

Certificate No.

322715

Form No. 41.

"THE COMPANIES ACT, 1929."



A 5s.
Companies
Registration
Fio Stamp
must be
impressed
here.

Declaration of Compliance with the requirements of the
Companies Act, 1929, made pursuant to S. 15 (2) of the said Act, on behalf
of a Company proposed to be registered as Dentalians

(M and N)

REGISTERED

4 JAN 1927

LIMITED.

Presented for Registration by

Adrian G. Pennington

46/7 London Wall

E.S.2

TELEPHONE: HOLBORN 3855 (3 lines)

TELEGRAMS: "DUNTERTYM, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2.
and 37, Surrey Street, Strand, London, W.C. 2

C 41-10 25-

885

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

(* Here insert either:
"A Solicitor of the
Supreme Court en-
gaged in the forma-
tion,"

or
"A person named in
the Articles of
Association as a Direc-
tor (or Secretary)
whichever the case.

I Robert Nathaniel Giddings
of 46/7 London Wall in the city of
London

Do solemnly and sincerely declare that I am ^(*) a solicitor of
the Supreme Court engaged in the
formation

of Demolitions (M and N)

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 43 London Wall.

in the city of London

the 3rd day of December.

one thousand nine hundred and thirty 6

before me,

W. Adamson

A Commissioner for Oaths.

Robert Nathaniel Giddings

No. of Certificate

322715

No. 25.

COMPANY LIMITED BY SHARES.



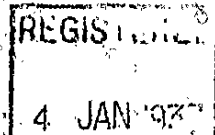
DEMOLITIONS (M.A.N.)

LIMITED

Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

This Statement must accompany the Memorandum of Association, and other Documents when lodged for registration of the Company



Presented for registration by

Adrian & Peraine

46/7 London Wall

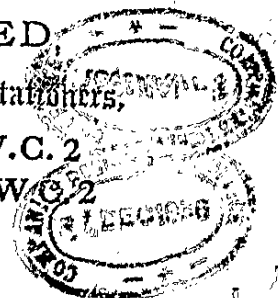
London E.C.2.

TELEPHONE: HOLBORN 3355 (3 lines).

TELEGRAMS: "DONTKRTYME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2
and 37, Surrey Street, Strand, London, W.C. 2

C 15-10 34.



833

THE NOMINAL CAPITAL

OF

DEMOLITIONS (M and N)

LIMITED,

is one hundred Pounds,

divided into one hundred Shares

of one pound each.

Signature George F. Lunn

To be signed by
an Officer
of the Company.

Description Secretary Co. Ltd.

Dated the 31st day of December 1936

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

322715



THE COMPANIES ACT 1929.

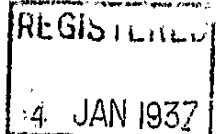


COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

DEMOLITIONS (M and N) LIMITED



1. The name of the Company is "DEMOLITIONS (M. and N.) LIMITED".

2. The Registered Office of the Company will be situate in England.

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

- (a) To carry on the business of general merchants, scrap iron and metal merchants, iron masters, founders, smelters, engineers, dismantling and demolishing contractors, contractors for and dealers in iron steels or iron work or other metals in all the branches of such businesses and to make, purchase, sell, hire and/or let out, machinery, plant, tools, fittings, railway and rolling stock, ships and their equipment, stock-in-trade or any portions or parts of such articles or things.
- (b) To carry on the business of general merchants, canners, importers and exporters of and dealers in foodstuffs, canned goods and produce conserves and commodities of every type; to carry on the

887

business of sales department and sales organisers for importers and exporters and allied or similar undertakings; to act as discounters in matters incidental thereto and to aid or assist individual undertakings with capital credit or other resources; to prosecute and execute directly or by contributions or other assistance works and the like in which or on the security whereof or of any profits derivable therefrom the Company shall have invested money or capital or engaged its credit.

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property; real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.

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- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (n) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares,

stock, debentures, debenture stock or other obligation.

- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependents and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

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

| NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | Number of shares taken by each subscriber. |
|--|--|
| <i>George Frederick Loew</i> <i>46/7 London Wall</i> <i>E.C.2</i> <i>Solicitor</i> | <i>one</i> |
| <i>Raymond Sadore Muesbro</i> <i>46/7 London Wall.</i> <i>E.C.2</i> <i>Solicitor at Law</i> | <i>One</i> |

DATED this *31st* day of *December* 193*6*

WITNESS to the above signatures :-

M. Pemberton.
46/7 London Wall.
E.C.2.
Solicitor at Law.

THE COMPANIES ACT 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

. OF .

DEMOLITIONS (M and N) LIMITED

REGISTRATION

4. JAN 1937

PRELIMINARY

1. The regulations set out in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 50, 54, 64, 65, 66, 69, 72, 101, 104 and 107 of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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 be limited to

addresses and
desires of being
advance of this
we respectively
in the capital
respective names.

| | Number of shares taken by each subscriber. |
|--|--|
| | <p>one</p> <p>One</p> |

December 1936.

res : 1

London Wall.
C. C. 2.
Kilminster Road.

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

SHARES

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

5. The Company may pay a commission to any person in consideration of his subscribing, or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed 10 per cent of the price at which the shares are issued.

6. No person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or recognise any equitable interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

7. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The Transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 28 days in each year as they shall think fit. The Directors may decline to recognise any instrument of transfer unless (a) a fee not exceeding two shillings and sixpence is paid to the Company in respect thereof and (b) the instrument of transfer is accompanied by the

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Company is restricted
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certificate of the shares to which it relates
and such evidence as the Directors may reasonably
require to shew the right of the transferor to
make the transfer.

8. The Board of Directors may, without
assigning any reason refuse to register any
transfer of shares. If the Directors refuse
to register a transfer of any shares they shall
within two months after the date on which the
transfer was lodged with the Company send to
the transferee notice of the refusal.

PROCEEDINGS AT GENERAL MEETINGS

9. Subject to the provisions of Section
117 (2) of the Act, relating to Special Resolu-
tions, seven days' notice at the least (exclusive
of the day on which the notice is served, or
deemed to be served, but inclusive of the day
for which notice is given), specifying the
place, the day, and the hour of meeting, and
in case of special business the general nature
of such business, shall be given in manner
provided by clause 103 of Table A or in such
other manner (if any) as may be prescribed by
the Company in General Meeting, to such persons
as are under the regulations of the Company
entitled to receive such notices from the Com-
pany, but with the consent of all the members
entitled to receive notice of some particular
meeting that meeting may be convened by such
shorter notice and in such manner as those
members may think fit.

10. No business shall be transacted at any
General Meeting unless a quorum of members is
present at the time when the meeting proceeds
to business. Save as otherwise provided by the
regulations of the Company, two members person-
ally present shall be a quorum.

11. At any General Meeting a resolution put
to the vote of the meeting shall be decided on
a show of hands, unless a poll is (before or on
the declaration of the result of the show of
hands) demanded by two members present in person
or by proxy and entitled to vote, or by one
member so present holding not less than 15% of
the paid up capital of the Company, and unless

a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS

12. A resolution in writing signed by all the Members of the Company or their duly appointed attorneys shall (except where a meeting is prescribed by Statute) be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. 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 by its duly authorised attorney.

13. On a show of hands every member present shall have one vote and upon a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder.

DIRECTORS

14. The number of Directors shall not be less than two or more than five and the first Directors shall be determined in writing by the subscribers of the Memorandum of Association.

15. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS

16. The Directors may with the sanction of the Company in General Meeting but not otherwise, issue debentures, bonds or obligations of the Company at any time and for any amount and may

declaration by the
and a show of hands
unanimously or by a
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try to that effect
Company shall be
act without proof
the votes recorded
resolution.

ERS

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valid and effectual
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DIRECTORS

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raise or borrow any sums of money either upon mortgage or charge of any of the property of the Company, including uncalled capital, if any, or on bonds or debentures or otherwise as they may think fit and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

17. Each Director shall have the power by an instrument in writing to appoint any other person approved for that purpose by the other Director or Directors to act as alternate Director in his place during his absence or inability to act as such Director and at his discretion to revoke such nomination and on such appointment being made the alternate Director shall be subject to the terms and conditions existing with reference to the other Directors and any alternate Director while so acting shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Such appointment may be general or for any particular meeting.

18. The provisions of Articles 67 and 68 of Table A shall apply to this Company subject to the proviso that the sanction of the Company in General Meeting is required for all contracts involving a liability by or to the Company for a sum or sums in excess of £100 other than contracts for the purchase or sale of goods.

DISQUALIFICATION OF DIRECTORS

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

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.

20. A Director may hold any other office or place of profit under the Company, except that

of Auditor, at such remuneration and upon such terms as the Directors may determine.

21. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote in respect of such contract or arrangement.

22. Any member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS

23. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

24. The Directors may with the consent of the Company in General Meeting from time to time entrust to and confer upon the Managing Director or Directors all or any of the powers of the Directors (excepting the power to make calls issue allot or forfeit shares borrow money or issue debentures) as they shall see fit.

INDEMNITY

25. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

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DIRECTORS

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NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ernst Frederick Loebe
46/7 London Wall
E.C.2.
Solicitor.

Raymond Theodore Alkstone
46/7 London Wall.
E.C.2.

Solicitor's Clerk

DATED this *30th* day of *December* 1936.

WITNESS to the above signatures :-

M. Pemberton
46/7 London Wall.
E.C.2.
Solicitor's Clerk.

DUPLICATE FOR THE FILE.

No. 322715



Certificate of Incorporation

I Hereby Certify,

That

DEMOLITIONS (M. and N.) LIMITED

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

Given under my hand at London this fourth day of January, One

Thousand Nine Hundred and thirty-seven.

W A McKear

Registrar of Companies.

Certificate
received by

M. Kristow for Adley Perome Solicitors
46/7 London Wall. E.C. 2

Date 5th January 1936

TELEPHONE:
TEMPLE BAR 0711/2/3
TELEGRAMS:
MAYNECO ESTRANC

MAYER, NEWMAN & CO. LTD.

Emergo

ARUNDEL HOUSE
ARUNDEL STREET
LONDON W.C.2

3182291
322715
DIRECTORS:
OTTO MAYER - GERMAN
GERMAN UNION
H. A. NEWMAN - ENGLISH
D. FRAME - ENGLISH
H. J. SHARP - ENGLISH

WC/JR

7th February, 1939.

The Registrar of Companies,
Company Registration Office,
Bush House,
Aldwych,
LONDON, W.C.2.

Dear Sir,

Demolitions (M and N) Ltd
We thank you for your letter of the 6th February,
regarding the annual return of the Demolitions (M. & N.) Ltd.,
and we would advise you that no business has been done by
this Company during 1938, and accordingly it will not be
necessary for the annual return to be filed.

Trusting this will clear the matter to your
satisfaction.

Yours faithfully,

for Mayer, Newman & Co. Ltd.

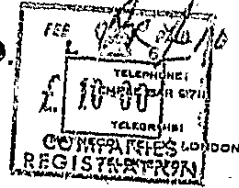
Director.



DIRECTOR:
D. MAYER
M. A. NEWMAN
SECRETARY:
C. L. GIBSON

DEMOLITIONS AND LTD.

ARUNDEL HOUSES
ARUNDEL STREET
LONDON W.C.2



No. 322715

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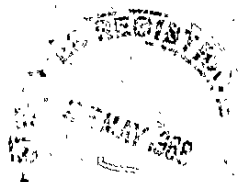
SPECIAL RESOLUTION

Passed 22nd April 1968.

At an Extraordinary General Meeting of the Above
named Company duly convened and held at Station Road,
Erith, Kent on the 22nd April, 1968 the following
Resolution was passed as a Special Resolution-;

THAT the name of the Company be changed to
Mayer Newman (Dismantling)Ltd.

.....
CHAIRMAN.



PROPRIETORS-MAYER, NEWMAN & CO. LTD.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 322715 / 40

Whereas

DEMOLITIONS (M. AND N.) LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1929,

on the **4TH JANUARY, 1937,**

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

MAYER NEWMAN (DISMANTLING) LIMITED

Given under my hand at London the **4TH JUNE, 1968.**

Assistant Registrar of Companies

C.172

No. of Company



Notice of Situation of Registered Office
or of any change therein.

THE COMPANIES ACT, 1948

Pursuant to Section 107

TO THE REGISTRAR OF COMPANIES.

Name
of
Company

DEMOLITIONS (M. N.)

Limited.

hereby gives you notice, in accordance with Section 107 of the Companies Act, 1948,
that the Registered Office of the Company is situated at

MENCO HOUSE, STONEWOOD ROAD
ERITH, Kent

(Signature)

W.C. Clark

(State whether Director or Secretary)

SECRETARY

Dated the

16th

day of

October

1967

Note This notice must be forwarded to the Registrar of Companies, within 14 days after the date of the incorporation of the Company or of the change, as the case may be.

Presented by

W.C. CLARK

Director's reference

Form No. 4

(The filing fee is 5/-)

Co. N° 322715

85
Mayer Newman (Dismantling) Limited

MINUTE BOOK

Minutes of an Extraordinary General Meeting held at Menco House,
Stonewood Road, Erith, Kent on Tuesday the 1st June 1976 at
10.30 a.m.

Present:

J.B. Roberts (Chairman)

J.L. Cookson

R.E. Allen

D.D. Harper

The Chairman proposed, Mr Cookson seconded and it was
unanimously resolved that the following resolution be passed
as a Special Resolution of the Company:-

That the name of the Company be changed to
Mayer Newman (Steels) Limited. ✓

J.B. Roberts ✓

Chairman.

CHAIRMAN'S
INITIALS



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 322715 / 56

I hereby certify that

MAYER NEWMAN (DISMANTLING) LIMITED

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

MAYER NEWMAN (STEELS) LIMITED

Given under my hand at Cardiff the 24TH JUNE 1976

D A Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

MAYER, NEWMAN (STEELS)
LIMITED

(Passed the 29th day of September 1978)

AT an EXTRAORDINARY GENERAL MEETING of the

Members of the above Company duly convened and held at Manor

Road Erith Kent DA8 2AD on the 25th day of September 1978

the following Resolutions were duly passed as SPECIAL

RESOLUTIONS :-

1. That the Memorandum of Association of the Company be modified by omitting sub clause (k) of Clause 3 and by substituting the following sub clause in lieu thereof namely:-

"(k) To lend money to and either with or without the Company receiving consideration to guarantee or provide security (whether by personal covenant or by mortgage or charge on all or any part of the undertaking property and assets, present and future, and the uncalled capital of the Company) for the performance of the Contract or obligations of any company firm or persons, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on, any stock shares and securities of any company whether having objects similar to those of this Company or not, and to give all kinds of guarantees and indemnities and to credit to or to become surety or guarantor for any Company firm or person"

2. That the draft new Articles of Association of which a print signed for identification by the Chairman has been produced at this Meeting be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

J. B. Roberts
Chairman



Number of } 322715
Company } 82

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

MAYER NEWMAN (STEELS) LIMITED

Passed 15th March, 1985

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at
MANOR ROAD, ERITH, KENT DA8 2AD

on the 15th day of March, 1985, the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

THAT in accordance with the provisions of Section 12 of the
Companies Act, 1981, no auditors be appointed by the company
in that it is a dormant company and meets the other requirements
of the aforesaid section.

Signature

SECRETARY

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.



NOTE.—To be filed within 15 days after the passing of the Resolution(s).

COMPANY NUMBER 322715

188



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION



of

MAYER NEWMAN (STEELS) LIMITED

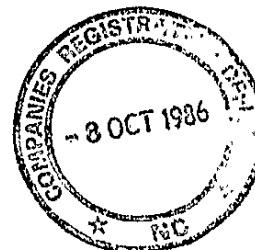
Passed 1st October 1986

At an Extraordinary General Meeting of the above named company duly convened and held at Manor Road, Erith, Kent on 1st October 1986 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

That the Company name be changed to
Mayer Cohen Industries Limited.

Dated the 1st day of October 1986.



J. Brin Roberts.

Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 322715 | 89

I hereby certify that

MAYER NEWMAN (STEELS) LIMITED

having by special resolution changed its name, is now
incorporated under the name of
MAYER COHEN INDUSTRIES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22ND OCTOBER 1986

C R Williams
MRS. C. R. WILLIAMS

an authorised officer

C.172

32715

87

number of company
form No. 10
no filing fee payable

THE COMPANIES ACTS 1948 to 1976

Notice of
increase in nominal capital
pursuant to section 63 of the Companies Act 1948

name of company

MAYER NEWMAN (STEELS)

Limited

Jordan & Sons Limited

Legal and Information Services, Printers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by **D. D. HARPER**

14, WOOLWICH ROAD,
BELVEDERE, KENT

Presenter's Reference **DDH**



To the Registrar of Companies

MAYER NEWMAN (STEELS) Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) **ORDINARY** Resolution of the Company dated **1ST OCTOBER** 19. 86, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ **99,900.00P** beyond the registered Capital of £ **100.00P**

The additional Capital is divided as follows:—

| Number of Shares | Class of Share | Nominal Amount of each Share |
|------------------|----------------|------------------------------|
| 99,900 | ORDINARY | ONE POUND |

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:—

TO RANK IN ALL RESPECTS PARI PASSU
WITH EXISTING ORDINARY SHARES.

~~of the new Shares are Preference Shares and are (2)~~
~~NOT redeemable~~

SECRETARY

Dated **5TH OCTOBER**

(1) "Ordinary," "Extraordinary" or "Special"

(Signature)

(State whether Director or Secretary)

19. 86

(2) Delete as appropriate

G

COMPANIES FORM No. 225(1)

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

Please do not write in this margin

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

2-1

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

To the Registrar of Companies

For official use

Company number

[910]

322715

Name of company

*Insert full name of company

* MAYER COHEN INDUSTRIES LTD

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

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

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 6

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

See note 4c and complete as appropriate

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

_____, company number _____

the accounting reference date of which is _____

Signed: PP Moxey [Director] [Secretary]† Date 13. MARCH 1987

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

For official use
General Section

Post room



COMPANY NUMBER 322715

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

of

MAYER COHEN INDUSTRIES LIMITED

Passed 27th October 1987

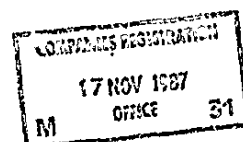
At an Extraordinary General Meeting of the above named Company duly convened and held at Newtown Industrial Estate, Cross Keys, Newport on 27th October 1987 the following resolutions were passed as Ordinary Resolutions.

1. That the nominal share capital of the Company be increased to £600,000 (Six Hundred Thousand) by the creation of 500,000 additional ordinary shares of £1 (One Pound) each to rank in all respects pari passu with existing shares.
2. That the Board be unconditionally authorised to exercise all the powers of the company to allot ordinary shares up to an aggregate nominal amount of £600,000 provided that this authority shall expire on the date of the next Annual General Meeting after the passing of this resolution.

Dated 27th day of October 1987.



Chairman of the meeting.





COMPANIES FORM No. 123
**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

322715

Name of company

MAYER COHEN INDUSTRIES LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 27 October 1987 the nominal capital of the company has been
increased by £ 500,000 beyond the registered capital of £ 100,000.

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

A copy of the resolution authorising the increase is attached. §
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

To rank in all respects pari passu
with existing ordinary shares.

Please tick here if
continued overleaf

☐

† delete as
appropriate

Signed

PPMxey

{Director}{Secretary}† Date 10/11/1987

PRINTED AND SUPPLIED BY

Jordan's

JORDAN & SONS LIMITED
25, ABINGDON ROAD
OXFORD OX1 1JF
TELEPHONE 01865 203030
TELEFAX 01865 203030



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

For official Use
General Section

Post room

No.322715

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

MAYER COHEN INDUSTRIES LIMITED

WRITTEN RESOLUTION pursuant to The
Articles of Association of the Company

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company HEREBY RESOLVE as a Special Resolution

That the Memorandum of Association of the Company be modified by omitting sub-clause (a) of Clause 3 and by substituting the following sub-clause in lieu thereof namely:-

- a) To carry on the business of general merchants, scrap iron and metal merchants, iron masters, founders, smelters, engineers, dismantling and demolishing contractors, contractors for and dealers in iron, steel or iron work or other metals (precious or otherwise) materials, minerals, chemicals, substances and products whether natural or artificial including, in particular but without limitation, plastics, resins and goods and articles made from the same and compounds, intermediates, derivatives and by-products thereof in all the branches of such businesses and to make, purchase, sell, lease and/or let out machinery, plant, tools, fittings, railway and rolling stock, ships and their equipment, stock-in-trade or any portions or parts of such articles or things

Dated.....*20th April*.....1988

Duly authorized representative of
A.Cohen & Co.(Great Britain)Ltd.

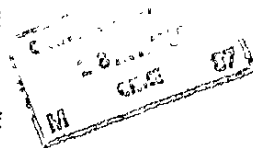
R.O.Cohen
.....
R.O.Cohen

Duly authorized representative of
Mayer, Newman & Company Limited

J.L.Cookson
.....
J.L.Cookson

Duly authorized representative of
Mayer Cohen Industries Limited

M.S.Burstall
.....
M.S.Burstall



No. 322715

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

M E M O R A N D U M

AND

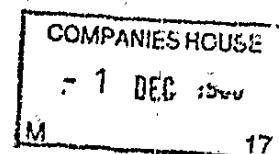
A R T I C L E S O F A S S O C I A T I O N

O F

MAYER COHEN INDUSTRIES LIMITED

Incorporated the 4th day of January, 1937

HAROLD BENJAMIN & COLLINS,
202, Northolt Road,
South Harrow,
Middlesex,
HA2 0ER.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 322715

I hereby certify that MAYER NEWMAN (STEELS) LIMITED having by special resolution changed its name, is now incorporated under the name of MAYER COHEN INDUSTRIES LIMITED.

Given under my hand at the Companies Registration Office, Cardiff
the 22ND OCTOBER 1986.

MRS. C.R. WILLIAMS
an authorised officer.

No. 322715

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

I HEREBY CERTIFY that MAYER NEWMAN (DISMANTLING) LIMITED having by Special Resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of MAYER NEWMAN (STEELS) LIMITED.

Given under my hand at Cardiff the 24th June, 1976.

D.A. PENDLEBURY,
Assistant Registrar of Companies.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(Amended by Special Resolution
dated 20th April 1988)

OF

MAYER COHEN INDUSTRIES LIMITED

1. The name of the Company is "MAYER COHEN INDUSTRIES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of general merchants, scrap iron and metal merchants, iron masters, founders, smelters, engineers, dismantling and demolishing contractors, contractors for and dealers in iron, steel or iron work or other metals (precious or otherwise) materials, minerals, chemicals, substances and products whether natural or artificial including, in particular but without limitation, plastics, resins and goods and articles made from the same and compounds, intermediates, derivatives and by-products thereof in all the branches of such businesses and to make, purchase, sell lease and/or let out machinery, plant, tools, fittings, railway and rolling stock, ships and their equipment, stock-in-trade or any portions or parts of such articles or things.
 - (b) To carry on the business of general merchants, canners, importers and exporters of and dealers in foodstuffs, canned goods and produce, preserves and commodities of every type; to carry on the business of sales department and sales organisers for importers and exporters and allied or similar undertakings; to act as discounters in matters incidental thereto and to aid or assist individual undertakings with capital credit or other resources; to prosecute and

execute directly or by contributions or other assistance, works and the like in which or on the security whereof or of any profits derivable therefrom the Company shall have invested money or capital or engaged its credit.

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patents, brevets d'invention, licenses, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to and either with or without the Company receiving consideration to guarantee or provide security (whether by personal covenant or by mortgage or charge on all or any part of the undertaking,

property and assets, present and future, and the uncalled capital of the Company) for the performance of the contract or obligations of any company, firm or persons, and the payment and repayment of the capital and principal of the dividends, interest or premiums payable on, any stock, shares and securities of any company whether having objects similar to those of this Company or not, and to give all kinds of guarantees and indemnities and to credit to or to become surety or guarantor for any company, firm or person.

- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (n) To remunerate any company, firm or person for services rendered in the promotion of the company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, their widows, children and dependents and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.*

*By Ordinary Resolution dated 27th day of October 1987 the nominal share capital of the Company was increased to £600,000 divided into 600,000 shares of £1 each.

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

| <u>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS</u> | <u>Number of Shares taken by each Subscriber</u> |
|---|--|
|---|--|

GEORGE FREDERICK LOEWI,
46/7, London Wall,
E.C.2.

ONE

Solicitor.

RAYMOND ISADORE ABERSTONE,
46/7, London Wall,
E.C.2.

ONE

Solicitors Clerk.

DATED this 31st day of December, 1936.

WITNESS to the above Signatures:-

M.R. PEMBERTON,
46/7, London Wall,
E.C.2.

Solicitors Clerk.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed 29th September, 1978)

OF

MAYER COHEN INDUSTRIES LIMITED

PRELIMINARY

1. Except and subject as hereinafter expressly or by necessary implication provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II") shall apply to the Company.

2. In addition to the clauses of Part I of Table A excluded by Part II of Table A clauses 60, 89 and 90 of Part I of Table A shall not apply to the Company.

3. (1) Clauses 79, 84, 88, 92 and 98 of Part I of Table A as incorporated in Part II of Table A shall apply to the Company as if:-

- (A) In clause 79 the proviso to that clause was deleted.
- (B) In clause 84 sub-sections (2) and (4) were deleted.
- (C) In clause 88 sub-clause (F) was deleted.
- (D) In clause 92 the words "in manner aforesaid" and "if offering himself for re-election" were deleted.
- (E) In clause 98 the words "in the case of an equality of votes the Chairman shall have a second or casting vote" were deleted.

(2) Clause 3 of Part II shall apply as if there were added at the end of the clause the words "Provided that the Directors shall be bound to pass a transfer to another member or the spouse or child of a member or by the personal representatives of a member to a person entitled to such share as a beneficiary under the will or intestacy of a member".

DIRECTORS

4. (1) Until the Company shall by resolution otherwise determine, the number of Directors shall not be less than one nor more than five.

(2) No resolution for payment of Directors' remuneration shall be valid or effectual unless passed by a majority comprising the holders of not less than 70 per cent. of the issued ordinary share capital for the time being of the Company.

(3) The holders of more than 70 per cent. of the issued ordinary shares of the Company for the time being may by writing under their hands appoint any person to be a Director and by like notice may remove any Director from office.

(4) A sole Director of the Company may exercise all the powers vested by these Articles in the Directors of the Company.

(5) A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted.

6. All Directors shall retire from office at the Ordinary General Meeting of the Company in each year, but shall be eligible for re-election.

ALTERNATE DIRECTORS

7. A Director may with the approval of the Directors appoint any person (other than a co-Director) to be an alternate or substitute Director, and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the appointor vacates office as a Director or removes the appointee from office, and any appointment and removal under this Clause shall be effected by notice in writing under the hand of the Director making the same. Every person acting as a substitute for a Director shall be an officer of the Company and shall be responsible to the Company for his own acts and defaults, and shall not be deemed to be the agent of or for the Director appointing him.

37 27 17

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES


ORDINARY RESOLUTION
OF
MAYER COHEN INDUSTRIES LIMITED

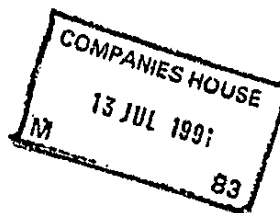
Passed 20th June 1991

At the Annual General Meeting of the above named Company duly convened and held at Newtown Industrial Estate, Crosskeys, Gwent on the 20th June 1991 the following resolutions were passed as Ordinary Resolutions.

1. That the nominal share capital of the Company be increased to £1,000,000 (one million) by the creation of 400,000 additional ordinary shares of £1 (one pound) each to rank in all respects pari passu with existing shares.
2. That the Board be unconditionally authorised to exercise all the powers of the company to allot ordinary shares up to an aggregate nominal amount of £1,000,000 provided this authority shall expire on the date of the next Annual General Meeting after the passing of this resolution.

Dated 20th day of June 1991


Chairman



G

COMPANIES FORM No. 123

Notice of Increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| |
|--------|
| 322715 |
|--------|

Name of company

| |
|-----------------------------------|
| * MAYER COLLEN INDUSTRIES LIMITED |
|-----------------------------------|

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 20TH JUNE 1991 the nominal capital of the company has been
increased by £ 400,000 beyond the registered capital of £ 600,000.

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

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

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

TO RANK IN ALL RESPECTS
PARI PASSU WITH EXISTING ORDINARY
SHARES.

Please tick here if
continued overleaf

| |
|--|
| |
|--|

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

Signed

B. Jenkins

Designation‡ SECRETARY.

Date

10/7/91

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

For official Use
General Section

Post room

| |
|-----------------|
| COMPANIES HOUSE |
| 13 JUL 1991 |
| M 83 |

No. 322715

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
MAYER COHEN INDUSTRIES LIMITED

WRITTEN RESOLUTION pursuant to the
Articles of Association of the Company

WE, the undersigned, being representatives of all of the members of
the Company for the time being entitled to receive notice of and
to attend and to vote at general meetings of the Company HEREBY
RESOLVE as a SPECIAL RESOLUTION

That Item 4, Part (1) of the Articles of Association of the
Company be modified as follows:

DIRECTORS

UNTIL THE COMPANY SHALL BY RESOLUTION OTHERWISE DETERMINE, THE
NUMBER OF DIRECTORS SHALL NOT BE LESS THAN ONE NOR MORE THAN
EIGHT.

Dated: 3 of June, 1993.

Duly authorised representative of
A. Cohen & Co. (Great Britain) Ltd.

Rogers O. Cohen
.....
R.O. Cohen

Duly authorised representative of
Maynew Investments Ltd.

J. Brian Roberts
.....
J.B. Roberts

Duly authorised representative of
Mayer Cohen Industries Ltd.

M.S. Burstall
.....
M.S. Burstall

