

THE COMPANIES ACT, 1929

AND

THE COMPANIES ACTS, 1948 to 1981

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WARD HOLDINGS LIMITED

1. ¹The name of the Company is "WARD HOLDINGS LIMITED".
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on in all its branches all or any of the businesses of builders and contractors, builders' merchants, and manufacturers of every description of materials used in the building trades, sand and gravel pit owners and merchants, stone masons, monumental masons, stone quarry owners and dealers in all kinds of stone, lime pit owners and lime burners, slate quarry owners, and slating contractors, brick makers, clay workers, potters and makers of and dealers in all and every kind of potters' ware, including bricks, tiles, terra cotta, drain and other pipes, sanitary ware, and earthenware of every description, timber importers and merchants of and dealers in all kinds of English and foreign timber, joinery manufacturers in both hard and soft woods, cabinet makers, upholsterers, French polishers, and house furnishers in every detail,

¹ The name of the Company was, on the 27th day of July 1972, changed to "WARD HOLDINGS LIMITED" from "G.H. WARD LIMITED". On the 30th day of March 1982 the Company re-registered as a Public Company. On th day of October 2000, the Company re-registered as a Private Company.



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funeral undertakers, hearse and carriage proprietors, and builders of all kinds of motor or horse-drawn vehicles, motor or horse haulage contractors, and garage proprietors, portable buildings manufacturers in wood or iron or any other possible mode of manufacture, shop fitters, makers of shop fronts, glass facias, and signboards of every description, sign writers, painters, decorators, plumbers, gas fitters, electrical engineers, motor engineers, sanitary engineers, heating engineers, hydraulic, mechanical, and general engineers, manufacturers of and dealers in all kinds of domestic requirements and domestic ironmongery, iron and steel merchants, foundry owners, and workers in all kinds of metals, oil and colourment, and dealers in paints, varnishes, distempers, glue size, paperhangings, and painters and decorators' materials of every description, agricultural implement dealers, and makers of every description of implements and goods required on a farm, contractors for the laying out and planning of estates, roads, parks, and public and private gardens, excavators, sewerage, water and gas mains contractors, railway, tramways, dock, harbour and bridge building contractors, and contractors for all kinds of public or government works.

- (b) To lay out and prepare land for building purposes with roads, open spaces, grounds, and any other conveniences, and to erect and construct houses, flats, shops, offices, buildings, or works of every description on any land of the Company or upon any other lands or hereditaments, and to pull down, rebuild, enlarge, alter, and improve existing houses, flats, shops, offices, buildings, or works thereon, to convert and appropriate any such land into and for roads, streets, squares, gardens, and pleasure grounds, and other conveniences, to furnish any such houses, flats, shops, offices, buildings, or works, and generally to deal with and improve the property of the Company or to join with any person, firm, or company in doing any of the things aforesaid.
- (c) To let, under-let, or sub-let any of the property of the Company or part thereof, either furnished or unfurnished, for any period and upon such terms as to rent, premium, liability for repairs and maintenance, and subject to such conditions, stipulations, and restrictions as the Company may deem expedient or desirable in the interests of the Company, and for the benefit of its property and for any of the purposes aforesaid to join in, enter into and execute any tenancy, agreement, lease, under lease, or agreement for lease or under lease to give effect thereto.
- (d) To undertake or direct the management of the property, buildings, lands, estates (of any tenure or kind) of any persons, whether Members of the Company or not, in the capacity of stewards or receivers or otherwise.
- (e) 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.

- (f) 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, vehicles, 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.
- (g) 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 joint with others in so doing.
- (h) 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.
- (i) 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 any 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.
- (j) 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.
- (k) 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.

- (l) 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.
- (m) 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 other person or company of any obligation undertaken by the Company or by such person or company.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) 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.
- (r) 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.

- (s) 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.
- (t) 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.
- (u) 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 employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been Directors of or 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 of such persons or of their wives, children, or other relatives or dependents.
- (v) 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.
- (w) 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.
- (x) 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.
- (y) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (z) 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-Clause 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. ²The Share Capital of the Company is £2,000,000 divided into 13,500,000 Ordinary Shares of 10p each and 6,500,000 deferred Ordinary Shares of 10p each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
GEORGE HARTWELL WARD "Caldew House" Rainham Kent Estate Agent	Nine hundred
ENID JOYCE WARD "Caldew House" Rainham Kent Married Woman	Ninety-five
FRANK CHAFF 65 Canadian Avenue Gillingham Kent Clerk	Five

Dated this 24th day of April 1935

Witness to the above Signatures:-

² 6,500,000 deferred Ordinary Shares of 10p each were converted to Ordinary Shares of 10p each on 29th March 1985.

The Share Capital of the Company was increased to £7,000,000 by Ordinary Resolution on 11th September 1987 divided into 70,000,000 Ordinary Shares of 10p each.

P.L.

ARTICLES OF ASSOCIATION
(adopted on 2000)

- of -

WARD HOLDINGS LIMITED

1. Preliminary

Regulations numbered 40, 41, 53, 64, 65, 73, 74, 75, 76, 77, 78, 79, 80, 81, 88, 89, 90, 91, 93, 94 and 118 of Table A in the Companies (Tables A to F) Regulations 1985 (S1 1985 No. 805) ("Table A") shall not apply to the Company. The remaining regulations of Table A shall, together with the following regulations, constitute the articles of association of the Company.

2. Shares

- 2.1 The shares in the capital of the Company from time to time shall be under the control of the directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) Companies Act 1985 (the "Act")) of the Company to such persons and generally on such terms and in such manner as they think fit.
- 2.2 The general authority conferred by paragraph 2.1 of this article shall extend to all relevant securities of the Company which are unissued at the date of adoption of these articles, and shall expire on the fifth anniversary of such date *unless varied or revoked or renewed by the Company in general meeting.*
- 2.3 The directors shall be entitled under the general authority conferred by this article 2 to make, at any time before the expiry of such authority, any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

3. Further provisions relating to shares

- 3.1 The provisions of section 89(1) and section 90 sub sections (1) to (6) of the Act shall not apply to the Company.

The lien conferred by regulation 8 of Table A, shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company to the extent of such liability or indebtedness, whether such person shall be the sole registered holder or one of several joint holders.

- 3.2 The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.

3.3 Subject to the provisions of article 8.2, the directors may in their absolute discretion refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal.

4. **General meetings**

4.1 No business shall be transacted at any meeting unless a quorum is present. If and for so long as the Company shall have one member, that member or a proxy for such member or a duly authorised representative of a corporation which is the member, shall be a quorum. If and for so long as the Company shall have more than one member, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

4.2 If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.

4.3 A resolution in writing signed or approved by letter, facsimile transmission or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid.

4.4 Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member

4.4.1 for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company and

4.4.2 without prejudice to the generality of the foregoing, for the purpose of regulation 54 of Table A and article 4.1.

4.5 If, within half an hour from the time appointed for holding a general meeting, a quorum is not present the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

5. Directors

- 5.1 Unless otherwise determined by the Company in general meeting the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.
- 5.2 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. An alternate director shall be entitled in the absence of his appointor(s) to a separate vote on behalf of each absent appointor; and any such vote(s) shall, if he is a director, be in addition to his own vote.
- 5.3 The quorum for meetings of the directors shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

For the avoidance of doubt, neither:

- 5.3.1 one alternate representing two or more directors; nor
- 5.3.2 a director who is also an alternate director for one or more other directors,

shall by himself constitute a quorum.

- 5.4 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office any alternate director so appointed by him.
- 5.5 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 5.6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed the number (if any) fixed by or in accordance with these articles as the maximum number of directors.
- 5.7 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of directors is reduced below the number fixed by or in accordance with these articles, the directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 5.8 The directors may appoint one of their number to be chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he is present but if there is no director holding that office or if the director holding it is unwilling to preside or is not present within

five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

- 5.9 A director or former director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 of Table A and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.
- 5.10 Notwithstanding section 293 of the Act, a person who has attained the age of 70 shall be capable of being appointed or elected a director and a director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age. It shall not be necessary
- 5.10.1 to give special notice of a resolution appointing a director who has attained the age of 70 or
- 5.10.2 for the notice of any resolution appointing such a person to state the age of the person proposed to be appointed as a director.
- 5.11 Subject to the Act and provided he has disclosed his duty or interest to the directors, a director (including an alternate director) may vote as a director in regard to any matter, contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and he shall be included in determining the quorum for any meeting at which such matter, contract or arrangement is considered.
- 5.12 The office of a director shall be vacated if the director:
- 5.12.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or
- 5.12.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 5.12.3 becomes in the opinion of the other directors incapable by reason of mental disorder (within the meaning of the Mental Health Act 1983) of discharging his duties as a director; or
- 5.12.4 resigns his office by notice in writing to the Company; or
- 5.12.5 absents himself from meetings of the directors during a continuous period of six months without leave of absence from the directors and within three months they resolve that by reason of such absence he vacates his office; or
- 5.12.6 is removed from office pursuant to article 8.1.
- 6. Directors' meetings and resolutions**
- 6.1 A resolution in writing signed or approved by letter or facsimile transmission by each director or his alternate who was entitled at the relevant time to receive notice of a meeting of the directors or of a committee of the directors shall be

as valid and effectual as if it had been passed at a meeting of the directors (or, as the case may be, of that committee) duly convened and held and when signed or approved as aforesaid may consist of several documents in similar form each signed or approved by one or more of the persons aforesaid.

6.2

- 6.2.1 Any director or other person may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the directors or a committee of the directors in accordance with these articles can accordingly be so made or taken in circumstances where none or only some of the directors or other persons is or are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.
- 6.2.2 In determining whether the quorum requirements fixed by or in accordance with these articles are fulfilled as regards the transaction of business at any meeting of the directors or of a committee of the directors, the following shall be counted in the quorum:
- (a) in the case of a resolution approved by a meeting of the directors or of a committee of the directors held by telephone communication, all directors participating in such meeting; and
 - (b) in the case of a meeting of the directors or of a committee of the directors, the directors actually present at such meeting and any other director in telephone communication with such meeting.
- 6.2.3 References in paragraphs (a) and (b) above to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the directors or, as the case may be, the relevant committee of the directors.

7. **Additional powers of directors**

- 7.1 Subject to the provisions of the Act, the directors may at any time, without any sanction or approval given by the members of the Company in general meeting, declare and pay dividends, including interim and final dividends, in accordance with the respective rights of the members. Regulation 103 of Table A shall be modified accordingly. Any two directors for the time being of the Company are hereby appointed as and shall constitute a committee of the directors appointed pursuant to regulation 72 of Table A with full authority to exercise all powers of the directors under these articles to declare and pay dividends.

7.2 Subject to the provisions of the Act, the directors may at any time, without any sanction or approval given by the members of the Company in general meeting, capitalise any sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account (in each case whether or not such sum is available for distribution) by appropriating such sum to the holders of ordinary shares registered at a specified date in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the ordinary shares and applying such sum on their behalf in paying up in full unissued ordinary shares (or, with the approval of an ordinary resolution of the Company subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment credited as fully paid to them in the proportions aforesaid. The directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation and allotment, with full power to the directors to make such provisions as they think fit as regards fractional entitlements which would arise on the aforesaid basis, including provisions for rounding or ignoring fractional entitlements. The directors may authorise any person to enter on behalf of all the members interested in any such capitalisation and allotment into an agreement with the Company providing for any such capitalisation and allotment and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

8. **Majority shareholders' rights**

8.1 Any person or persons for the time being holding a majority of the ordinary shares of the Company in issue may from time to time by notice to the Company remove from office any or all of the directors and may in like manner appoint any person or persons as a director or directors of the Company. Any such notice shall be in writing and signed by or on behalf of the holder or holders of such majority and shall take effect on and from the time at which it is received at the registered office of the Company or handed to the chairman of any meeting of the directors.

8.2 The directors shall have no power pursuant to article 3.3 to refuse to register any duly executed transfer of a fully paid share where such transfer has been approved by notice in writing to the Company signed by or on behalf of any person or persons for the time being holding a majority of the ordinary shares of the Company in issue, and accordingly the directors shall be bound to, and shall, register such a transfer without delay.

9. **Indemnity**

Subject to the provisions of the Act but without affecting any indemnity to which a director may otherwise be entitled:

9.1.1 no director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by

the Company in consequence of the execution of the duties of his office or in relation thereto; and

- 9.1.2 every director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him:
- (a) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
 - (b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
 - (c) in or about the execution of the duties of his office or otherwise in relation thereto.

10. Signature by or on behalf of members and service of notices

10.1 In the case of:

10.1.1 a member which is a corporation the signature of:

- (a) any director or the secretary of that corporation; or
- (b) any other person authorised in that behalf, either generally or in a particular case, by notice in writing to the Company signed by a director or the secretary of that corporation; and

10.1.2 a share registered in the name of joint holders, the signature of any one of such joint holders,

shall be deemed to be and shall be accepted as the signature of the member or members concerned for all purposes including the signature of any form of proxy, resolution in writing, notice or other document signed or approved pursuant to any provision of these articles.

10.2 Any notice to the Company pursuant to article 5.12, 8.1, 8.2 or 10.1 shall be delivered to or sent by facsimile transmission addressed to the Company at its registered office and marked for the attention of the chairman or the secretary, or handed to the chairman of a general meeting or a meeting of the directors, and shall take effect on and from:

- 10.2.1 the time at which it is received at such office or is handed to the chairman of the relevant meeting, as the case may be; or
- 10.2.2 if a later time is specified in the notice for that purpose, that later time.