

Number of }  
Company }

284505

[Form No. 41.]

"THE COMPANIES ACT, 1929."

Declaration of Compliance



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

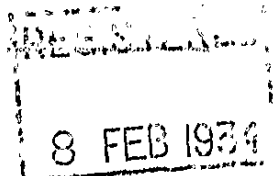
WITH THE

REQUIREMENTS OF THE COMPANIES  
ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929,  
on behalf of a Company proposed to be Registered as

*Phoenix Photo Engraving Co.*

**LIMITED.**



(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, FLEET, LONDON"

72292-33  
TELEPHONE: HOLBORN 0434 (3 LINES).

**JORDAN & SONS, LIMITED,**

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



*Matter Butrum Cave*  
of *11, Austin Grove*  
*Levenshulme*  
*Manchester*

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

\*Here insert—  
"A Solicitor  
of the Su-  
preme Court  
(or in Scotland  
"an Enrolled  
Law Agent")  
engaged in  
the formation  
of" or "A  
person named  
in the Articles  
of Association  
as a  
Director (or  
Secretary)  
of."

Do solemnly and sincerely Declare that I am\* *a person*

*named in the Articles of Association as*  
*a Director of*

*Roaming Photo Engraving Co.* 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 *Manchester* in  
*the County of Lancaster*

the *3rd* day of *February*

One thousand nine hundred and *twenty four*

before me,

*W. J. Hulme*

A Commissioner for Oaths. †

† or Notary Public or Justice of the Peace.

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.



Duty at the  
rate of 10s.  
for every  
£100 must  
be impressed  
here.

Statement of the Nominal Capital

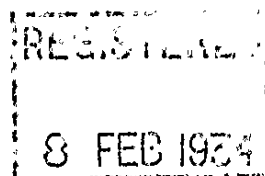
OF

*Phoenix Photo-Engraving Co.*

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891; as  
amended by Section 41 of The Finance Act, 1933.

(See Page 2 of this Form.)



The Statement is to be lodged with the Memorandum of Association and  
other Documents when the Registration of the Company is applied for.

72291-33

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



# THE NOMINAL CAPITAL

OF

*Phoenix Photo-Engraving Co*

LIMITED,

is *Two Thousand* Pounds,

divided into *Two Thousand* Shares

of *One Pound* each.

Signature

*M. R. Davis*

Description

*Director*

Dated the *3<sup>rd</sup>* day

of *February* 19*34*.

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

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

*"The Companies Act, 1929."*

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COMPANY LIMITED BY SHARES.

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**Memorandum**

AND

**Articles of Association**

OF

**PHOENIX PHOTO-ENGRAVING CO.,  
LIMITED.**

---

INCORPORATED THE DAY OF , 1934.

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JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2 AND 13 BROAD STREET PLACE, E.C.2.

**Memorandum**

AND

**Articles of Association**

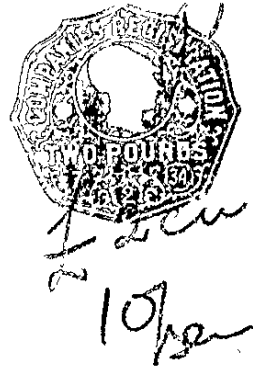
OF

**PHOENIX PHOTO-ENGRAVING CO., LIMITED.**

*Incorporated the      day of      , 1934.*



284505



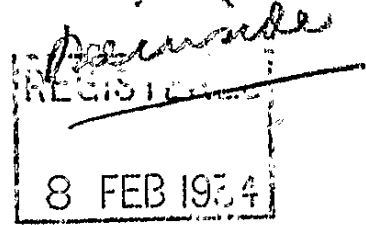
"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Phoenix Photo-Engraving Co., Limited.



1. The Name of the Company is "PHOENIX PHOTO-ENGRAVING CO., 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 all or any of the businesses of Process and General Engravers, Electrotypers, Stereotypers, Printers, Lithographers, Paper and Ink Manufacturers, General Stationers, Picture Framers and Woodworkers, Die Sinkers, Copper and Steel Plate Engravers, Wood Engravers, Photogravure Etchers and Printers, Advertising Agents and Contractors, Dealers in and Manufacturers of Tin, Cardboard, or other Boxes or Packing Cases and Packing Materials, Manufacturers of Chemical or other Compounds which may be used in Photographic or other processes, Manufacturers and Producers of Sensitized and other Materials used or which may be used in connection with Photography, Engraving, or Printing processes, Manufacturers of Machinery, Apparatus, or Appliances of every

Presented for filing by:-



description, Designers, Artists, Draughtsmen (Architectural, Engineering, or otherwise), General and Portrait Photographers, Publishers, Office and General Furnishers, Manufacturers of Drawing and Surveying Instruments of any kind, and Workers and Dealers in any Substance or Raw Material, or any Article or any part of any Article named in this Memorandum, or which may be necessary or used in the carrying on of any business hereby authorised, or in the manufacture of any article of the description either herein specifically mentioned or in anywise referred to, or of any substitute therefor or imitation thereof.

- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (c) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (K) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to 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.
- (L) 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 this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, 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 securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (M) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (N) To invest and deal with the moneys of the Company not immediately required in such shares or upon

such securities and in such manner as may from time to time be determined.

- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (J) To borrow or raise money 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 by the Company of any obligation or liability it may undertake.
- (K) 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.
- (L) To apply for, promote, and obtain any Act of Parliament, 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 effecting any modification of the Company's constitution, 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.
- (M) 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 attainment of the Company's objects 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.

- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, 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.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any

person or persons who may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company, or of the wives, children, or other relatives or dependents of such persons.

- (s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (u) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Two Thousand Pounds, divided into Two Thousand Shares of One Pound each.

That 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>Walter Birrell Cave.</i> Process Engraver. 11 Austin Grove, Levenshulme Manchester	One
<i>Lloyd Smith - Garside</i> Reed & Seald Manufacturers 12 Richmond Street Ashton under Lyne Lancashire	One
<i>John Hayton Esq</i> Reed Manufacturer 10 Austin Grove Levenshulme Manchester	One

Dated the 3<sup>rd</sup> day of February, 1934.

Witness to the above Signatures—

*J. E. Keenan,*  
*Chartered Accountant,*  
*41, Norfolk Street,*  
*Manchester 2.*



284505

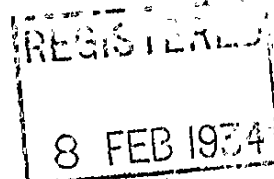


*"The Companies Act, 1929."*

**COMPANY LIMITED BY SHARES**

**Articles of Association**

or



**Phoenix Photo-Engraving Co., Limited.**

**PRELIMINARY.**

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (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, the Clauses of Table A numbered 39, 40, 64, 66, 69, 72, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. 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 at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

(A) The Company shall not offer any of its Shares or Debentures to the public for subscription.

(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 that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.

- (c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

#### SHARE CAPITAL AND SHARES.

5. The original Share Capital of the Company is Two Thousand Pounds, divided into Two Thousand Shares of One Pound each.

6. 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.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 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.

10. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

#### BORROWING POWERS.

11. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, but so that the whole amount so raised or borrowed and outstanding at any one time shall not, without the consent of the Company in General Meeting, exceed the amount of the Share Capital of the Company for the time being issued or agreed to be issued. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

12. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS.

13. A General Meeting of the Company shall be held in the month of May in each calendar year at such time and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings."

14. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

#### VOTES OF MEMBERS.

15. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

#### DIRECTORS.

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

17. The following persons shall be the first Directors of the Company: WALTER BERTRAM CAVE, LLOYD SMITH GARSIDE, and JOHN HUYTON PYM. They shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 21 hereof; and accordingly Clauses 73 to 77 and Clause 80 of Table A shall not apply to any Permanent Director.

18. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

19. The qualification of every Director shall be the holding in his own right and as sole Holder of Shares of the Company to the nominal value of not less than Fifty Pounds. A Director may act before acquiring his qualification, but shall acquire his qualification within one calendar month of being appointed a Director.

20. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

#### DISQUALIFICATION OF DIRECTORS.

21. The office of a Director shall be vacated---

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence not being an offence under The Road Traffic Act, 1930;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

22. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract,

arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

#### MANAGING DIRECTOR.

23. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

24. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

#### NOTICES.

25. 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.

### CAPITALISATION OF PROFITS.

26. The Company in General Meeting may from time to time by way of capitalising the undivided profits of the Company or any part thereof, whether standing to the credit of the Reserve Fund or not (including profits arising from a permanent appreciation in value of Capital assets and premiums received on an issue of Shares or Debentures), declare a Bonus on its Ordinary Shares, and may authorise the Directors to satisfy such Bonus by the distribution of paid up Shares of the Company, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution by reason of fractions they may make such provision as they think expedient for the issue of Fractional Certificates, or for the sale and distribution of the proceeds of such fractions or otherwise in order to adjust the rights of all parties. Where requisite, a proper contract shall be delivered for registration 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 Bonus, or their nominees, and such appointment shall be effective.

### WINDING UP.

27. 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 be applied: First, in repaying to the Members the amounts paid up or credited as paid up 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.

28. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, 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 whereon there is any liability.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Walter Bertram Clegg*

Process Engraver  
11 Austin Grove.  
Levenshulme  
Manchester

*Lloyd Smith Garside.*

Reed and Heald Manufacturers  
12 Richmond Street  
Aughton under Lyne  
Lancashire

*John Henry Lou Pyne*  
Reed Manufacturers  
10 Austin Grove  
Levenshulme  
Manchester

---

Dated the 3<sup>rd</sup> day of February, 1934.

Witness to the above Signatures—

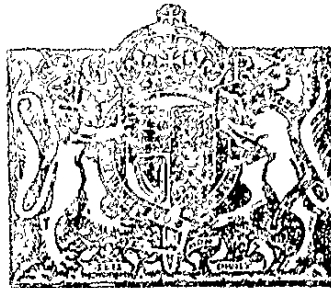
*J. E. H. H. H.*

Chartered Accountant.

4, Norfolk Street

Manchester 2.

No 284505



# Certificate of Incorporation

I Hereby Certify,

That

PHOENIX PHOTO-ENGRAVING CO., LIMITED

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

Given under my hand at London this eighth day of February One

Thousand Nine Hundred and thirty-four.

*[Signature]*  
Registrar of Companies.

Certificate  
received by

*Jordan*

*Sms Lk*

Date 8. 2. 34

# NOTICE

OF

## SITUATION OF REGISTERED OFFICE

OR OF ANY CHANGE THEREIN.

OF

*Phoenix Photo Engraving Co*

**LIMITED.**

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice,  
in accordance with Section 92 of The Companies Act, 1929,  
that the Registered Office of the Company is situated at

*48 Ellesmere Street,*

*Salford, Manchester 15.*

*In the County of Lancashire.*

Signature

Officer

(State whether Director or Manager or Secretary.)

Dated the *8th* day

of *February* 19*34*

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

7. Number or Name (if any) of the Promises, together with the Street or Road, Town, and County, should be given.

"The Companies Act, 1929."



COMPANY LIMITED BY SHARES.

(COPY)

# Ordinary and Special Resolutions

(Pursuant to The Companies Act, 1929, Sections 10, 50 and 117)

OF

## Phoenix Photo-Engraving Co., LIMITED.

REGISTERED

20 APR 1938

Passed the 6th day of April, 1938.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office, 48 Ellesmere Street, Manchester, in the County of Lancaster, on the 6th day of April, 1938, the following ORDINARY and SPECIAL RESOLUTIONS were duly passed:—

### ORDINARY RESOLUTION.

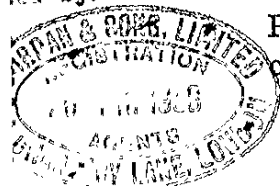
"That the Share Capital of the Company be increased from £2000 to £6000."

### SPECIAL RESOLUTIONS.

1. "That the original Share Capital of the Company of £2000, divided into 2000 Shares of £1 each, shall hereafter be described as 2000 Ordinary Shares of £1 each, and any reference to Ordinary Shares means the original Share Capital."

2. "That the additional Capital of £4000 be divided as follows: 2000 'A' 6 per cent. Cumulative Redeemable Preference Shares of £1 each and 2000 'B' 5 per cent. Cumulative Redeemable Preference Shares of £1 each. The said Preference Shares shall confer on the Holders thereof the right to a fixed Cumulative

led by:-



Preferential Dividend at the rate of the 'A' Shares Six per centum per annum and the 'B' Shares, Five per centum per annum upon the Capital for the time being paid up or credited as paid up thereon and as regards the 'A' Preference Shares the right in a winding up to the return of the Capital paid up or credited as paid up thereon, together with all arrears of Dividend and Dividends accrued thereon to the date of winding up and not actually paid, whether earned or declared or not, in priority to all other Shares but the Holders of such 'A' Preference Shares shall not have the right to participate further in the profits or assets; as regards the 'B' Preference Shares the right in a winding up to the return of the Capital paid up or credited as paid up thereon together with all arrears of Dividend and Dividends accrued thereon to the date of winding up, and not actually paid, whether earned or declared or not, in priority to the Ordinary Shares, but the Holders of such 'B' Preference Shares shall not have the right to participate further in the profits or assets.

The Holders of such 'A' and 'B' Preference Shares shall only be entitled to receive notice of, or to attend at General Meetings or to vote thereat if their fixed Dividend is in arrears for six calendar months or a Resolution is proposed for reducing the Capital of or winding up the Company or otherwise directly affecting the interest of their Shares as a class as regards Dividend, return of Capital, or voting."

3. "That the Company shall have power to redeem the said Preference Shares, and the Directors may, subject to the provisions of Section 46 of The Companies Act, exercise such power in any manner they may think fit."
4. "That the qualification of a Director shall be the holding of Ordinary Shares of the Company to the nominal value of not less than £50, and Clause 10 of the Articles of the Company shall be read and amended accordingly."
5. "That Clause 101 of Table A shall not apply to this Company."

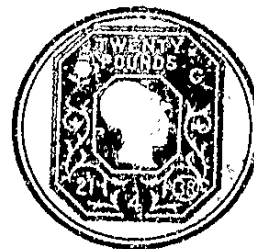


*Director and Chairman.*

Presented to the Registrar of Companies  
on the 20<sup>th</sup> day of April, 1938.

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

COMPANY HAVING A SHARE CAPITAL.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

Statement of Increase of the Nominal Capital  
OF

*Phoenix Photo-Engraving Co*



LIMITED,

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

(See Page 2 of this Form.)

The Statement has to be registered with the Notice of Increase in the  
Nominal Capital and printed copy of the Resolution authorising the  
Increase required under Section 52 of The Companies Act, 1929.

97050-37

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE No.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



Handwritten signatures and initials.

# THE NOMINAL CAPITAL

OF

*Phoenix Photo-Engraving Co.*

LIMITED,

has, by a Resolution of the Company dated the *6th* day  
of *April*, 19*38*, been increased by the addition thereto of the  
sum of *Four thousand* Pounds,  
divided into *2000 "A" 6% Cumulative Redeemable Preference* Shares  
of *£1 each* and *2000 "B" 5% Cumulative Redeemable Preference* ~~each~~  
*Shares of £1 each*  
beyond the Registered Capital of *Two thousand pounds*

Signature

*J. H. Jones*

Description

*Director*

Dated the

*19th*

day

of

*April*

19*38*

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

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

Number of  
Company

274 000 / 17

[Form No. 10.]

"THE COMPANIES ACT, 1929."

COMPANY HAVING A SHARE CAPITAL



Ad valorem  
Companies  
Fee Stamp  
(including  
Registration  
Fee of 5s.)  
must be  
impressed  
here.

Notice of Increase in the Nominal Capital

OF

*Phoenix Photo-Engraving Co.*

REGISTERED

20 APR 1938

LIMITED.

Pursuant to Section 52 of The Companies Act, 1929.

(See Page 2 of this Form)

85431-37

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON."

TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by



**"The Companies Act, 1929."**

---

COMPANY LIMITED BY SHARES.

---

(COPY)

**Ordinary and Special Resolutions**

*(Pursuant to The Companies Act, 1929, Sections 10, 50 and 117)*

OF

**Phoenix Photo-Engraving Co.,  
LIMITED.**

---

*Passed the 6th day of April, 1938.*

---

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office, 48 Ellesmere Street, Manchester, in the County of Lancaster, on the 6th day of April, 1938, the following ORDINARY and SPECIAL RESOLUTIONS were duly passed:—

**ORDINARY RESOLUTION.**

"That the Share Capital of the Company be increased from £2000 to £6000."

**SPECIAL RESOLUTIONS.**

1. "That the original Share Capital of the Company of £2000, divided into 2000 Shares of £1 each, shall hereafter be described as 2000 Ordinary Shares of £1 each, and any reference to Ordinary Shares means the original Share Capital."
2. "That the additional Capital of £4000 be divided as follows: 2000 'A' 6 per cent. Cumulative Redeemable Preference Shares of £1 each and 2000 'B' 5 per cent. Cumulative Redeemable Preference Shares of £1 each. The said Preference Shares shall confer on the Holders thereof the right to a fixed Cumulative

Preferential Dividend at the rate of the 'A' Shares Six per centum per annum and the 'B' Shares, Five per centum per annum upon the Capital for the time being paid up or credited as paid up thereon and as regards the 'A' Preference Shares the right in a winding up to the return of the Capital paid up or credited as paid up thereon, together with all arrears of Dividend and Dividends accrued thereon to the date of winding up and not actually paid, whether earned or declared or not, in priority to all other Shares but the Holders of such 'A' Preference Shares shall not have the right to participate further in the profits or assets; as regards the 'B' Preference Shares the right in a winding up to the return of the Capital paid up or credited as paid up thereon together with all arrears of Dividend and Dividends accrued thereon to the date of winding up, and not actually paid, whether earned or declared or not, in priority to the Ordinary Shares, but the Holders of such 'B' Preference Shares shall not have the right to participate further in the profits or assets.

The Holders of such 'A' and 'B' Preference Shares shall only be entitled to receive notice of, or to attend at General Meetings or to vote thereat if their fixed Dividend is in arrears for six calendar months or a Resolution is proposed for reducing the Capital of or winding up the Company or otherwise directly affecting the interest of their Shares as a class as regards Dividend, return of Capital, or voting."

3. "That the Company shall have power to redeem the said Preference Shares, and the Directors may, subject to the provisions of Section 46 of The Companies Act, exercise such power in any manner they may think fit."
4. "That the qualification of a Director shall be the holding of Ordinary Shares of the Company to the nominal value of not less than £50, and Clause 19 of the Articles of the Company shall be read and amended accordingly."
5. "That Clause 101 of Table A shall not apply to this Company."



*Director and Chairman.*

Presented to the Registrar of Companies  
on the      day of April, 1938.

# Notice of Increase in the Nominal Capital

OF

*Phoenix Photo-Engraving Co.*

*Limited.*

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 52 of The Companies Act, 1929, that by (a) *Ordinary* Resolution of the Company dated the *6th* day of *April* 1938, the Nominal Capital of the Company has been increased by the addition thereto of the sum of £4,000, beyond the Registered Capital of £2,000.

The additional Capital is divided as follows:—

Number of Shares.	Class of Share (b).	Nominal Amount of each Share.
2000	"A" 6% Cumulative Redeemable Preference	£1
2000	"B" 5% Cumulative Redeemable Preference	£1

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

*as set out in paragraphs 2 and 3 of the resolution hereto annexed*

Signature

Description (c)

*Director*

Dated the *19th* day  
of *April* 1938

- (a) Insert "an Ordinary," "an Extraordinary," or "a Special," as the case may be.  
(b) If any of the new Shares are Preference Shares state whether they are redeemable or not.  
(c) State whether Director or Manager or Secretary of the Company.

# The Companies Act, 1948



A  
Companies  
Fee Stamp  
of 5s.  
must be  
impressed  
here

## Notice of Consolidation, Division, Sub-Division, or Conversion into Stock of Shares

(Specifying the Shares so Consolidated, Divided, Sub-Divided,  
or Converted into Stock)

OR OF THE

## Re-conversion into Shares of Stock

(Specifying the Stock so Re-converted)

OR OF THE

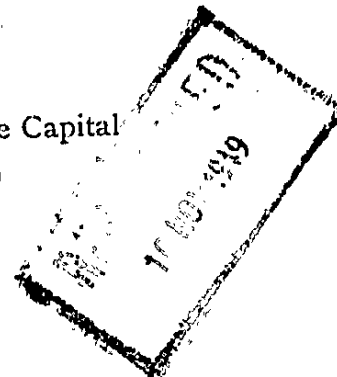
## Redemption of Redeemable Preference Shares,

OR OF THE

## Cancellation of Shares

(Otherwise than in connection with a Reduction of Share Capital  
under Section 66 of The Companies Act, 1948)

OF



PHOENIX PHOTO-ENGRAVING CO.,  
LIMITED

Pursuant to Section 62 of The Companies Act, 1948.

grams: "CERTIFICATE, ESTRAND, LONDON"

Telephone Number: HOLBORN 0434 (6 lines)

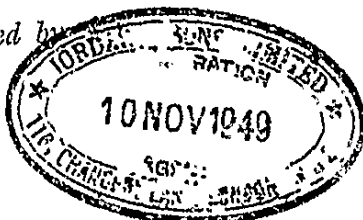
HO-96508

### JORDAN & SONS, LIMITED,

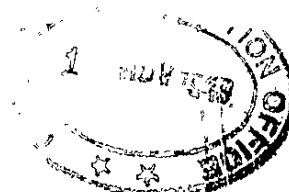
Company Registration Agents, Printers and Publishers

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

anted by



A 3719



# To The Registrar of Companies.

PHOENIX PHOTO-ENGRAVING CO., , LIMITED,

hereby gives you Notice in accordance with Section 62 of The Companies

Act, 1948, that\* That the Share Capital of the Company be reduced from £6000 divided into 2000 "A" 6 per cent. Cumulative Redeemable Preference Shares of £1 each, 2000 "B" 5 per cent Cumulative Redeemable Preference of £1 each and 2000 Ordinary Shares of £1 each to £4000 by cancelling 1000 of the "A" 6 per cent. Cumulative Redeemable Preference Shares and 1000 of the "B" 5 per cent. Cumulative Redeemable Preference Shares all of such Shares being Shares which have not been taken or agreed to be taken by any person; that upon the said reduction of Capital taking effect the Share Capital be increased from £4,000 to £6,000 by the creation of 2,000 further Ordinary Shares of £1 each, ranking for Dividend and in all other respects pari passu with the existing Ordinary Shares; and that the said further Ordinary Shares shall be at the disposal of the Directors as provided by Article 6 of the Articles of Association of the Company.

Signature

*W. R. Dave*  
W. R. DAVE Managing Director

Officer

Director

(State whether Director or the Secretary of the Company.)

Dated the *twenty ninth*

day of *August*, 19*49*

\* e.g. In the case of Consolidation and Division "the 1000 Preference Shares of £10 each of this Company numbered 1 to 1000 have been Consolidated and Divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion into Stock, "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been Converted into £50,000 Ordinary Stock." In the case of Re-conversion into Shares "the £50,000 Ordinary Stock of this Company has been Re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-division "each of the 5000 Ordinary Shares of £5 each has been Divided into 5 Shares £1 of each." In the case of Redemption "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been Redeemed." In the case of Cancellation, "2500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been Cancelled."

NOTE: The examples set out above will require amendment when distinctive numbers of shares are not used.

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

The Companies Act, 1948

COMPANY LIMITED BY SHARES

(COPY)

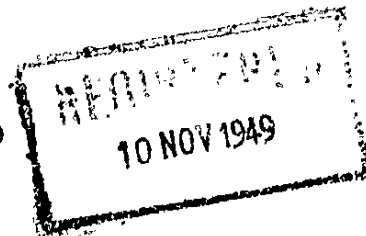
# Ordinary Resolution

(Pursuant to The Companies Act, 1948, Section 61)

OF

## Phoenix Photo-Engraving Co., LIMITED

Passed the 29th day of August, 1949



At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened,  
held at 48 Ellesmere Street, Manchester, in the County of Lancaster,  
on the 29th day of August, 1949, the following ORDINARY RESOLUTION  
was duly passed:—

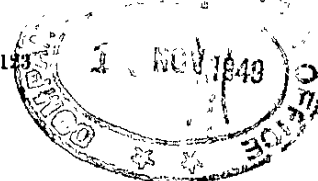
"That the Share Capital of the Company be reduced from £6000 divided into 2000 'A' 6 per cent. Cumulative Redeemable Preference Shares of £1 each, 2000 'B' 5 per cent. Cumulative Redeemable Preference Shares of £1 each and 2000 Ordinary Shares of £1 each to £4000 by cancelling 1000 of the 'A' 6 per cent. Cumulative Redeemable Preference Shares and 1000 of the 'B' 5 per cent. Cumulative Redeemable Preference Shares all of such Shares being Shares which have not been taken or agreed to be taken by any person; that upon the said reduction of Capital taking effect the Share Capital be increased from £4000 to £6000 by the creation of 2000 further Ordinary Shares of £1 each, ranking for Dividend and in all other respects *pari passu* with the existing Ordinary Shares; and that the said further Ordinary Shares shall be at the disposal of the Directors as provided by Article 6 of the Articles of Association of the Company."

Filed to the Registrar of Companies  
on the 10th day of October, 1949

November

JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.—HG-152123

*M. C. Smith*  
Chairman



A 3711

No. of } 284505  
Company }

145

THE COMPANIES ACT, 1948

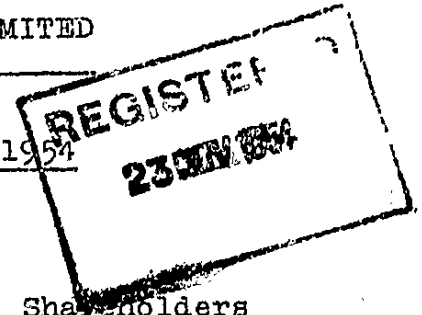
COMPANY LIMITED BY SHARES.

## Special Resolution

- of -

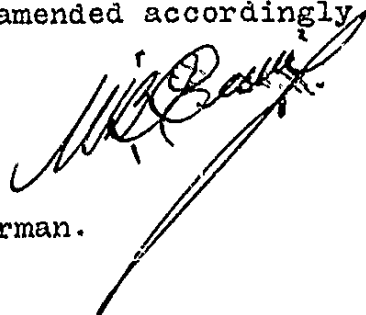
PHOENIX PHOTO ENGRAVING COMPANY LIMITED

Passed the 16th day of November, 1954



AT AN EXTRAORDINARY GENERAL MEETING of the Shareholders of the above named Company, duly convened, and held at 48 Ellesmere Street, Manchester, 15. on the 16th day of November 1954 the following SPECIAL RESOLUTION was duly passed viz:-

"THAT the number of Directors shall be not less than two nor more than seven, and Clause 16 of the Articles of the Company shall be read and amended accordingly."

  
Chairman.

23 NOV 1954

COMPANY LIMITED BY SHARES.



Ordinary Resolution

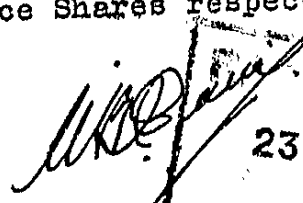
- of -

PHOENIX PHOTO ENGRAVING COMPANY LIMITED

Passed the 3rd day of November, 1954.

AT AN EXTRAORDINARY GENERAL MEETING of the Shareholders of the above named Company, duly convened, and held at 48 Ellesmere Street, Manchester 15. on the 3rd day of November, 1954, the following ORDINARY RESOLUTION was duly passed viz:-

"THAT the Nominal Share Capital of the Company be increased to the sum of £14,000 by the creation of a further 4,000 'A' 6% Cumulative Redeemable Preference Shares of £1 each and a further 4,000 'B' 5% Cumulative Redeemable Preference Shares of £1 each, ranking pari passu with the existing 'A' 6% and 'B' 5% Cumulative Redeemable Preference Shares respectively.

  
Chairman.

23 NOV 1954

23 NOV 1954

SHAW & BLAKE Ltd.  
Bell Yard, Temple Bar,  
LONDON, W.C.2.

1249

Number of  
Company

284505

41

Form No. 10.

# THE COMPANIES ACT 1948



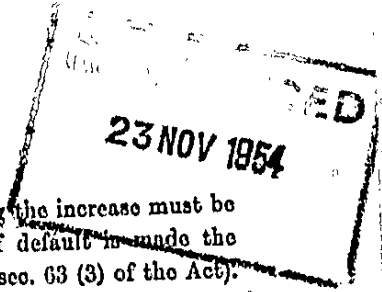
## Notice of Increase in Nominal Capital

Pursuant to section 63

Part the  
same  
the  
company

*Phoenix Photo-Engraving Company*

LIMITED



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Entered by

**SHAW & BLAKE Ltd.**  
Bell Yard, Temple-Bar,  
LONDON, W.C.2.

25 NOV 1954

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.  
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

1250

To THE REGISTRAR OF COMPANIES.

*Phoenix Photo-Engraving Company*

..... Limited, hereby gives you notice, pursuant to  
\* "Ordinary," Section 63 of the Companies Act, 1948, that by an\* Ordinary  
"Extra-ordinary," or Resolution of the Company dated the 3<sup>rd</sup> day of November 1954  
"Special". the Nominal Capital of the Company has been increased by the addition thereto of  
the sum of £ 8,000 beyond the Registered Capital  
of £ 6,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<u>4,000</u>	<u>A' 6% Cumulative Redeemable Preference</u>	<u>£1</u>
<u>4,000</u>	<u>B' 5% Cumulative Redeemable Preference</u>	<u>£1</u>

The Conditions (o.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 Cumulative Redeemable Preference Shares will rank pari passu with the existing A' 6% Cumulative Redeemable Preference Shares, and B' 5% Cumulative Redeemable Preference Shares respectively.*

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

PHOENIX PHOTO-ENGRAVING Co. Ltd.

Signature

*W. B. GAYE*  
W. B. GAYE, Managing Director.

State whether Director  
or Secretary

*Piech*

Dated the 16<sup>th</sup> day of November 1954.

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

Number of 284505  
Company 148



Form No. 26a

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY



## Statement of Increase of the Nominal Capital OF

*Phoenix Photo-Engraving Company*

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section  
the Finance Act 1899, by Section 39 of the Finance Act 1920, and  
Section 41 of the Finance Act 1933.

23 NOV 1954

**NOTE.**—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

**SHAW & BLAKE Ltd.**  
Bell Yard, Temple Bar,  
LONDON, W.C.2.

23 NOV 1954

The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

Phoenix Photo-Engraving Company  
Limited

has by a Resolution of the Company dated  
3rd November 1954 been increased by  
the addition thereto of the sum of £8,000.,  
divided into:—

4,000 A 6% Accumulative Redeemable Preference Shares of £1 each

4,000 B 5% Accumulative Redeemable Preference Shares of £1 each

beyond the registered Capital of £6,000

Signature.

PHOENIX PHOTO-ENGRAVING Co. Ltd

W. B. OAVE, Managing Director

(State whether Director or Secretary) Director

Dated the 16th day of November 1954.

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

COMPANY LIMITED BY SHARES.



## Ordinary Resolution

- of -

PHOENIX PHOTO ENGRAVING COMPANY LIMITED

Passed the 4th day of November, 1957

AT AN EXTRAORDINARY GENERAL MEETING of the Shareholders of the above named Company, duly convened, and held at 48, Ellesmere Street, Manchester, 15. on the 4th day of November 1957, the following ORDINARY RESOLUTION was duly passed viz:-

"THAT the Nominal Share Capital of the Company be increased to the sum of £25,000 by the creation of a further 5,500 'A' 6% Cumulative Redeemable Preference Shares of £1 each and a further 5,500 'B' 5% Cumulative Redeemable Preference Shares of £1 each, ranking pari passu with the existing 'A' 6% and 'B' 5% Cumulative Redeemable Preference Shares respectively.

Chairman.

REGISTERED

27 NOV 1957

SHAW & BLAKE, Ltd.,  
3, Bell Yard, Temple Bar,  
LONDON, W.C.2.

C. 126

Number of  
Company } 284505. / 56

Form No. 10.

# THE COMPANIES ACT 1948



## Notice of Increase in Nominal Capital

Pursuant to section 63

Present the  
name  
of the  
company

PHOENIX PHOTO-ENGRAVING COMPANY.

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

REGISTERED  
27 NOV 1957

Presented by

W & A  
LONDON, W.C.2

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

(1227)

76 THE REGISTRAR OF COMPANIES.

Phoenix Photo-Engraving 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 4th day of November 1957

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 11,000 beyond the Registered Capital of £ 14,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
5,500	'A' 6% Cumulative Redeemable Preference	£1
5,500	'B' 5% Cumulative Redeemable Preference	£1

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 Cumulative Redeemable preference shares will rank pari passu with the existing 'A' 6% Cumulative Redeemable Preference Shares and 'B' 5% Cumulative Redeemable Preference Shares respectively.

\*. \* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director  
or Secretary

Director

Dated the 12th day of November, 1957

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

Number of  
Company

284505.

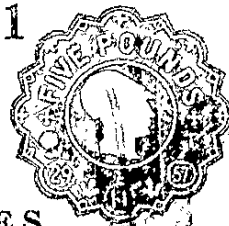
57



26a

# THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

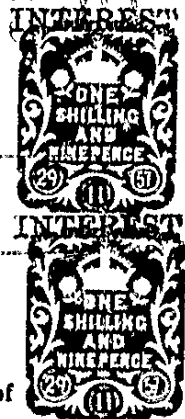
## Statement of Increase of the Nominal Capital

OF

PHOENIX PHOTO-ENGRAVING COMPANY

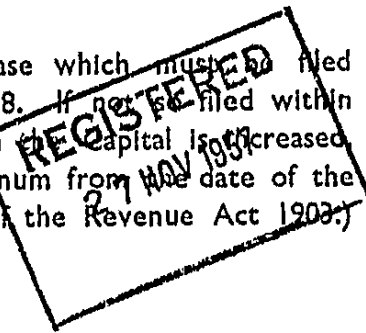
LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.



*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)



Presented by

*W. A. B. F. J.*  
*3, Ball Park, Liverpool, 2.*  
*10/11/57*

The Solicitors' Law Stationery Society, Limited.  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;  
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

C128

# THE NOMINAL CAPITAL

OF

Phoenix Photo-Engraving Company

Limited

has by a Resolution of the Company dated

4th November, 1957 been increased by

the addition thereto of the sum of £ 11,000

divided into :—

6% Cumulative  
5,500 'A' Redeemable Preference Shares of £1 each

5% Cumulative  
5,500 'B' Redeemable Preference Shares of £1 each

beyond the registered Capital of £ 14,000

Signature



(State whether Director or Secretary) Director

Dated the 12th day of November 1957

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

# THE COMPANIES ACT, 1948

## COMPANY LIMITED BY SHARES

(COPY)

### Special Resolution

Pursuant to The Companies Act, 1948, Section 141 [and any other Section of the Act under which the Special Resolution is passed\*])

OF

PHOENIX PHOTO ENGRAVING COMPANY LIMITED

LIMITED

Passed the 29th day of December, 1959

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Phoenix House, Ellesmere Street, Manchester, 15.

in the County of Lancashire, on the 29th day of December, 1959, the following SPECIAL RESOLUTION(S) was duly passed:—

[Here set out the exact words of the Special Resolution or Resolutions as passed.]

Resolved that Clause 11 in the Articles of Association be amended to read as follows:—

#### BORROWING POWERS

The Directors may at their discretion raise or borrow money for the purpose of the Company's business, and may secure the repayment of the same by mortgage, lien or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and whether or not the whole amount so borrowed or raised and outstanding at any one time exceeds the amount of the Share Capital of the Company for the time being issued or agreed to be issued.

Secretary.

\* Where this Form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Special Resolution was passed.

† Here insert the full address of the place where the Meeting was held at which the Resolution was passed.

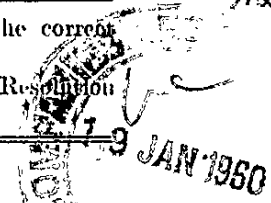
Copyright Form. Cat. No. C.A. 50a.

JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C2.

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7, 8 & 9, Fetter Lane, London, E.C4.

Law Stationers and Company Registration Agents.

A17 (1)



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Copy

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

Phoenix Photo Engraving Company

LIMITED.

Passed the 23rd day of May 19 62 .

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company, duly convened and held at Phoenix House, Ellesmere Street, Manchester, 15.

on the 23rd day of May 19 62 , the following Special Resolutions ~~were~~ were duly passed:—

No.1. "That the number of Directors shall be not less than two nor more than ten, and that clause 16 of the Articles of the Company shall be read and amended accordingly"

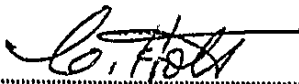
No.2. "Clause 19 of the Articles of the Company to be changed to read:— A Director of the Company is not required to hold any of the Company Shares"



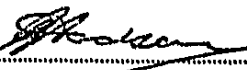
*[Signature]*  
DIRECTOR.



WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the 1st day of July 19 48.



.....Director.



.....Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY SHARES.

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**Memorandum**  
**AND**  
**Articles of Association**  
**OF**  
**PHOENIX PHOTO-ENGRAVING CO.**  
**LIMITED**

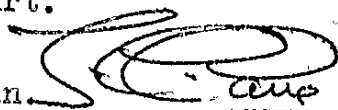
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Incorporated the 8th day of February, 1934

No. 284505

This is a true and exact copy of the Memorandum and Articles of Association as at present existing and incorporates all the alterations made from time to time by Extraordinary or Special Resolution or by Order of Court.

Chairman



No. 284,505



(COPY)

## Certificate of Incorporation.

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I HEREBY CERTIFY that PHOENIX PHOTO-ENGRAVING CO., LIMITED, is this day Incorporated under The Companies Act 1929, and that the Company is LIMITED.

GIVEN under my hand at London this Eighth day of February, One Thousand Nine Hundred and Thirty-four.

F. GREENWOOD,

Registrar of Companies.

1 12  
The Companies Act, 1929

5/-  
Company Limited by Shares

MEMORANDUM of ASSOCIATION  
of  
PHOENIX PHOTO-ENGRAVING CO., LIMITED

1. The name of the Company is "PHOENIX PHOTO-ENGRAVING CO., 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 all or any of the businesses of Process and General Engravers, Electrotypers, Stereotypers, Printers, Lithographers, Paper and Ink Manufacturers, General Stationers, Picture Framers and Woodworkers, Die Sinkers, Copper and Steel Plate Engravers, Wood Engravers, Photogravure Etchers and Printers, Advertising Agents and Contractors, Dealers in and Manufacturers of Tin, Cardboard, or other Boxes or Packing Cases and Packing Materials, Manufacturers of Chemical or other Compounds which may be used in Photographic or other processes, Manufacturers and Producers of Sensitized and other Materials used or which may be used in connection with Photography, Engraving, or Printing processes, Manufacturers of Machinery, Apparatus, or Appliances of every description, Designers, Artists, Draughtsmen (Architectural, Engineering, or otherwise), General and Portrait Photographers, Publishers, Office and General Furnishers, Manufacturers of Drawing and Surveying Instruments of any kind, and Workers and Dealers in any Substance or Raw Material, or any Article or any part of any
- REGISTERED  
30 DEC 1935
- 1 12

Article named in this Memorandum, or which may be necessary or used in the carrying on of any business hereby authorised, or in the manufacture of any article of the description either herein specifically mentioned or in anywise referred to, or of any substitute therefor or imitation thereof.

- (B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or water-courses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to 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.
- (F) 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 this Company is authorised to carry on, and as

part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, 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 securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (J) To borrow or raise money 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 by the Company of any obligation or liability it may undertake.
- (K) 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.
- (L) To apply for, promote, and obtain any Act of Parliament, 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 effecting any modification of the Company's constitution, 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.

- (M) 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 attainment of the Company's objects 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.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, 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.
- (P) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (Q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (R) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who may have served the Company, or to the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; and to form and contribute to provident

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and benefit funds for the benefit of any persons employed by the Company, or of the wives, children, or other relatives or dependents of such persons.

- (S) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (T) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (U) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (W) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Nominal Share Capital of the Company is £25,000 divided as follows :-

- 4,000 Ordinary Shares of £1 each.
- 10,500 "A" 6% Cumulative Redeemable Preference Shares of £1 each
- 10,500 "B" 5% Cumulative Redeemable Preference Shares of £1 each.

6.

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
WALTER BERTRAM CAVE, Process Engraver, 11 Austin Grove, Levenshulme, Manchester.	One
LLOYD SMITH GARSIDE, Reed & Heald Manufacturer, 12 Richmond Street, Ashton-under-Lyne, Lancashire.	One
JOHN HUYTON PYM, Reed Manufacturer, 10 Austin Grove, Levenshulme, Manchester.	One

DATED the 3rd day of February, 1934.

WITNESS to the above Signatures :-

B. KIERNAN,  
Chartered Accountant,  
4, Norfolk Street,  
Manchester, 2.

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The Companies Act, 1929

Company Limited by Shares

ARTICLES of ASSOCIATION

of

PHOENIX PHOTO-ENGRAVING CO., LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (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, the Clauses of Table A numbered 39, 40, 64, 66, 69, 72, 78, 79, 101, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. 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 at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:-

- (A) The Company shall not offer any of its Shares or Debentures to the public for subscription.
- (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 that employment and have continued after the determination of that employment to

be Members of the Company) shall not at any time exceed fifty.

- (C) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

#### SHARE CAPITAL AND SHARES

5. The original Share Capital of the Company is Two Thousand Pounds, divided into Two Thousand Shares of One Pound each, since increased to Twenty Five Thousand Pounds divided as follows :-

- 4,000 Ordinary Shares of £1 each.
- 10,500 "A" 6% Cumulative Redeemable Preference Shares of £1 each.
- 10,500 "B" 5% Cumulative Redeemable Preference Shares of £1 each.

The said Preference Shares shall confer on the Holders thereof the right to a fixed Cumulative Preferential Dividend at the rate of the "A" Shares, Six per centum per annum and the "B" Shares, Five per centum per annum upon the Capital for the time being paid up or credited as paid up thereon and as regards the "A" Preference Shares the right in a winding up to the return of the Capital paid up or credited as paid up thereon, together with all arrears of Dividend and Dividends accrued thereon to the date of winding up and not actually paid, whether earned or declared or not, in priority to all other Shares but the Holders of such "A" Preference Shares shall not have the right to participate further in the profits or assets; as regards the "B" Preference Shares the right in a winding up to the return of the Capital paid up or credited as paid up thereon together with all arrears of Dividend and Dividends accrued thereon to the date of winding up, and not actually paid, whether earned or declared or not, in priority to the Ordinary Shares, but the Holder of such "B" Preference Shares shall not have the right to participate further in the profits or assets.

The Holders of such "A" and "B" Preference Shares shall only be entitled to receive notice of, or to attend at General Meeting or to vote thereat if their fixed Dividend is in arrears for six calendar months or a Resolution is proposed for reducing the Capital of or winding up the Company or otherwise directly affecting the interest of their Shares as a class as regards Dividend, return of Capital, or voting.

That the Company shall have power to redeem the said Preference Shares, and the Directors may, subject to the provisions of Section 46 of the Companies Act, exercise such power in any manner they may think fit.

6. 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.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 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.

10. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares; and Clause 19 of Table A shall be modified accordingly.

#### BORROWING POWERS

11. The Directors may at their discretion raise or borrow money for the purpose of the Company's business, and may secure the repayment of the same by mortgage, lien or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued capital, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the assets and property of the Company or not so charged, and whether or not the whole amount so borrowed or raised and outstanding at any one time exceeds the amount of the Share Capital of the Company for the time being issued or agreed to be issued.

12. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

#### GENERAL MEETINGS

13. A General Meeting of the Company shall be held in the month of May in each calendar year at such time

and place as the Directors shall appoint. In default of a General Meeting being so held a General Meeting may be convened, to be held at any time during the next succeeding month, by any two Members in the same manner as nearly as possible as that in which General Meetings are to be convened by the Directors. The aforesaid General Meetings shall be called "Ordinary General Meetings"; all other General Meetings shall be called "Extraordinary General Meetings".

14. The quorum for the transaction of business at any General Meeting shall be two Members personally present and holding or representing by proxy not less than one tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

#### VOTES OF MEMBERS

15. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

#### DIRECTORS

16. That the number of Directors shall be not less than two nor more than ten.

17. The following persons shall be the first Directors of the Company: WALTER BERTRAM CAVE, LLOYD SMITH GARSIDE, and JOHN HUYTON PYM. They shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 21 hereof; and accordingly Clauses 73 to 77 and Clause 80 of Table A shall not apply to any Permanent Director.

18. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

19. A Director of the Company is not required to hold any of the Company's Shares.

20. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

#### DISQUALIFICATION OF DIRECTORS

21. The office of a Director shall be vacated :-

- (A) If he become bankrupt or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he be convicted of an indictable offence not being an offence under The Road Traffic Act, 1930;
- (D) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;
- (E) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors;
- (F) If he become prohibited from being a Director by reason of any order made under Sections 217 or 275 of The Companies Act, 1929;
- (G) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

22. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that

he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

#### MANAGING DIRECTOR

23. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

24. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement".

#### NOTICES

25. 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.

#### CAPITALISATION OF PROFITS

26. The Company in General Meeting may from time to time by way of capitalising the undivided profits of the Company or any part thereof, whether standing to the credit of the Reserve Fund or not (including profits arising from a permanent appreciation in value of Capital assets and premiums received on an issue of Shares or Debentures), declare a Bonus on its Ordinary Shares, and may authorise the Directors to satisfy such Bonus by the distribution of paid up Shares of the Company, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to the distribution by reason of fractions they may make such provision as they think expedient for the issue of Fractional Certificates, or for the sale and distribution of the proceeds of such fractions or otherwise in order to adjust the rights of all parties. Where requisite, a proper contract shall be delivered for registration 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 Bonus, or their nominees, and such appointment shall be effective.

WINDING UP

27. 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 be applied: First, in repaying to the Members the amounts paid up or credited as paid up 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.

28. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, 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 whereon there is any liability.

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WALTER BERTRAM CAVE,  
Process Engraver,  
11 Austin Grove,  
Levenshulme,  
Manchester.

LLOYD SMITH GARSIDE,  
Reed & Heald Manufacturer,  
12 Richmond Street,  
Ashton-under-Lyne,  
Lancashire.

JOHN HUYTON PYM,  
Reed Manufacturer,  
10 Austin Grove,  
Levenshulme,  
Manchester.

DATED the 3rd day of February, 1934.

WITNESS to the above Signatures :-

B. KIERNAN,  
Chartered Accountant,  
4, Norfolk Street,  
Manchester, 2.

284505 / 106  
[Handwritten signature and stamp]

# HERRING, CONN & CO.

CHARTERED ACCOUNTANTS

IN ASSOCIATION WITH  
BUZZACOTT & CO.

D. HERRING S. L. CONN

51 MOSLEY STREET  
MANCHESTER M2 3HO  
TELEPHONE 061-236 4921

Phoenix Photo Engraving Co. Ltd., ✓  
Phoenix House,  
Ellesmere Street,  
Manchester 15.

5 June 1981

DH/ME

Dear Sirs,

## RESIGNATION OF AUDITORS

In accordance with the provisions of Section 16 of the Companies Act 1976, we hereby resign as auditors of the company.

There are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

*Herring Conn Co.*



10

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\*delete if  
inappropriate\*delete as  
appropriate**Note**This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolution

To the Registrar of Companies

For official use Company number

[108]

284505

Name of Company

PHOENIX PHOTO-ENGRAVING CO.

Limited\*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~  
~~extraordinary~~ [special] resolution of the company dated 5th June 1981  
the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 4,000 beyond the registered capital of £ 25,000

A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
4,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:

pari passu with the existing Ordinary Shares

Please tick here if  
continued overleaf

\*delete as  
appropriate

Signed

[Director] [Secretary] Date 5th June 1981

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

Addleshaw Sons & Latham  
Dennis House  
Marsden Street  
Manchester M2 1JD

RWH/45653

For official use  
General section



Post room



THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PHOENIX PHOTO-ENGRAVING CO. LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at 39 Piccadilly Manchester on the 5th day of June 1981 the following resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT:

- (1) The authorised share capital of the Company be increased to £29,000 by the creation of 4,000 Ordinary Shares of £1 each to rank in accordance with the following paragraphs of this Resolution and the Directors be and they are hereby authorised to allot and issue the said 4,000 Ordinary Shares in accordance with the following paragraphs of this Resolution at any time within 5 years from the date of this Resolution
- (2) Upon the recommendation of the Directors the sum of £4,000 being part of the amount now standing to the credit of the Capital Redemption Reserve Fund of the Company be



7

capitalised and that the same be applied in making payment in full at par for 4,000 Ordinary Shares of £1 each in the capital of the Company such Ordinary Shares to be distributed as fully paid among the persons registered as holders of the Ordinary Shares in the capital of the Company immediately prior to the holding of this meeting at the rate of one fully paid new Ordinary Share of £1 for each existing Ordinary Share of £1 of the Company held by such holders respectively such fully paid Ordinary Shares to rank pari passu with the existing Ordinary Shares of £1 each as from the date hereof


- (3) Forthwith upon the allotment of the new Ordinary Shares resolved to be distributed pursuant to paragraph (2) of this Resolution each of the existing 4,000 Ordinary Shares each in the capital of the Company in issue immediately prior to the holding of this meeting be thereupon converted into one Deferred Share of £1 having attached thereto the following rights:-

- (a) the Deferred Shares shall entitle the holders thereof to a fixed non-cumulative dividend at the rate of 5 per cent per annum for any financial year of the Company in respect of which the net profits of the Company available for dividend (as certified by the Auditors of the Company whose decision shall be final and binding) exceed £2,000,000;
- (b) On a winding up the holders of the Deferred Shares shall be entitled out of the surplus assets of the Company to a return of the capital paid up on the Deferred Shares held by them respectively after a total sum of £2,000,000 has been distributed in such winding up in respect of the Ordinary Shares of the Company;

7

(c) Save as herein mentioned the holders of the Deferred Shares shall not be entitled to any participation in the profits or assets of the Company;

(4) The regulations contained in the document produced to the meeting and initialled by the Chairman thereof for the purposes of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all its existing Articles of Association.

  
Chairman

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

PHOENIX PHOTO-ENGRAVING CO. LIMITED

(Adopted pursuant to a Special Resolution passed on 5th June 1981)

1. The Regulations contained in Part I of Table A in the First Schedule of the Companies Act, 1948 as amended and in force at the date of adoption of these Articles (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.

2. Regulations 24, 75, 77 and 89 to 97 (inclusive) of Table A shall not apply to the Company.

3. The Company shall have a first and paramount lien on every share (whether or not fully paid) registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company; and Regulation 11 of Table A shall be modified accordingly.

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

5. The following sentence shall be added at the end of Regulation 73A of Table A, namely: "Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney."

6. Until otherwise resolved by the Company in General Meeting the Directors shall be not less than two nor more than twelve in number. The first director or directors of the Company shall be the person or persons named in the Statement delivered under Section 21 of the Companies Act 1976.

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions



existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.

8. A Director who declares his interest therein in manner provided by the Act 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 counted in the quorum when any such contract or arrangement is under consideration and paragraphs (2) and (4) of Regulation 84 of Table A shall not apply to the Company.

9. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of regulation 86 of Table A shall not apply to the Company.

10. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

11. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.

12. The proviso to Regulation 79 of Table A shall not apply to the Company.

13. A member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

14. 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 addition to the existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

15. Save as permitted by Section 14 of the Companies Act 1980 no shares in the capital of the Company shall be allotted or offered or agreed to be allotted except by authority of the Company in General Meeting in accordance with Section 14 of the Companies Act 1980. By virtue of Section 17(9) of the Companies Act 1980, the provisions of sub-sections (1), (6) and (7) of the said Section shall not apply to the Company.

# Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948  
as amended by the Companies Act 1976

28

Please do not  
write in this  
binding margin

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

To the Registrar of Companies

For official use

Company number

110

284505

Name of company

PHOENIX PHOTO-ENGRAVING CO.

Limited\*

\*Delete if  
inappropriate

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

On 5th June 1981 all the 10,500 class A 4.2 per cent Cumulative Redeemable Preference Shares of £1 each and all the 10,500 class B 3.5 per cent Cumulative Redeemable Preference Shares of £1 each were redeemed at par

†Delete as  
appropriate

Signed

[Director/Secretary]

Date

27<sup>th</sup> July 1981

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

Addleshaw Sons & Latham  
Dennis House  
Marsden Street  
Manchester M2 1JD

RWH/45653

For official use

General section

Post room



284505 / 113

HERRING, CONN & CO.

CHARTERED ACCOUNTANTS

IN ASSOCIATION WITH  
BUZZACOTT & CO.

D. HERRING S. L. CONN

51 MOSLEY STREET  
MANCHESTER M2 3H  
TELEPHONE 061-236 49.

5 June 1981

DH/ME

Phoenix Photo Engraving Co. Ltd., ✓  
Phoenix House,  
Ellesmere Street,  
Manchester 15.

Dear Sirs,

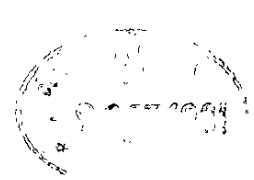
RESIGNATION OF AUDITORS

In accordance with the provisions of Section 16 of the Companies Act 1976, we hereby resign as auditors of the company.

There are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

*Herring Conn Co.*





## THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to section 3(1) of the Companies Act 1976

# 3

Please do not  
write in this  
binding margin

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

To the Registrar of Companies

For official use Company number

1116

284505

Name of company

PHOENIX PHOTOENGRAVING CO.

Limited\*

\*delete if  
inappropriate

**Note**

Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

delete as  
appropriate

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

Day Month Year

3 1 1 2 1 9 8 2

See note 4(c) and  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

delete as  
appropriate

The company is a [subsidiary] ~~[holding company]~~† of BRADY INDUSTRIES P.L.C.

, company number 300062

the accounting reference date of which is

31 DECEMBER.

delete as  
appropriate

Signed

[Director] [Secretary] \$Date

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

BRADY INDUSTRIES P.L.C.  
NEW ISLINGTON WORKS  
ANCOATS  
MANCHESTER  
M60 0BL

For official use  
General section

Post room



15/7  
124  
No. 284505

PHOENIX PHOTO-ENGRAVING CO LIMITED

AT an Extraordinary General Meeting of the above-named  
Company duly convened and held on the 10 June 1983  
the following resolution was duly passed as a Special  
Resolution:-

RESOLUTION

THAT the name of the Company be changed to TARMAC METAL PRODUCTS LIMITED

  
.....(S.C. BEECHAM)

CHAIRMAN



Not West 586991/P2.

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 284505

1125

I hereby certify that

PHOENIX PHOTO-ENGRAVING CO LIMITED

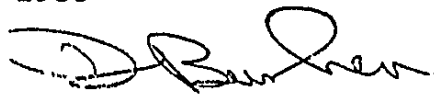
having by special resolution changed its name, is now  
incorporated under the name of

TARMAC METAL PRODUCTS LIMITED

Given under my hand at the Companies Registration

Office, Cardiff the

30TH JUNE 1983

  
D. B. FISHER

an authorised officer

1129  
COMPANIES ACT 1948, 1976 & 1981

SPECIAL RESOLUTION

OF

TARM

PHOENIX PHOTO-ENGRAVING CO. LIMITED

At the Extraordinary General Meeting of the members of the above company duly convened and held at New Islington Works, Ancoats, Manchester on the 30th day of December, 1982.

The following special resolution was duly passed:-

That the Company exclude the application of Section 14 (1) of the Companies Act 1976 by taking advantage of Section 12 of the Companies Act 1981 and that accordingly no auditors be appointed.



DIRECTOR.



No. 284505

COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

TARMAC METAL PRODUCTS LIMITED

At an Extraordinary General Meeting of the Members of the above company duly convened and held at the Registered Office on 12th March 1990.

The following SPECIAL RESOLUTION was duly passed:-

THAT THE COMPANY BEING A DORMANT COMPANY WITHIN THE  
MEANING OF SECTION 252 OF THE COMPANIES ACT 1985  
THAT NO AUDITORS BE APPOINTED.

.....  
CHAIRMAN

CO  
-21 FEB 1991

TARMAC METAL PRODUCTS LIMITED

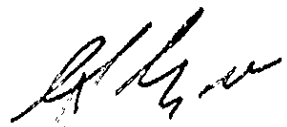


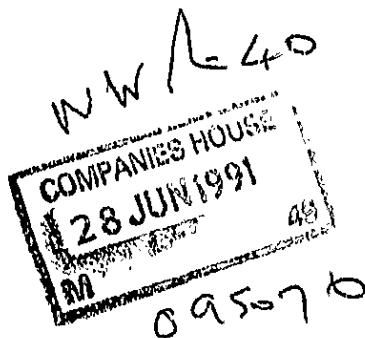
No. 284505

AT an Extraordinary General Meeting of the above-named Company duly convened and held on 25th June 1991 the following resolution was duly passed as an Special Resolution:-

RESOLUTION

THAT the name of the Company be changed to Briggs Amasco Curtain Wall Limited.

  
.....  
CHAIRMAN





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 284505

I hereby certify that

**TARMAC METAL PRODUCTS LIMITED**

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

**BRIGGS AMASCO CURTAIN WALL LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 5 JULY 1991

*M. Rose*  
M. ROSE

an authorised officer

BRIGGS AMASCO CURTAIN WALL LIMITED

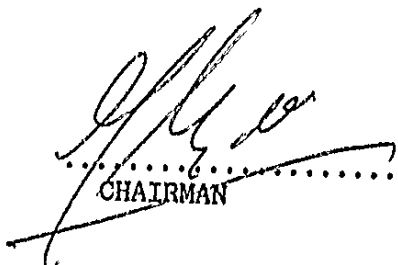


No. 284505

AT an Extraordinary General Meeting of the above-named Company duly convened and held on 22nd July 1991 the following resolution was duly passed as an Special Resolution:-

RESOLUTION

THAT the name of the Company be changed to Briggs Amasco Curtainwall Limited.

  
.....  
CHAIRMAN



N/W-4100  
P2-095168

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 284505

I hereby certify that

**BRIGGS AMASCO CURTAIN WALL LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**BRIGGS AMASCO CURTAINWALL LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 2 AUGUST 1991

*F. A. Joseph.*

F. A. JOSEPH

an authorised officer

COMPANIES ACT 1985

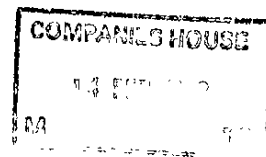
SPECIAL RESOLUTION  
OF  
BRIGGS AMASCO CURTAINWALL LIMITED

At an Extraordinary General Meeting of the Members of the above company duly convened and held at the Registered office on 23rd January 1992

The following SPECIAL RESOLUTION was duly passed

That the existing Articles of Association be replaced completely by new Articles of Association a copy of which was initialled by the Chairman for identification purposes and marked "B".

*[Signature]*  
CHAIRMAN



NO: 284503

The Companies Act 1985 & 1989  
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BRIGGS AMASCO CURTAINWALL LIMITED  
(adopted by Special Resolution passed 23rd January 1992)

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 8, 73-80 both inclusive, 94, 95 and 96, of Table A shall not apply to the Company.

(c) In these Articles "the Act" means the Companies Act 1985 and 1989 and every statutory modification and re-enactment thereof for the time being in force.

2. The company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the Company as at the date of the resolution of the Company which adopted these Articles.

4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may,

COMPANY LIMITED  
1992  
104

subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to 90 (6) inclusive of the Act shall not apply to the Company.

#### LIEN

5. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

6. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.


#### MEETINGS

7. In accordance with Section 372 (3) of the Act in every notice calling a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of regulation 59 of Table A shall not apply to the Company.

8. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

#### APPOINTMENT OF DIRECTORS

9. A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the



registered office of the Company or such later date as may be specified in the instrument.

10. 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 addition to the existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.

11. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

#### 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 subject (in the case of any security convertible into shares) to Section 80 of the Act and Article 3 hereof, 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 may vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly, or upon any matter arising therefrom and he may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered, and if he shall so vote his vote shall be counted.

#### DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

