY LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

CHLORIDE GENT LIMITED

Given under my hand at Cardiff the 29th March 1977.

D. A. PENDLEBURY  
Assistant Registrar of Companies

THE COMPANIES ACTS, 1929 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

CHLORIDE GENT LIMITED

**THE COMPANIES ACTS 1929 to 1976**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM of ASSOCIATION**

**-of-**

**CHLORIDE GENT LIMITED**

1. The name of the Company is now "CHLORIDE GENT LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  1. To design, manufacture, install, maintain, repair, buy, sell, import, export, hire out and otherwise deal in or with fire protection, fire prevention, fire fighting, security, anti theft, secondary lighting and power, lighting accessory, sound signal, visual signal and time signal (including clocks and related apparatus) devices, components, systems and equipment of every description.
  2. To act as security guards, fire protection, fire prevention, fire fighting, secondary lighting and power, and signalling consultants and advisers and generally to provide any services in relation to security, fire protection, fire prevention, fire fighting, secondary lighting and power, and signalling.
  3. To carry on all or any of the businesses of mechanical, electrical, electronic, constructional and general engineers, contractors, advisers and consultants.

- (4) To carry on in any part of the world any other business, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (5) To carry on any business which the Company is authorised to carry on by means, or through the agency, of any subsidiaries, and to enter into any agreement with any such subsidiary for taking the profits and bearing the losses of any business so carried on, or for financing any such subsidiary or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business so carried on including power at any time, and either temporarily or permanently to close any such branch or business.
- (6) To make, build, maintain, alter, use manage and work in any parts of the world, offices, factories, mills, roads, railways, tramways, telegraph lines, telephones, electric light and power works, canals, reservoirs, waterworks, wells, aqueducts, watercourses, furnaces, gasworks, piers, wharves, docks, quarries, mines, saw and other mills, warehouses, steam and other ships, and other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of making, building, maintaining, using and working the same.
- (7) To purchase, or by any other means acquire, any lands, shops, buildings, offices, factories, works, wharves, and any real or personal property or rights whatsoever.
- (8) To make experiments in connection with any business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (9) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such person, or company, and to give or accept by way of consideration for any of the acts or things aforesaid or

property acquired, any shares, debentures, debenture stock or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or other securities so received.

- (10) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (11) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company.
- (12) To invest and deal with the moneys of the Company not immediately required in any manner.
- (13) To lend and advance money or give credit to such persons, or companies on such terms as may seem expedient.
- (14) To receive money on deposit or loan, and to borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien 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 or lien to secure and guarantee the performance of any obligation or liability undertaken by the Company or any such other person or company as the case may be.
- (15) To guarantee the performance of any contract or obligation and the payment of money of or by any person or company and generally to give guarantees and indemnities.
- (16) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferable instruments.
- (17) To apply for, promote, and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any Government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (18) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the objects of the Company or any of them, and



to obtain from any such government authority, corporation, company or person any charters contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out; exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (19) To subscribe for, take, purchase or otherwise acquire and hold shares, debentures, debenture stock or other securities of any other Company.
- (20) To act as agents or brokers (but not as stock or share brokers) and as trustees for any person, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (21) To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures, debenture stock, or other securities of the Company credited as paid up in full or in part or otherwise.
- (22) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, debenture stock or other securities of the Company.
- (23) To establish and maintain, or procure the establishment and maintenance of, or contribute to any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations, and dependents of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, club or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any 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 do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (24) To procure the Company to be registered or recognized in any part of the world outside the United Kingdom.

(25) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures, debenture stock or securities of any such company as aforesaid.

(26) To sell, lease, mortgage or otherwise dispose of the whole or any part of the property assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, debentures, debenture stock or other securities of any other company and whether credited as paid up in full or in part.

(27) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, debentures, debenture stock or other securities belonging to the Company or of which the Company may have the power of disposing.

(28) 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.

(29) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

(30) AND IT IS HEREBY DECLARED THAT:—

(A) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership, firm or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere and

(B) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or re-insurance within the meaning of the Assurance Companies Acts 1909 to 1946, or of any Act amending, extending or re-enacting the same.

4. The liability of the members is limited.

5. The Share Capital of the Company is £500, divided into 500 shares of £1 each.

NOTE:

- (1) The objects clause as set out in Paragraph 3 of this Memorandum was adopted under the provisions of the Companies Act 1948 S.5 on the seventh of December, 1979.
- (2) the share capital of the Company has been increased and is now £25,000 divided into 25,000 shares of £1 each.

We, The several persons whose names, addresses and descriptions 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
A. G. Woolgar, 11, Summer Gardens, East Molesey, Surrey, Solicitors' Clerk ... ..	One
H. Dykes, 5, Elm Road, Slades Green, Nr. Erith, Kent, Solicitors' Clerk ... ..	One

Dated the 21st day of March, 1932.

Witness to the above Signatures:-

I. TRISH  
5&6, Raymond Buildings,  
Gray's Inn, W. C. 1.  
Solicitors' Clerk.

THE COMPANIES ACTS, 1929 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHLORIDE GENT LIMITED

New Articles of Association adopted by special

Resolution passed the seventh day of December, 1979.

THE COMPANIES ACTS 1929 to 1976

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

-of-

CHLORIDE GENT LIMITED

PRELIMINARY

1. The following regulations in Part 1 of Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company namely, 24, 53, 57, 62, 79, 84, 87 to 93, 107 to 113, 123, 127 (all inclusive), but the Articles hereinafter contained and the remaining regulations of the said Part 1 (hereinafter referred to as "Table A Part 1") and Regulations 2 to 6 inclusive of Table A Part 11, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.
2. The capital of the Company at the date of the adoption of these Articles is £25,000 divided into 25,000 shares of £1 each.

SHARES

3. The shares shall be at the disposal of the Directors who may allot or otherwise dispose of them subject to Regulation 2 to Table A, Part 11, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

MEETINGS

4. Every notice of a General Meeting or of a class Meeting shall comply with any requirements of the statutes as regards the notification to members of their rights as to the appointment of proxies.
5. 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. One member holding not less than 50% of the issued share capital of the Company and present in person or by proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting, but save as aforesaid two members present in person or by proxy shall be a quorum.

6. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member shall have one vote for each share of which he is a holder.
7. The Chairman of the Meeting may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but it shall not be necessary to specify in such notices the nature of the business to be transacted at the adjourned Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment.

#### DIRECTORS

8. 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 nine. The Company in General Meeting may from time to time by ordinary resolution increase or reduce the number of Directors.
9. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

#### NO AGE LIMIT FOR DIRECTORS.

10. No person shall be ineligible to be appointed a Director by reason of his age, and no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such.

#### APPOINTMENT OF DIRECTORS BY SHAREHOLDERS

11. (a) The holders of not less than 51 per cent of shares of the Company giving the right to vote at General Meetings may at any time by notice in writing

- (i) remove any Director from office or
- (ii) appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board, provided that the maximum number of Directors fixed by or in accordance with these Articles is not thereby exceeded.

(b) Any such notice shall be effective so soon as the same has been deposited at or delivered to the Registered Office of the Company and the Secretary shall forthwith inform the Director or person concerned that the same has been so deposited or delivered.

#### BORROWING POWERS

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

#### POWERS AND DUTIES OF DIRECTORS

13. A Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he does so vote his vote shall be counted and he shall be capable of being counted towards the quorum at any Meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

14. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company subject always to compliance with Article 13 if applicable either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

15. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

16. The Directors may establish and maintain or procure the establishment and



maintenance of, or contribute to any non-contributory or 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 a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also 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 person as aforesaid, and make payment for or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donations, gratuity, pension, allowance or emolument.

#### VACATION OF OFFICE BY DIRECTORS

17. The office of Director shall be vacated if the Director:-

- (A) Resigns his office by writing under his hand left at the Registered Office of the Company;
- (B) Be found or becomes of unsound mind or becomes bankrupt or compound with his creditors;
- (C) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (D) Ceases to be a Director by virtue of Section 182 of the Act;
- (E) Is absent from Meetings of the Directors for six months without leave and the Directors resolve that his office be vacated;
- (F) Is removed from his office pursuant to Article 11.

#### ALTERNATE DIRECTORS

18. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and may at his discretion remove such alternate Director. A person so appointed shall (except as regards qualification, power to appoint an alternate and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, while so acting shall in such appointer's absence exercise and discharge all the functions, powers and duties as a Director of his appointer and be entitled to receive such notices as his appointer would be entitled to receive. Any Director acting as alternate shall have an additional vote for each Director for whom

he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director, provided that if any Director retires by rotation or otherwise but is re-elected at the same Meeting, any appointment made by him pursuant to this Article which was in force immediately before retirement shall remain in force as though he had not retired.

#### THE SEAL

19. The seal shall not be affixed to any instrument except by the authority of the Directors, or a committee of the Directors previously given, and in the presence of at least two Directors or one Director and of the Secretary, and such Directors or such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signature shall be conclusive evidence of the fact that the seal has been properly affixed. The company may exercise the powers of section 35 of the Act, and such powers are accordingly hereby vested in the Directors.

#### MANAGING DIRECTOR

20. (a) The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors, for such period, at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, but so that no Managing Director shall be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed or with the power to make calls or forfeit shares. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes or otherwise, and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.

(b) A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors (if applicable), but he shall be subject to the same provisions as to removal as the other Directors of the Company, and if he cease to hold the office of Director, he shall, ipso facto and immediately, cease to be a Managing Director.

#### SECRETARY

21. (a) The secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Directors may from time to time, if there is no secretary or no secretary capable of acting, by resolution appoint an assistant or deputy Secretary to exercise the functions of the Secretary, and the provisions of Section 177 (2) of the Act shall apply.

- (b) No person shall be appointed or hold office as Secretary who is
- (i) the sole Director of the Company; or
  - (ii) a corporation the sole Director of which is the sole Director of the Company; or
  - (iii) the sole Director of a corporation which is the sole Director of the Company.
- (c) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

### ACCOUNTS

22. The Directors shall cause such accounts to be kept-
- (a) of the assets and liabilities of the Company
  - (b) of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place,
  - (c) of all sales and purchases of goods by the Company, as are necessary to give a true and fair view of the Company's affairs and to explain its transactions.
- The books of account shall be kept at the Registered Office of the Company, or (subject to the provisions of section 147(3) of the Act) at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.
23. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than nine months before such Meeting, A balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in General Meeting. The said account and balance sheet shall be accompanied by or have annexed or attached thereto such group accounts (if any), reports and documents and shall contain such particulars as are prescribed by the Act and are applicable to the Company, and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to reserve and shall otherwise comply with the requirements of the Act. The Auditors' report shall comply with all the requirements of section 162 of the Act and shall be attached to the balance sheet and shall be read before the Company in General Meeting and be open to inspection by any member as required by that section. Copies of all such documents and any other documents required by law to be annexed or attached there shall not be less than twenty-one clear days before the date of the Meeting before which they are to be laid be sent to the Auditors and to all members of the Company and all holders of debentures of the Company who are entitled to receive the same under and subject to the provisions of section 158 of the Act.

## AUDIT

24. Once at least every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Auditor or Auditors, and the provisions of sections 159 to 162 of the Act shall be observed.

THE COMPANIES ACTS, 1929 to 1976

COMPANY LIMITED BY SHARES

---

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

CHLORIDE GENT LIMITED

---

Incorporated the first day  
of April, 1932

Name changed the fifth day  
of May, 1932

Name changed the twentieth day  
of March, 1977.

SPECIAL RESOLUTION OF  
CHLORIDE GENT LIMITED

The Companies Acts  
1929 to 1981

Company Limited by Shares  
Number 264047

199

Passed 7th June 1982

At an Extraordinary General Meeting of the members held

at: Temple Road, Leicester

on: 7th June 1982

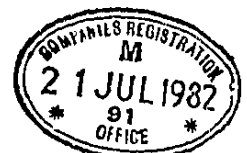
the following resolution was passed as a Special Resolution:

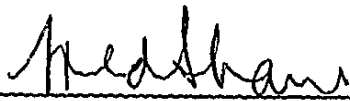
RESOLUTION

That the regulations contained in the document marked  
"A" and signed for identification by the chairman of  
the meeting be adopted as the articles of association  
of the Company in substitution for, and to the  
exclusion of, all existing articles of association of  
the Company.

Presented by  
Freshfields  
Grindall House  
25 Newgate Street  
London EC1  
JP/PJRB

*Charles F Knott*  
.....  
SECRETARY



  
Chairman

Document "A"

ARTICLES OF ASSOCIATION of  
CHLORIDE GENT LIMITED

As at 20th July 1982

The Companies Acts 1929  
to 1981  
Company Limited by Shares  
No. 264047

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company; but subject as otherwise provided in these Articles, the regulations in Table A, Part I in the First Schedule to the Companies Act 1948 as amended (in these Articles hereafter referred to as "Table A") shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company - regulations 10 and 75; the proviso to regulation 79; paragraphs (2) and (4) of regulation 84; in regulation 46 and the proviso to regulation 128: the word "fund"; in regulation 69: the words "not less than 48 hours" and "not less than 24 hours"; in regulation 86 : the words which follow paragraph (c); in regulation 88(a) : the words "or 185".

SHARES

3. Subject to the provisions of the Companies Act 1980 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant options over, or otherwise dispose of them to such



persons, on such terms and conditions, and at such times as they think fit.

#### DIRECTORS

4.(1) Unless and until otherwise determined by ordinary resolution of the Company, the number of directors shall not be less than two.

(2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

#### ALTERNATE DIRECTORS

5. (1) Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.

(2) An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles



with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(3) An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall (subject to Article 8) count as only one for the purpose of determining whether a quorum is present.

#### INTEREST OF DIRECTORS

6. A director may, notwithstanding his interest, vote in respect of any contract or arrangement in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

7.(1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.

(2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 7.(1).

(3) While the Company is a subsidiary, regulations 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

#### PROCEEDINGS OF DIRECTORS

8.(1) A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held.

(2) For the purposes of determining whether there exists the quorum fixed by or in accordance with regulation 99 of Table A as that necessary for the transaction of the business of the directors, there shall be counted in the quorum (a) in the case of a resolution agreed by directors in telephonic communication, all such directors and (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting.

#### DELEGATION

9.(1) Regulation 102 of Table A shall be read as if the words "member or members of their body" did not appear and as if the words "such person or persons, (whether or not a member or members of their body and whether or not having an

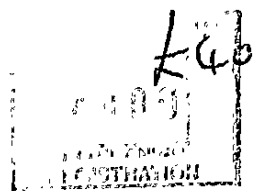
interest in any matter which may come up for consideration)" were substituted in their place.

(2) Regulation 105 of Table A shall be read as if the reference to "Committee of Directors" were a reference to "Committee of any person or persons to whom the Directors have delegated their powers in accordance with these Articles."

(3) In Regulation 106 of Table A, after the words "receive notice of a meeting of the Directors", there shall be inserted " or signed by the person or all the persons to whom the Directors have delegated their powers in accordance with these articles."

264047 / 123

THE COMPANIES ACTS 1948 to 1976



Company Limited by Shares

SPECIAL RESOLUTION

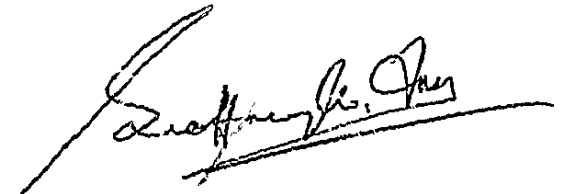
of

CHLORIDE GENT LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the 27th day of July 1982 the following Resolution was passed as a Special Resolution:-

THAT the name of the Company be changed to Gent Limited.

Date: 29th July 1982

  
Secretary

Company Registration No:- 264047



L40  
Bare  
319244

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

264047

124

I hereby certify that

CHLORIDE GENT LIMITED

having by special resolution changed its name, is now

incorporated under the name of

GENT LIMITED

Given under my hand at Cardiff the

3RD AUGUST 1982

A handwritten signature in cursive script, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies

1125.

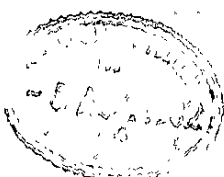
THE COMPANIES ACTS 1948 to 1981COMPANY LIMITED BY SHARESResolutions  
ofCHLORIDE GENT LIMITED  
(Passed the 27<sup>th</sup> day of July, 1982)

At an Extraordinary General Meeting of the above-named Company duly convened and held at *St. Crossin Gardens, London SW1* on the 27<sup>th</sup> day of July, 1982 the following Special Resolution of the Company was duly passed.

SPECIAL RESOLUTION

THAT:

- (1) the Company adopt in substitution for the existing Articles of Association, new Articles of Association in the form set out in the document marked "A" submitted to the Meeting and for the purpose of identification initialled by the Secretary;
- (2) upon the recommendation of the Directors, it is desirable to capitalise the sum of £1,540 being part of the amount outstanding to the credit of the Company's account and accordingly that such sum be set free for distribution among the Members who would have been entitled thereto if distributed by way of dividends on condition that the same be not paid in cash but be applied in paying up in full at par 1,540 Ordinary Shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid among such Members in the proportion of 1 new Ordinary Share of £1 each for every 10 Ordinary Shares of £1 each (to be converted under paragraph 3 of this Resolution into 10 per cent Non-Cumulative Preference Shares) held by them immediately prior to the passing of this Resolution



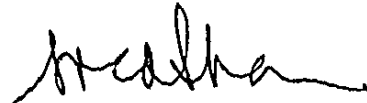
7 4 7

and that the Directors be and they are hereby authorised and directed to apply the said sum of £1,540 and to allot the said 1,540 new Ordinary Shares accordingly within one month after the passing of this Resolution; and

- (3) forthwith after the allotment of the said 1,540 new Ordinary Shares of £1 each, the existing 15,400 issued Ordinary Shares of £1 each in the capital of the Company be converted into 10 per cent Non-Cumulative Preference Shares of £1 each having attached thereto the rights and privileges and being subject to the restrictions and provisions set out below namely:

- (i) the right (as from 31st December, 1982) to receive, out of the profits of the Company available for distribution and from time to time determined to be distributed by way of dividend, a fixed non-cumulative preferential dividend at the rate of 10 per cent per annum on the amount for the time being paid up or credited as paid up thereon, payable as regards each financial year or other accounting period only out of the profits of the Company available for dividend and resolved to be distributed in respect of that year or other period but with no right in case of deficiency to resort to the profits of subsequent financial years or any other accounting period, and in priority to any payment of dividend on the Ordinary Shares in the capital of the Company;
- (ii) the right, in a winding-up or on a reduction of capital involving repayment of capital, to repayment of the capital paid up or credited as paid up thereon in priority to the Ordinary Shares in the capital of the Company; and

- (iii) the said 10 per cent Non-Cumulative Preference Shares of £1 each shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company and shall not carry any other right to participate in the profits or assets of the Company.



Chairman



CK

ARTICLES OF ASSOCIATION of  
CHLORIDE GENT LIMITED

The Companies Acts 1929  
to 1981

Company Limited by Shares  
No.264047

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company; but subject as otherwise provided in these Articles, the regulations in Table A, Part I in the First Schedule to the Companies Act 1948 as amended (in these Articles hereafter referred to as "Table A") shall apply to the Company.

2. The following provisions of Table A shall not apply to the Company - regulations 10 and 75; the proviso to regulation 79; paragraphs (2) and (4) of regulation 84; in regulation 46 and the proviso to regulation 128: the word "fund"; in regulation 69: the words "not less than 48 hours" and "not less than 24 hours"; in regulation 86: the words which follow paragraph (c); in regulation 88(a): the words "or 185".

SHARES

3. Subject to the provisions of the Companies Act 1980 relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors, and they may (subject as aforesaid) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

4. (i) the authorised share capital of the Company at the date of the adoption of these Articles is £25,000 divided into 1,540 Ordinary Shares of £1 each (hereinafter referred to as "Ordinary Shares") and 15,400 10 per cent <sup>non-</sup>Cumulative Preference Shares of £1 each (hereinafter referred to as "Preference Shares").



(ii) The rights and privileges attached to the Preference Share are as follows:

- (a) as regards income, to receive out of the profits of the Company available for distribution and from time to time determined to be distributed by way of dividend, a fixed/~~non-~~<sup>non-</sup>cumulative preferential dividend at the rate of 10 per cent per annum on the amounts for the time being paid up or credited as paid up thereon, payable as regards each financial year or other accounting period only out of the profits of the Company available for dividend and resolved to be distributed in respect of that year or other period but with no right in case of deficiency to resort to the profits of subsequent financial years or any other accounting period, and in priority to any payment of dividend on the Ordinary Shares in the capital of the Company;
- (b) as regards a winding up or a reduction of capital involving repayment of capital, to repayment of the capital paid up or credited as paid up thereon in priority to the Ordinary Shares in the capital of the Company;
- (c) as regards voting, the Preference Shares shall not entitle the holders thereof to receive Notice of or to attend or vote at any General Meeting of the Company;

and they shall not carry any other right to participate in the profits or assets of the Company.

#### DIRECTORS

- 5. (1) Unless and until otherwise determined by ordinary resolution of the company, the number of directors shall not be less than two.
- (2) A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment as a director by reason of his attaining the age of seventy or any other age.

#### ALTERNATE DIRECTORS

6. (1) Each director shall have the power at any time to appoint as an alternate director either another director or any other person approved for that purpose by a resolution of the directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternative director shall be in writing signed by the appointor and (subject to any approval required) shall (Unless the directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a director would cause him to vacate such office or if his appointor shall cease for any reason to be a director otherwise than by retiring and being re-appointed at the same meeting.
- (2) An alternate director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to directors. An alternate director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- (3) An alternate director shall be entitled to receive notices of all meetings of the directors and of any committee of the directors of which his appointor is a member and to attend and to vote as a director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a director of his appointor and to receive notice of all general meetings. A director or any other person may act as alternate director to represent more than one director and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he

represents in addition to his own vote (if any) as a director, but he shall (subject to Article 8 count as only one for the purpose of determining whether a quorum is present.

#### INTEREST OF DIRECTORS

7. A director may, notwithstanding his interest, vote in respect of any contract or arrangement in which he is interested, directly or indirectly, and be taken into account for the purpose of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

8. (1) The immediate holding company (if any) for the time being of the Company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary.
- (2) While the Company is a subsidiary, the directors shall have power to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall (subject to regulation 88 of Table A) hold office until he is removed pursuant to Article 7.(1).
- (3) While the Company is a subsidiary, regulations 89 to 97 (inclusive) of Table A shall not apply and all references elsewhere in Table A to retirement by rotation shall be modified accordingly.

#### PROCEEDINGS OF DIRECTORS

9. (1) A resolution agreed upon by directors (not being less than the number of directors required to form a quorum of the directors) shall be valid and effectual whether or not it shall be passed at a meeting of the directors duly convened and held.

- (2) For the purposes of determining whether there exists the quorum fixed by or in accordance with regulation 99 of Table A as that necessary for the transaction of the business of the directors, there shall be counted in the quorum (a) in the case of a resolution agreed by directors in telephonic communication, all such directors and (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting.

#### DELEGATION

10. (1) Regulation 102 of Table A shall be read as if the word, "member or members of their body" did not appear and as if the words "such person or persons, (whether or not a member or members of their body and whether or not having an interest in any matter which may come up for consideration)" were substituted in their place.
- (2) Regulation 105 of Table A shall be read as if the reference to "Committee of Directors" were a reference to "Committee of any person or persons to whom the Directors have delegated their powers in accordance with these Articles".
- (3) In Regulation 106 of Table A, after the words "receive notice of a meeting of the Directors", there shall be inserted "or signed by the person or all the persons to whom the Directors have delegated their powers with these articles."

**G**

## COMPANIES FORM No. 325

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

Note: This notice is not required where the register is and has always been kept at the Registered Office

**325**

Please do not  
write in  
this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

11/9/86

264047

Name of company

\* Gent Limited

\* insert full name  
of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

279/281 Fore Street, Edmonton, London N9 0PJ  
with effect from 1st September 1986.

Postcode

† delete as  
appropriate

Signed

[Director][Secretary]† Date 11/9/86

PRINTED AND SUPPLIED BY

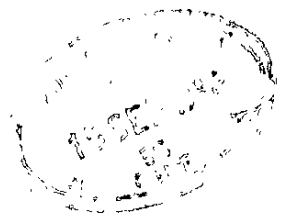
**Jordan's**  
JORDAN & SONS LIMITED  
ORDAING HOUSE  
GRAND UNION PLACE  
LONDON EC1A 3BE  
TELEPHONE 01 253 3030  
FAX 01 253 3030



Presenter's name address and  
reference (if any):  
M.K. Electric Group plc  
279/281 Fore Street,  
Edmonton,  
London N9 0PJ.

For official Use  
General Section

Post room





COMPANIES FORM No. 318

**Notice of place where copies of directors' service contracts and any memoranda are kept or of any change in that place**

**318**

Note: This notice is not required where the relevant documents are and have always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 318 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

[[15]]

264047

Name of company

\* Gent Limited

\* insert full name of company

gives notice that copies of such of the directors' service contracts (or where they are not in writing written memoranda setting out the terms of such contracts) as are required to be kept by the company and to be open to the inspection of the members of the company are [now] kept at:

279/281 Fore Street, Edmonton, London N9 0PJ  
with effect from 1st September 1986

Postcode

† delete as appropriate

Signed

[Director][Secretary]† Date 11/9/86.

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**Jordans**  
JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON E1 6EE  
TELEPHONE 01 253 2020  
TELEX 261210



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

M.K. Electric Group plc  
279/281 Fore Street,  
Edmonton,  
London N9 0PJ.

For official Use  
General Section

Post room



**G**

COMPANIES FORM No.225(1)

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

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

To the Registrar of Companies

For official use

Company Number

--	--	--

264047

Name of Company

Gent Limited

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

Day Month

31/12

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

31/12/1988

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

{Director}[Secretary] Date 11.7.88

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

GA. FRY,  
M.K. ELECTRIC GROUP PLC  
279/281 FORE STREET,  
EDMONTON,  
LONDON N9 0PJ

For official Use  
General Section

Post room

COMPANIES REGISTRATION		
18 JUL 1988		
M	OFFICE	27





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 black lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

264047

Name of company

GENT LIMITED

\*Insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 22nd December 1988 the nominal capital of the company has been  
increased by £ 4,975,000 beyond the registered capital of £ 25,000.

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

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

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

The shares are to rank pari passu with the ordinary shares  
already issued

Please tick here if  
continued overleaf

☐

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

Signed X

Designations

Secretary

Date 22-12-88

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

FIELD FISHER & MARTINEAU  
LINCOLN HOUSE  
296/302 HIGH HOLBORN  
LONDON WC1V 7JL

For official use

General section

Post room

19 JAN 1989



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition  
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Company No. 264047

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTIONS

of


GENT LIMITED

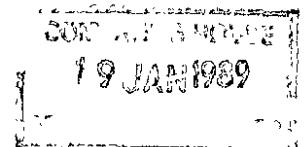
(Passed on 22nd December 1988)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 22nd December 1988 the following Resolutions were duly passed as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) THAT the authorised share capital of the Company be increased from 25,000 to 5,000,000 by the creation of an additional 4,975,000 Ordinary shares of £1 each.
- (2) THAT the Directors be authorised pursuant to section 80 of the Companies Act 1985 to allot 10,000 Ordinary Shares of £1 each in the capital of the Company to Pillar Electrical Plc, such authority to expire not later than one year from the date hereof.

  
R.F. Leverton  
Chairman



Company No. 264047

The Companies Act 1985  
Company Limited by Shares

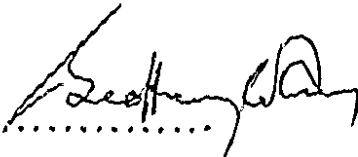
SPECIAL RESOLUTION  
OF  
GENT LIMITED

Passed on 19th October 1990

At an Extraordinary General Meeting of the Company held on 19th October 1990 the following Resolution was passed as a Special Resolution:

THAT the regulations contained in the document marked 'A' submitted to this meeting and, for the purpose of identification, signed by the Chairman hereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof.

.....  
Secretary



COM. AMES HOUSE

30 OCT 1990

43

'A'

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

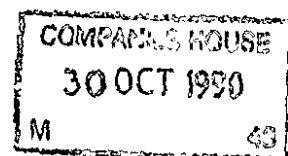
OF

GENT LIMITED

As adopted by Special Resolution  
passed on 19th October 1990

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Chairman.....



# ARTICLES OF ASSOCIATION

OF

GENT LIMITED

(adopted by special resolution passed on 19th October 1990)

## PRELIMINARY

1. The regulations in Table A as prescribed by the Companies Act 1985 shall not apply to the Company.

2. In these articles (if not inconsistent with the subject or context) the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

### WORDS

### MEANINGS

the Act ... ..

the Companies Act 1985

the Statutes ... ..

the Act and every other Act for the time being in force concerning companies and affecting the Company.

these articles ...

these Articles of Association as originally framed or as from time to time altered by Resolution of the Company.

Office ... ..

the Registered Office of the Company for the time being.

Transfer Office ...

the place where the Register of Members is situate for the time being.

Seal ... ..

the Common Seal of the Company.

the United Kingdom

Great Britain and Northern Ireland.

Month ... ..

Calendar month.

Year ... ..

Calendar year.

in writing ... ..	Written or produced by any substitute for writing or partly one and partly another.
Dividend ... ..	Dividend and/or bonus.
paid ... ..	paid or credited as paid.

The expression "debenture" shall include "debenture stock".

The expression "Auditors" where two or more persons are appointed to act as Joint Auditors shall include any one of them.

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

All such of the provisions of these articles as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall be construed accordingly.

Save as aforesaid any words or expressions defined in these articles shall (if not inconsistent with the subject or context) bear the same meaning in these articles.

A Special or Extraordinary Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these articles.

#### CAPITAL

3. The Share Capital of the Company at the date of the adoption of these Articles is £5,000,000 divided into 15,400 10% Non-Cumulative Preference Shares of £1 each and 4,984,600 Ordinary Shares of £1 each.

4. Subject to any special rights which may be attached to any other class of shares, the profits of the Company available for dividend and resolved to be distributed shall subject to the provisions of the Statutes be distributed by way of dividend among the holders of the Ordinary Shares. On a return of assets on liquidation the assets of the Company available for distribution among the members shall, subject to any provisions of the Statutes and to any special rights which may be attached to any other class of shares, be applied in repaying to the holders of the Ordinary Shares the amounts paid upon such shares and subject thereto shall belong to and be distributed among such holders rateably according to the number of such shares held by them respectively.

#### VARIATION OF RIGHTS

5. (A) Whenever the Share Capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these articles relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed two separate classes the special rights whereof are in each case to be varied.

(B) The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

#### ALTERATION OF CAPITAL

6. The Company may from time to time by Ordinary Resolution increase its Capital by such sum to be divided into shares of such amounts as the Resolution shall prescribe.

7. All new shares shall be subject to the provisions of these articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

8. (A) The Company may by Ordinary Resolution:-

- (1) Consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares.
- (2) Cancel any shares which, at the date of the passing of the Resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of its Capital by the amount of the shares so cancelled.

- (3) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Statutes), and so that the Resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such subdivision, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

(B) Upon any consolidation of fully paid shares into shares of larger amount the Directors may settle any difficulty which may arise with regard thereto and in particular may as between the holders of shares so consolidated determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one holder (or joint holders) being consolidated with shares registered in the name of another holder (or joint holders) may make such arrangements for the allocation, acceptance or sale of the consolidated share and for the distribution among the persons entitled thereto of any moneys received in respect thereof as may be thought fit and for the purpose of giving effect thereto may appoint some person to transfer the consolidated share or any fractions thereof and to receive the purchase price thereof and any transfer executed in pursuance thereof shall be effective and after such transfer has been registered no person shall be entitled to question its validity.

9. (A) The Company may by Special Resolution reduce its Share Capital or any Capital Redemption Reserve Fund or Share Premium Account or other undistributable reserve in any manner and with and subject to any incident authorised and consent required by law.

(B) Subject to the provisions of the Statutes, the Company may purchase any of its shares (including any redeemable shares).

(C) The Company may make a payment in respect of any redemption or purchase of its own shares pursuant to these Articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

#### SHARES

10. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of Capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or failing any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue Shares which are, or at the option of the Company or the holder are liable, to be redeemed.



11. Subject to the provisions of the Statutes relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

12. The Company may exercise the powers of paying commissions conferred by the Statutes to the full extent thereby permitted. The Company may also on any issue of shares pay such brokerage as may be lawful.

13. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to 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 articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

14. The Directors may at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

#### CERTIFICATES

15. Every certificate for shares or debentures shall be issued under the Seal and shall specify the number and class of shares to which it relates and the amount paid up thereon. No certificate shall be issued representing shares of more than one class.

16. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class or several certificates, each for one or more of his shares of any one class. Provided that the Company shall not be bound to register more than three persons as the joint holders of any shares and in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of such persons shall be sufficient delivery to all.

17. Where a member transfers part only of the shares comprised in a Share Certificate the old Share Certificate shall be cancelled and a new Share Certificate for the balance of such shares issued in lieu without charge.

18. If a Share Certificate shall be worn out, damaged, defaced, lost, stolen or destroyed, it may be renewed on delivery up of the certificate or (if lost, stolen or destroyed) on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit.

### CALLS ON SHARES

19. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) but subject always to the terms of issue of such shares. Each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine. The non-receipt of a notice of any call by or the accidental omission to give notice of a call to any of the members concerned shall not invalidate the call.

20. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising the call was passed and may be made payable by instalments.

21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 12 per cent per annum) as the Directors determine but the Directors shall be at liberty in any case or cases to waive payment of such interest wholly or in part.

23. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of these articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

24. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.

25. The Directors may if they think fit receive from any member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding 10 per cent per annum) as the member paying such sum and the Directors agree upon.

## FORFEITURE AND LIEN

26. If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of non-payment.

27. The notice shall name a further day (not being less than seven days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.

28. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a Resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

29. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

30. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at 10 per cent per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

31. Whenever any law for the time being of any country, state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any government or taxing authority or government official to require the Company to make any payment in respect of any shares registered in any of the Company's registers as held either jointly or solely by any member or in respect of any dividends, bonuses or other moneys due or payable or accruing due or which may become due or payable to such member by the Company on or in respect of any shares registered as aforesaid or for or on account or in respect of any member and whether in consequence of

- (A) the death of such member;
- (B) the non-payment of any income tax or other tax by such member;
- (C) the non-payment of any estate, probate, succession, death, stamp, or other duty by the executor or administrator of such member or by or out of his estate;
- (D) any other act or thing;

the Company in every such case -

- (i) shall be fully indemnified by such member or his executor or administrator from all liability;
- (ii) shall have a lien upon all dividends and other moneys payable in respect of the shares registered in any of the Company's registers as held either jointly or solely by such member for all moneys paid or payable by the Company in respect of the same shares or in respect of any dividends or other moneys as aforesaid thereon or for or on account or in respect of such member under or in consequence of any such law together with interest at the rate of 8 per cent. per annum thereon from date of payment to date of repayment and may deduct or set off against any such dividends or other moneys payable as aforesaid any moneys paid or payable by the Company as aforesaid together with interest as aforesaid;
- (iii) may recover as a debt due from such member or his executor or administrator wherever constituted any moneys paid by the Company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividends or other moneys as aforesaid then due or payable by the Company;
- (iv) may if any such money is paid or payable by the Company under any such law as aforesaid refuse to register a transfer of any shares by any such member or his executor or administrator until such money and interest as aforesaid is set off or deducted as aforesaid or in any case the same exceeds the amount of any such dividends or other moneys as aforesaid then due or payable by the Company until such excess is paid to the Company;

Nothing herein contained shall prejudice or affect any right or remedy which any law may confer or purport to confer on the Company and as between the Company and every such member as aforesaid, his executor, administrator, and estate wheresoever constituted or situate, any right or remedy which such law shall confer or purport to confer on the Company shall be enforceable by the Company.

32. The Company shall have a first and paramount lien on every share (not being a fully-paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares (other than fully-paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

33. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment of satisfaction of the debts or liabilities in respect whereof the lien exists so far as the same are presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser.

34. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture surrender, sale, re-allotment or disposal of the share.

#### TRANSFER OF SHARES

35. All transfers of shares be effected by transfer in writing in any usual common form (or in such form as the Directors may accept) and may be under hand only.

36. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

37. The Directors may in their absolute discretion and without assigning any reasons therefor decline to register any transfer of any share, whether or not it is a fully-paid share. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

38. The Directors may decline to recognise any instrument of transfer unless -

(A) The instrument of transfer properly stamped is deposited at the Transfer Office accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);

and

(B) The instrument of transfer is in respect of only one class of share.

All instruments of transfer which are registered may be retained by the Company.

39. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine and either generally or in respect of any class of shares. Provided that the Register of Members shall not be closed for more than thirty days in any year.

40. Subject as hereinafter provided the Company shall be entitled to destroy all instruments of transfer of shares of the Company which shall have been registered at any time after the expiration of six years from the date of registration thereof and all share certificates and dividend mandates which have been cancelled or ceased to have effect at any time after the expiration of three years from the date of such cancellation or cessation, and all notifications of change of name or address after the expiration of one year from the date of the recording thereof and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

- (A) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (B) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled;
- (C) Reference herein to the destruction of any document includes references to the disposal thereof in any manner.

41. No fee shall be charged by the Company in respect of the registration of any probate or letters of administration or certificate of marriage or death or stop notice or power of attorney or other document relating to or affecting the title to any shares or for making any entry in the Register of Members affecting the title to any shares.

#### TRANSMISSION OF SHARES

42. In the case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

43. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) may subject as hereinafter provided either be registered himself as holder of the share upon giving to the Company notice in writing of such his desire or transfer such share to some other person. All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member. If such person shall fail either to transfer the share or to elect to be registered himself as the holder thereof within sixty days of being required so to do by the Directors, he shall in the case of shares which are fully paid up be deemed to have elected to be registered himself as the holder thereof and may be registered accordingly.

44. Save as otherwise provided by or in accordance with these articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share.

## STOCK

45. The Company from time to time by Ordinary Resolution convert any paid-up shares into stock or reconvert any stock into paid-up shares of any denomination.

46. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred (or as near thereto as circumstances admit); but no stock shall be transferable except in such units (not being greater than the nominal amount of the shares from which stock arose) as the Directors may from time to time determine.

47. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividend, return of Capital, voting and other matters as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards participation in the profits or assets of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

## GENERAL MEETINGS

48. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

49. The Directors may whenever they think fit, and shall on requisition in accordance with the provisions of the Statutes, proceed to convene an Extraordinary General Meeting.

## NOTICE OF GENERAL MEETINGS

50. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or a Resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as are not under the provisions of these articles entitled to receive such notices from the Company. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:-



- (A) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (B) In the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

51. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

(C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any Resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

52. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

- (A) Declaring dividends;
- (B) Considering and adopting the Balance Sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the Balance Sheet;
- (C) Appointing Auditors (unless they were last appointed otherwise than by the Company in General Meeting) and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed;
- (D) Appointing Directors to fill vacancies arising at or immediately following the meeting.

53. The Directors shall on the requisition of members in accordance with the provisions of the Statutes, but subject as therein provided:-

- (A) Give to the members entitled to receive notice of the next Annual General Meeting, notice of any Resolution which may properly be moved and is intended to be moved at that meeting;
- (B) Circulate to the members entitled to have notice of any General Meeting, any statement of not more than one thousand words with respect to the matter referred to in any proposed Resolution or the business to be dealt with at that meeting.

### PROCEEDINGS AT GENERAL MEETINGS

54. No business shall be transacted at any General Meeting unless a quorum is present throughout the meeting. Two members present in person or by proxy shall be a quorum for all purposes.

55. If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

56. The Chairman of the Directors, failing whom the Deputy Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or Deputy Chairman, or if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number (or, if no Directors be present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be Chairman of the meeting.

57. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

58. 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 either the Chairman of the meeting or by any member present in person or by proxy and entitled to vote. A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a Resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such Resolution.

59. If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the Resolution of the meeting at which the poll was demanded. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

60. Unless authorised by the Company in General Meeting, the Chairman of the Meeting shall not be entitled to a casting vote (in addition to any votes to which he may be entitled as a shareholder) in the case of an equality of votes.

61. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.

62. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

#### VOTES OF MEMBERS

63. Subject to any special rights or restrictions as to voting attached by or in accordance with these articles to any class of shares, on a show of hands and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

64. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

65. Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person to vote in person or by proxy on behalf of such member at any General Meeting.

66. No member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

67. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be deemed valid for all purposes. Any such objection shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.

68. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

69. A proxy need not be a member of the Company.

70. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the Directors may accept and:-

- (A) in the case of an individual shall be signed by the appointor or by his attorney; and
- (B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

71. An instrument appointing a proxy must be left at such place or places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the Transfer Office) not less than twenty-four hours before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered in relation to any subsequent meetings to which it relates.

72. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

73. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Transfer Office at least one hour before the commencement of the meeting or adjourned meeting or the time appointed for the taking of the poll at which the vote is cast.

74. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

In the case of a corporation a Director or the Secretary of such corporation shall be deemed to be a duly authorised representative for this purpose.

## CORPORATIONS ACTING BY REPRESENTATIVES

75. Any corporation which is a member of the Company may by Resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

## DIRECTORS

76. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number and/or fix and from time to time vary a maximum number of Directors.

77. A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

78. The ordinary remuneration of the Directors shall from time to time be determined by Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled to rank only in such division for a proportion of remuneration related to the period during which he has held office.

79. The Directors may in their discretion repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or of General Meetings or otherwise in or about the business of the Company.

80. Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.

81. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any of its subsidiary companies and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

82. A Director may be party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the Company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof.

83. (A) The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director, on such terms (subject to the provisions of the Statutes) and for such period as they may determine.

(B) The appointment of any Director to the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director shall be subject to termination if he ceases from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

(C) The appointment of any Director to any other executive office shall not be subject to termination if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise in which event the termination of his office if he ceases from any cause to be a Director shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

84. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

85. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number if any fixed by or in accordance with these articles. Any company which is for the time being a holding company of the Company may from time to time appoint any person to be a Director or remove any Director from office. Any such appointment or removal shall be in writing served on the Company and signed on behalf of the holding company by one of its Directors or its Secretary. Any such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between the Director and the Company.

86. The office of a Director shall be vacated in any of the following events, namely:-

- (A) If he shall become prohibited by law from acting as a Director.
- (B) If he shall resign by writing under his hand left at the Office or if he shall tender his resignation and the Directors shall resolve to accept the same.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated. Provided that for the purpose aforesaid attendance by an alternate Director shall constitute attendance by his appointor.
- (F) If he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

#### ALTERNATE DIRECTORS

87. (A) To such extent and in such circumstances as the Directors may from time to time determine any Director may appoint any person approved by the Directors to be his alternate Director and may at any time terminate such appointment. Any such appointment or removal shall be effected by written notice, letter, telegram, cablegram, radiogram, telex message or other form of visible communication from the Director to the Company.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases for any reason to be a Director.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he (instead of his appointor) were a Director.

If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

#### PROCEEDINGS OF DIRECTORS

88. (A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and make provision for the giving of notices convening the same as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

(B) Any Director, alternate Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

89. The quorum necessary for the transaction of the business of the Directors shall be two or such larger number as the Directors may from time to time determine. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

90. A Director who is in any way, whether directly or indirectly, interested in a contract or a proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes.



91. A Director who is unable to attend any meeting of the Directors (and has not appointed an alternate Director) may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be effected by written notice, letter, telegram, cablegram, radiogram, telex message or other form of visible communication from the Director and must be produced at the meeting at which the same is to be used and be left with the Secretary for filing.

92. (A) Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

(B) Subject to the provisions of the Statutes a Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:-

- (i) The giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries.
- (ii) The giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security.
- (iii) Any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof.
- (iv) Any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he (together with persons connected with him within the meaning of the Statutes) is not the holder of or beneficially interested in one per cent. or more of the issued shares of any class of such company or of any third company through which his interest is derived.
- (v) Any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes or of any Employees' Share Scheme.

(C) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not debarred from voting under the proviso to paragraph (B)(iv) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

(D) If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed.

(E) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

93. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these articles the continuing Directors or Director may act for the purpose of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

94. If no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

95. A Resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

96. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall not exceed one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless at least one-half of the members of the committee present at the meeting are Directors.

97. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

98. All acts done by any meeting of Directors, or of any such committee or by any person acting as a Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

#### BORROWING POWERS

99. Save as herein provided, and subject to the provisions of the Statutes, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. The exercise of such powers shall be restricted to such extent (if any) as the Company may by Ordinary Resolution from time to time determine but no person dealing with the Company shall be concerned to see or enquire as to whether any such restriction exists or has been observed and no debt incurred or security given in breach of any such restriction shall be invalid or ineffectual unless the lender or the recipient of the security at the time when the debt was incurred or security given expressed notice that a restriction existed or had been or would thereby be infringed.

#### GENERAL POWERS OF DIRECTORS

100. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Statutes or by these articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these articles, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

101. The Directors may from time to time establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

102. The Directors may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company (other than the office of managing, joint managing, deputy or assistant managing Director) shall not imply that the holder thereof is a Director of the Company, nor shall the holder be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any other purposes of these articles.

103. The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

104. The Company may exercise the powers conferred by the Statutes with regard to having an Official Seal for use abroad and such powers shall be vested in the Directors.

105. To the extent authorised by but subject to the provisions of the Statutes the Company may cause to be kept in any territory a branch register or registers of members resident in such territory. The Directors may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

106. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by Resolution determine.

#### SECRETARY

107. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as Joint Secretaries. The Directors may also subject to the provisions of the Statutes appoint from time to time on such terms as they may think fit one or more Assistant Secretaries.

#### THE SEAL

108. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by a second Director or by the Secretary or by some other person appointed by the Directors save that as regards any certificate for shares or debentures or other securities of the Company the Directors may by Resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature.

#### AUTHENTICATION OF DOCUMENTS

109. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any Resolutions passed by the Company or the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a Resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the aforesaid provisions shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such Resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

#### DIVIDENDS

110. The Company may by Ordinary Resolution declare dividends but no such dividend shall be payable except out of the profits of the Company available for distribution under the provisions of the Statutes, or in excess of the amount recommended by the Directors.

111. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Article no amount paid on a share in advance of calls shall be treated as paid on the share.

112. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

113. Subject to the provisions of the Statutes, where any asset, business or property is bought by the Company as from a past date the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

114. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

115. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

116. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

117. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend declared after the date of the adoption of these articles and unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

118. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such ways: and the Directors shall give effect to such Resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

119. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

120. If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or property distributable on or in respect of the share.

121. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in General Meeting or a resolution of the Directors, may specify that such dividend shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and in such event such dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to capitalisations to be effected in pursuance of Article 124.

## RESERVES

122. The Directors may from time to time set aside out of profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions of the Statutes.

## CAPITALISATION OF PROFITS AND RESERVES

123. The Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Redemption Reserve or other undistributed reserve) or any sum standing to the credit of profit and loss account (whether or not any such sum is available for distribution under the provisions of the Statutes) by appropriating such sum to the holders of Ordinary Shares in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the Ordinary Shares and applying such sum on their behalf in paying up in full unissued Ordinary Shares (or, with the approval of an Ordinary Resolution of the Company and subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them in the proportion aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding to all concerned.

## MINUTES AND BOOKS

124. The Directors shall cause Minutes to be made of all Resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and committees appointed by the Directors in accordance with these articles.

125. Any register, index, minute book, book of account or other book required by these articles or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.



## ACCOUNTS

126. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at the Office, or at such other place within Great Britain as the Directors think fit, and shall always be open to inspection of the Directors. No member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by Statute or ordered by a court of competent jurisdiction or authorised by the Directors.

127. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such Profit and Loss Accounts, Balance Sheets, Group Accounts (if any) and reports as may be necessary.

128. A copy of every Balance Sheet and Profit and Loss Account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these articles provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

## AUDITORS

129. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.

130. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

## NOTICES

131. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices. Where a notice or other document is served by post, service shall be deemed to be effective at the expiration of twenty-four hours (or where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

132. In respect of joint holdings all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.

133. A person entitled to a share in consequence of the death or bankruptcy or liquidation of a member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy or liquidation would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these articles shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company have notice of his death or bankruptcy or in liquidation be deemed to have duly served in respect of any share registered in the name of such member as sole or joint holder.

134. A member who (having no registered address within the United Kingdom) has not supplied to the Company an address within the United Kingdom for the service of notices shall not be entitled to receive notices from the Company.

## WINDING UP

135. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the Court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such divisions shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

#### INDEMNITY

136. Subject to the provisions of and so far as may be permitted by the Statutes, every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office.

#### PRIVATE COMPANY

137. The Company is a Private Company, and accordingly:-

(A) The right to transfer shares in the Company shall be restricted in the manner provided by these articles.

(B) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

**G**

COMPANIES FORM No.353

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

Note: this notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Pursuant to section 353 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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264047

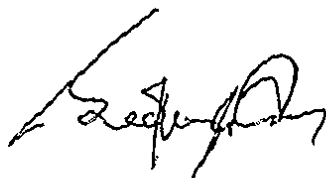
Name of Company

Gent Limited

gives notice that the register of members is [now] kept at:

Registered Office

Signed

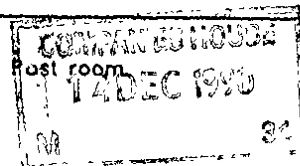


[Director][Secretary] Date 27.11.90

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

W.R.V. ARCHER, *Geoffrey Fry*  
Pillar Electrical Plc  
Claveland House,  
19 St James's Square  
London, SW1Y 4JG

For official Use  
General Section



No. 264047

The Companies Act 1985  
Company Limited by Shares

ELECTIVE RESOLUTION  
of  
GENT LIMITED


Passed on 22nd March 1993

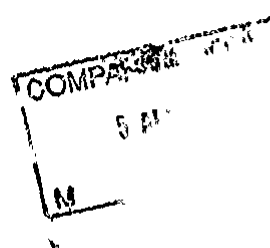
At an Extraordinary General Meeting of the above-named Company, duly convened and held at Cleveland House, 19 St James's Square, London SW1Y 4JG on Monday, 22nd March 1993, the following ELECTIVE RESOLUTION was passed:

ELECTIVE RESOLUTION

THAT the Company, being a private company, hereby dispenses with:-

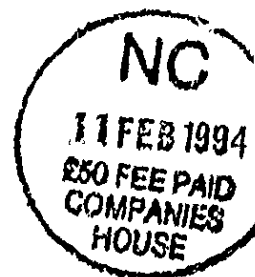
- (a) the laying of accounts and reports before the Company in general meeting, pursuant to Section 252 of the Companies Act 1985 ("the 1985 Act")
- (b) the holding of annual general meetings, pursuant to Section 366A of the 1985 Act
- (c) the obligation to appoint auditors annually, pursuant to Section 386 of the 1985 Act

Signed. ....  .....  
Director/Secretary



Company No. 264047

18/259



The Companies Act 1985

Company Limited by Shares

**SPECIAL RESOLUTION**

of

**GENT LIMITED**

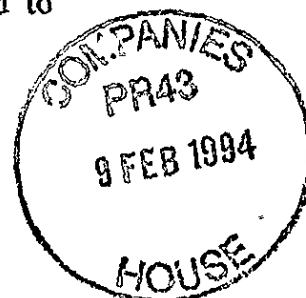
Passed on the 21st day of January 1994

At an EXTRAORDINARY GENERAL MEETING of the above named company, duly convened and held at Caradon House, 24 Queens Road, Weybridge, Surrey on the 21st day of January 1994 the following SPECIAL RESOLUTION was passed:

**SPECIAL RESOLUTION**

That the name of the Company be changed to

**CARADON GENT LIMITED**



.....  
Director/Secretary

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 264047

I hereby certify that

**GENT LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**CARADON GENT LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 18 FEBRUARY 1994

  
M. LEWIS

an authorised officer

Coopers  
& Lybrand

chartered accountants

Abacus House 32 Filar Lane  
Leicester LE1 5PA

26404  
telephone 0533 518164

cables Colybrand Leicester  
telex 887474 COLYRN G  
facsimile 0533 536929

your reference

our reference  
103/rld

The Directors  
Gent Limited  
140 Waterside Road  
Hamilton Industrial Park  
LEICESTER  
LE5 1TN

9 November 1993

Dear Sirs

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our ceasing to hold office that we consider should be brought to the attention of the company's members or creditors.

In accordance with Section 392 of the Companies Act 1985 this will give you formal notice of our resignation as auditors to the company with immediate effect.

Yours faithfully

Coopers & Lybrand

