

341757

Form No. 41.

THE COMPANIES ACT, 1929.



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

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

Pursuant to Section 15 (2).

REGISTERED
24 JUN 1938

Insert the
Name of the
Company.

J. G. WOOD

LIMITED.

ated by

The Solicitors' Law Stationery Society, Limited,
Fancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street S.W.1,
Manover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,
and 157 Hope Street Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

No. 2-2-37.

Companies Form Co.



J. PHILIP HORTON VERNON

of 83 Colmore Row. in the City of Birmingham.

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

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

of J. G. WOOD

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 83 Colmore Row
Birmingham in the
County of Warwick
the 20th day of June 1938

Philip A. Vernon

Before me,

Clumberman

A. Commissioner for Oaths. [Notary Public or]

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

Number of }
Company }

341757

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

J. G. WOOD

LIMITED.

REGISTERED

24 JUN 1938

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 89 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

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

Presented by

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,

1 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1.

1 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3, 167 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 6.

014b.12-11-30

L1015

10.

(See Back.)

THE NOMINAL CAPITAL

OF

J. G. WOOD

, Limited,

is £15000, divided into 15000

Shares of One pound each.

*Signature

J. G. Wood.

Officer

Director

Dated the

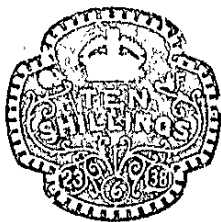
20th

day of

June

1938

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



341757

The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

J. G. WOOD, LIMITED

REGISTERED

24 JUN 1938

1. The name of the Company is " J. G. WOOD, 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 acquire and take over as a going concern a business carried on by John Garnet Wood at Central Plating Works, 141 Hockley Hill, ^{Birmingham} under the style or firm of " Central Plating Works," and all or any of the assets or liabilities of the said proprietor of that business in connection therewith.
 - (B) To carry on the businesses of chromium platers, electro platers, nickel platers and metal depositors, bronzers, oxidizers and polishers in all their respective branches and surface treating of metals generally, and also painters, varnishers, lacquerers, enamellers, welders, goldsmiths, silversmiths, watchmakers and jewellers, iron and brass founders, metal and alloy makers, refiners and workers, manufacturers of and dealers in nickel, chromium, metals, alloys, cups, shields, trophies, presentation goods and metal work generally, paints, lacquers, varnishes and polishes, enamelled goods, iron-mongery, hardware goods, wireless goods and fancy goods.
 - (c) To carry on the business of chemical, mechanical and electrical engineers, machinists, metal manufacturers, metal merchants, brass merchants, iron merchants, general merchants and factors, iron founders, wire drawers and manufacturers, smelters, tin plate workers, tube manufacturers and drawers, millwrights, metal-lurgists, tool makers, galvanizers, japanners, enamellers,

1938

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stampers and spinners, and any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company in connection with or as ancillary to any of the above businesses, or the general business of the Company.

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (E) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (G) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (H) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to employes or ex-employes or Directors or ex-Directors of the Company or its predecessors in business or the

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dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.

- (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (l) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (m) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (n) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (o) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of

or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist any such company.

- (P) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (S) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £15,000, divided into 15,000 shares of £1 each.

We, the sever
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Memorandum
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NAMES, ADDRESS

John
56

Kath

Dated

Witness

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.
<i>John Garnet Wood.</i> <i>56, Russell Road,</i> <i>Moseley.</i> <i>Electro-plater</i>	<i>One share</i>
<i>Kathleen May Wood,</i> <i>56, Russell Road,</i> <i>Moseley.</i> <i>Married Woman.</i>	<i>One share.</i>

Dated this *20th* day of *June* 1938.

Witness to the above Signatures—

Bertha Green.
56 Russell Road,
Moseley,

Spinster

199
5/1
cf



341757 REGISTERED
24 JUN 1938

The Companies Act 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

J. G. WOOD, LIMITED.

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies Act 1929 (hereinafter referred to as "Table A") shall apply to the Company.

2. Clauses 19, 30 to 38 (both inclusive), 35, 45, 50, 64, 66, 69, 72, 82 and 101 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The Company is a "Private Company" within the meaning of Section 26 of the Companies Act 1929, 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 fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

In Clause 2 of Table A the words "Ordinary Resolution" shall be substituted for the words "Special Resolution," where those words first occur.

5. The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to Article 8, and provided that no shares shall be

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issued at a discount, except as provided by Section 47 of the Companies Act 1929.

6. The Directors may suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register a transfer of any shares on which the Company has a lien.

7. (A) A share may be transferred by a member or other person entitled to transfer to any member selected by the transferor; but save as aforesaid, and save as provided by Clause (F) or (H) hereof, no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at the fair value.

(B) Except where the transfer is made pursuant to Clause (F) or (H) hereof, the person proposing to transfer any share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share to any member of the Company at the price so fixed, or, at the option of the purchasing member, at the fair value to be fixed by the Auditor in accordance with Clause (D) hereof. A transfer notice may include several shares, and in such case shall operate as if it were a separate notice in respect of each. A transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall, within the space of twenty-eight days after being served with a transfer notice, find a purchasing member and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value as fixed in accordance with Clause (D) or (D) hereof, to transfer the share to the purchasing member.

(D) In case any difference arises between the proposing transferor and the purchasing member as to the fair value of a share, the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly the Arbitration Act 1889 shall not apply.

(E) If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share, the Company may receive the purchase money, and the proposing transferor shall be deemed to have appointed any one Director of the

Secretary of the Company or his agent to execute a transfer of the share to the purchasing member, and upon the execution of such transfer the Company shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

(f) If the Company shall not, within the space of twenty-eight days after being served with a transfer notice, find a purchasing member and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to Clause (i) hereof, to sell and transfer the share (or where there are more shares than one those not placed) to any person and at any price.

(g) The Company in General Meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to the members, and as to their rights in regard to the purchase thereof, and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined, every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

(h) Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of such member, and any share of a deceased member may be transferred by his executors or administrators to any child, or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member, and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will.

(i) The Directors may refuse to register any transfer of a share (a) where the Company has a lien on the share, or (b) where the Directors are not of opinion that it is desirable to admit the proposed transferee to membership. But paragraph (b) of this clause shall not apply to a transfer made pursuant to Clause (ii) hereof.

(j) Whenever any member of the Company who is employed by the Company in any capacity ceases to be employed by the Company or dies the Directors may at any time within thirty days afterwards resolve that such member do retire, and thereupon he or his personal representatives as the case may be shall be deemed to have served the Company with a transfer notice under Clause (b) hereof, and to have specified therein a sum equal to the amount paid up on the shares as the fair value, and the subsequent provisions of that clause shall take effect. Notice of the passing of such resolution shall be given to the member affected thereby or to his personal representatives as the case

may be. If such member's personal representatives shall not be known to the Company, a notice addressed to the deceased member at his address in the share register shall be deemed to be duly given and served.

8. 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 provided in Clause 46 of Table A, two or more members personally present and together holding not less than one tenth part of the paid-up capital of the Company shall be a quorum.

9. 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 at least two members present in person or by proxy and entitled to vote at the meeting, or by any member so present and entitled who holds at least one twentieth part 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 lost, or carried unanimously, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

10. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be more than five.

11. A Director shall not be required to hold any share qualification.

12. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit. The Directors may secure the payment 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.

13. The following provisions shall have effect :—

- (1) John Garnet Wood shall be the Governing Director of the Company until he resigns the office or dies or ceases to hold at least one-half of the issued shares in the Company, and whilst he retains the said office he shall have authority to exercise all the powers, authorities

and discretions by these presents expressed to be vested in the Directors generally, and all the other Directors, if any, for the time being of the Company, shall be under his control, and shall be bound to conform to his directions in regard to the Company's business.

- (2) The said John Garnet Wood, whilst he holds the office of Governing Director, may from time to time, and at any time, appoint any other persons to be Directors of the Company, and may define, limit and restrict their powers, and may fix and determine their remuneration and duties, and may at any time remove any Director howsoever appointed, and may at any time convene a General Meeting of the Company. Every such appointment or removal must be in writing under the hand of the said John Garnet Wood.
- (3) If the said John Garnet Wood shall resign the office of Governing Director or shall cease to hold at least one-half of the issued shares in the Company, he shall become an ordinary Director.
- (4) If the said John Garnet Wood dies whilst he holds the office of Governing Director, the trustees for the time being of his will, so long as half of the issued share capital stands in his name or in the names of such trustees, may exercise the powers vested in the said John Garnet Wood by paragraph (2) hereof.
- (5) If and when there is not a Governing Director, which event is hereinafter referred to as the termination of the original management, the other Directors, if any, then in office shall forthwith convene a General Meeting of the Company for the purpose of electing a Board of Directors, and if they do not convene such meeting within fourteen days after the termination of the original management, any five members may convene such meeting.
- (6) On the termination of the original management, the Directors shall have power from time to time, and at any time, to appoint any other persons to be Directors, but so that the total number of Directors shall not at any time exceed five, and so that no appointment under this clause shall have effect unless two-thirds at least of the Directors in the United Kingdom concur therein.

14. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.

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(3) If he ceases to be a Director by virtue of the Companies Act 1929, Section 141.

(8) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.

(4) If he is found lunatic or becomes of unsound mind.

(5) If he is prohibited from being a Director by any order made under any provision of the Companies Act 1929.

15. A Director may hold any other office or place of profit under the Company, except that of Auditor, in conjunction with his office of Director, upon such terms as to remuneration and otherwise as may be determined by the Board.

16. A Director shall be capable of contracting or participating in the profits of any transaction, contract or proposed contract with the Company in the same manner as if he were not a Director, and may vote as a Director in respect of any such transaction, contract or proposed contract.

17. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

18. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board, duly convened and constituted.

19. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, or (B) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares or debentures and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalised sum, or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any

issued ordinary shares held by such shareholders, or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies 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 share in the appropriation and distribution and such appointment shall be effective.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Garnet Wood.
56, Russell Road,
Moseley.

Electro-plater
Kathleen May Wood.
56, Russell Road,
Moseley.

Married Woman.

Dated this 20th day of June 1988.

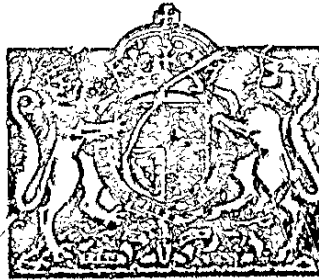
Witness to the above Signatures--

Bertha Green.
56 Russell Road.
Moseley.

Spinner.

DUPLICATE FOR THE FILE

No 341757



Certificate of Incorporation

I Hereby Certify, That

E. G. WOOD, LIMITED

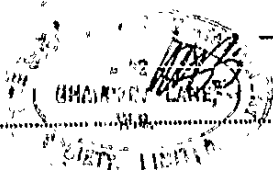
is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this ~~twenty-fourth~~ day of June One Thousand Nine Hundred and ~~thirty-eight~~.

R. Austin

Registrar of Companies.

Certificate received by



Date 24/6/38

The Companies Act 1929.

COMPANY LIMITED BY SHARES.

Special Resolutions

(Pursuant to Section 117 (2))

OF

J. G. WOOD LIMITED.

Passed 26th May 1945.



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 26th day of May 1945, the subjoined RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS.

That the Articles of Association of the Company be altered as follows:—

- (1) By inserting after Article 5 the following new Article numbered 5 ~~(a)~~ namely:—

5 (A) Three thousand of the issued shares being the shares numbered 6114 to 9118, both inclusive, shall as from the adoption of this Article be converted into Deferred Ordinary Shares and the remaining 12,000 shares in the Company being the 9,112 issued shares numbered 1-6113 and 9114 to 12112, all inclusive, and also the 2,888 unissued shares shall be converted into Preferred Ordinary Shares, and the shares of the respective classes shall confer on the holders thereof the rights hereinafter mentioned.

- (B) The said 8,000 Deferred Ordinary Shares are re-numbered so that they become 1 to 8000, inclusive, and the said 9,112 Preferred Ordinary Shares are re-numbered so that they become 1 to 9112 inclusive.

- (C) The Preferred Ordinary Shares shall confer on the holders thereof the right to a non-cumulative dividend at the rate of 10% per annum and also the right in any year after the holders of the Deferred Ordinary Shares shall have received the said non-cumulative preferential dividend at the rate of 10% on their shares to receive out of any surplus profits which it shall be determined to divide a dividend *pari passu* with any dividend in

Stakeholder & Director
no. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

excess of 10% paid to the holders of the Deferred Ordinary Shares up to a dividend at the rate of 33½ per cent. on both classes of shares, and if in any year it shall be determined to distribute profits in excess of dividends of 33½ per cent. on both classes of shares one half the amount of such further profit shall be divided among the holders of the Preferred Ordinary Shares and the other half thereof among the holders of the Deferred Ordinary Shares, in each case rateably according to the shares held by them respectively.

- (D) The holders of the Preferred Ordinary Shares shall have the right in a winding up to have the capital paid up on such preferred shares and all arrears of fixed dividend whether earned or declared or not accrued during the period of five years prior to the commencement of the winding up paid off in priority to any payment off of capital on the Deferred Ordinary Shares and also if after repaying the capital on the Deferred Ordinary Shares there shall still be a surplus the same shall be divided pro rata between the holders of the Preferred Ordinary Shares and the holders of the Deferred Ordinary Shares as if they were one class.
- (E) The Preferred Ordinary Shares shall not confer on the holders thereof any right to vote in respect of such shares except upon any resolution affecting the rights of the holders of the Preferred Ordinary Shares and not similarly affecting the rights of holders of all other classes of shares.
- (2) By striking out Article 13 and by substituting therefor the following new Article, namely :—
 - 13 (A) John Garnet Wood and William Harry Sawyer shall both be permanent Directors of the Company during their respective lives, and neither of them shall retire unless and until he shall desire so to do.
 - (B) So long as the said John Garnet Wood shall be a Director of the Company he shall have a casting vote at all meetings of Directors or of the Company, and after he shall cease to be a Director the said William Harry Sawyer shall have a casting vote at all meetings of Directors or of the Company.


Chairman.

341757 / 23

The Companies Act 1949.



COMPANY LIMITED BY SHARES.

Resolutions

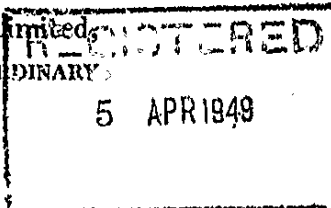
(Pursuant to Companies Act 1949, Section 141)

OF

J. G. WOOD LIMITED.

Passed 24th March 1949.

At an EXTRAORDINARY GENERAL MEETING of J. G. Wood Limited, held on the 24th day of March 1949, the subjoined EXTRAORDINARY and ORDINARY RESOLUTIONS were duly passed:—



EXTRAORDINARY RESOLUTION.

That the 3,000 issued Deferred Ordinary Shares in the capital of the Company being the shares numbered 1 to 3000, both inclusive, and also the 12,000 Preferred Ordinary Shares in the capital of the Company being the 9,112 issued shares numbered 1 to 9112, both inclusive, and also the 2,888 unissued shares, shall all be converted into Ordinary Shares ranking *pari passu* in all respects. That each of the said 15,000 Ordinary Shares be sub-divided into 4 shares of 5/- each.

ORDINARY RESOLUTIONS.

That the capital of the Company be increased to £50,000 by the creation of 40,000 shares of 5/- each which shall be Ordinary Shares ranking *pari passu* in all respects with the other Ordinary Shares in the Company and 25,000 shares of £1 each which shall be Preference Shares.

The said Preference Shares shall confer on the holders thereof the right to a fixed cumulative preferential dividend at the rate of 5 per cent. per annum on the capital for the time being paid up on such shares and to rank in a winding-up both as regards return of capital and dividend up to the commencement of the winding-up (whether declared or not) in priority to the other shares and not to carry any further right to participate in profits or surplus assets.



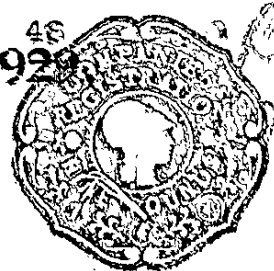
J. G. Wood
Chairman.

Number of
Company

21-6-124

Form No. 10.

THE COMPANIES ACT, 1929



Notice of Increase in Nominal Capital

63

Pursuant to Section 82.

Insert the
Name
of the
Company.

J. G. WOOD

LIMITED.

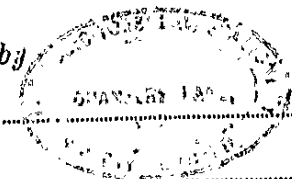
REGISTERED

5 APR 1949

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. 82 (3) of the Act).

63

Presented by



The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies Form No. 6A.

To THE REGISTRAR OF COMPANIES.

J. S. HOOD Limited, hereby gives you notice, pursuant to
 Section ⁶³~~52~~ of the Companies Act, 1929, that by an ordinary *"Ordinary,"
or "Special,"
or "Special,"
 Resolution of the Company dated the 24th day of March 1929,
 the Nominal Capital of the Company has been increased by the addition thereto of
 the sum of £35,000
 beyond the Registered Capital of £15,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
40,000	Ordinary	5/-
25,000	Preference (not redeemable)	£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:—

The ordinary shares rank as regards voting rights dividends
 and in all other respects pari passu with the existing ordinary
 shares in the Company.

The Preference shares confer on the holders the right to a
 fixed cumulative preferential dividend at the rate of 5 per cent
 on the capital paid up thereon and to rank in a winding up as
 regards return of capital and dividends up to the commencement of
 the winding up (whether declared or not) in priority to the other
 shares but do not carry any further rights to participate in profits
 or assets.

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

The Preference shareholders are entitled to one vote per share.

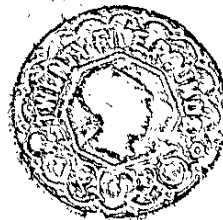
Signature.....

State whether Director,
 Manager or Secretary }

Dated the 24th. day of March, 1929.

THE STAMP ACT, 1891.

(54 & 55 VICT. (CH. 39.)



COMPANY LIMITED BY SHARE

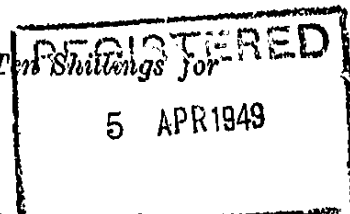
Statement of Increase of the Nominal Capital OF

J.G. WOOD LIMITED.

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 52 (1) of the Companies Act, 1929. 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. (Sec. 5 of the Revenue Act, 1903.)

Presented by



The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 77 Colmore Row, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

J.G.WOOD, Limited has by a Resolution
of the Company dated 24th March 1949
been increased by the addition thereto of the sum of
£ 35,000 divided into 40,000 shares
of 5/- each and 25,000
Shares of One Pound each, beyond the registered
Capital of Fifteen thousand pounds

*Signature

Officer

Dated the 24th day of March, 1949..

* This Statement should be signed by a Director or Manager or Secretary of the Company.

341757 / 29

The Companies Act 1948.

COMPANY LIMITED BY SHARE



Resolutions

(Pursuant to Companies Act 1948, Section 141 (2) and 63 (1))

OF

J. G. WOOD LIMITED.

Passed 6th November 1950.

AT an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held on the 6th day of November 1950, the following RESOLUTIONS were duly passed:—

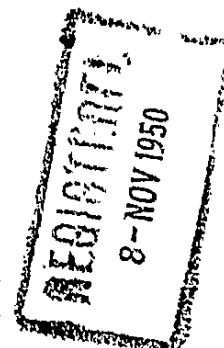
SPECIAL RESOLUTIONS.

1. That the Articles of Association of the Company be altered by striking out Article 13 (as amended by Special Resolution passed on the 26th day of May 1945) and substituting therefor the following new Article, namely:—

13. (A) John Garnet Wood shall continue to be a permanent Director of the Company during his lifetime and shall not be subject to retirement by rotation.

(B) So long as the said John Garnet Wood shall be a Director of the Company he shall be Chairman of the Company and have a casting vote at all meetings of Directors or of the Company.

2. That the said William Harry Sawyer shall accordingly cease to be a Director of the Company with effect from the date of this Resolution.



J. G. Wood
Chairman.
J.G. WOOD.

Filed with the Registrar of Companies the
day of 1950.

S.L.S.S./Bm.1137



152



THE COMPANIES ACT, 1948



PRIVATE LIMITED BY SHARES

SPECIAL RESOLUTIONS*(Pursuant to the Companies Act, 1948, Sections 5, 10, 18 and 141)*

OF

J. G. WOOD, LIMITED*Passed the 23rd day of May, 1962*

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Amington Road, Tyseley, Birmingham 25, on the 23rd day of May, 1962, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

1. That the name of the Company be changed to "Wilmot Breeden (Truflo) Limited".

2. That the provisions of the Memorandum of Association of the Company be altered by the substitution for Clause 3 thereof of the new clause numbered 3 set out in the revised print of the Memorandum of Association of the Company submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof.

3. That the 25,000 Cumulative Preference Shares of £1 each which form part of the unissued share capital of the Company be converted and sub-divided into 100,000 Ordinary Shares of 5/- each.

4. That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all existing Articles of Association thereof.

W. Breeden
Chairman.

REGISTERED
13 JUN 1962

Presented to the Registrar of Companies on the day of , 1962.

13 JUN 1962

THE COMPANIES ACTS, 1929 to 1948

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
J. G. WOOD LIMITED

1. The Name of the Company is "J. G. WOOD 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 trades or business of Makers, Manufacturers, Factors and Merchants of Metal Goods, Stampers, Piercers, Die-sinkers, Tool Makers, Art and General Metal Workers, Spinners, Metal Casters and any other work upon metal of any description, and other work with the aforesaid trades or any of them.
 - (B) To carry on all or any of the following businesses namely: Mechanical, Electrical and General Engineers, Japanners, Annealers, Enamellers and Electro-platers.
 - (C) To carry on business as Manufacturers, Merchants and Dealers of and in Motor Cars, Cycles and other Motor Vehicles of every description, Side-cars, Pedal and other Cycles, Motor and Cycle Machinery and Accessories of all descriptions, Aeroplanes and Accessories in connection therewith, Gramophones, Electric Light Fittings, Lamps and Lighting and Illuminating Apparatus, Motor Clothing and Personal Requirements of Motor Drivers.
 - (D) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (B) 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.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove and 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 and to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same and join with others in so doing
- (G) 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.
- (H) 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.

- (I) 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.
- (J) 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.
- (K) 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 of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) 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.
- (M) 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.
- (N) 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.

- (O) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, 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, company, firm, 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.
- (P) 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.
- (Q) 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.
- (R) 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.
- (S) 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.
- (T) To enter into any profit-sharing scheme with employés, and 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 employés, 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; to form or contribute or subscribe to superannuation and pension funds or schemes for the benefit of any such persons, or of their wives, children or other relatives or dependents; 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.
- (v) 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.
- (w) 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.
- (x) To adopt any such means of making known the business of the Company as may be expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

(Z) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.

(AA) 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 Fifteen Thousand Pounds, divided into Fifteen Thousand Shares of One Pound each.

* At the date of the passing of the Special Resolution amending this Memorandum of Association, the Share Capital of the Company was £50,000 divided into 200,000 Ordinary Shares of 5/- each.

COMPANY LIMITED BY SHARES

Articles of Association
OF
J. G. WOOD LIMITED

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company.

PRELIMINARY

2. In these Articles:—

“The Act” means The Companies Act, 1948.

“The Seal” means the Common Seal of the Company.

“The Secretary” means any person appointed to perform the duties of the Secretary of the Company.

“The United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Reference herein to any provision of the Act shall, where the context so admits, be construed as a reference to such provision as modified by any Statute for the time being in force.

3. The Company is a private company and accordingly:—

- (A) the right to transfer Shares is restricted in manner hereinafter prescribed;
- (B) the number of Members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly they shall for the purpose of this regulation be treated as a single Member;
- (C) any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited;
- (D) the Company shall not have power to issue share warrants to bearer.

SHARE CAPITAL

4. The share capital of the Company at the date of the adoption of these presents is £50,000, divided into 200,000 Ordinary Shares of 5/- each.

5. Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, any Share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by Extraordinary Resolution determine.

6. Subject to the provisions of Section 58 of the Act, any Preference shares may with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the Shares may by Special Resolution determine.

VARIATION OF RIGHTS

7. Subject to the provisions of Section 72 of the Act, the rights attached to any class of Shares for the time being issued may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy two-thirds of the issued Shares of the class and that any holder of Shares of the class present in person or by proxy may demand a poll.

8. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

SHARES

9. Subject to the provisions of Article 4⁶ hereof, 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.

10. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of the commission shall not exceed the rate of ten per cent. of the price at which the Shares in respect whereof the same is paid are issued or an amount equal to ten per cent. of such price

(as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other.

11. Except as required by law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or any interest in any fractional part of a Share or (except as only by these Articles or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

12. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one Certificate for all his Shares of any one class or several Certificates each for one or more of his Shares of such class upon payment of two shillings and sixpence for every Certificate after the first or such less sum as the Directors shall from time to time determine. Every Certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue more than one Certificate and delivery of a Certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.

13. If a Share Certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of one shilling or such less sum and on such terms (if any) as ... evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

14. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its Shares or those of its holding company, but nothing in this Regulation shall prohibit transactions mentioned in the proviso to Section 54 (1) of the Act.

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15. The Company shall have a first and paramount lien on every 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 standing registered in the name of a single person 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 Regulation. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

16. The Company may sell, in such manner as the Directors think fit, any Shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the person entitled thereto by reason of his death or bankruptcy.

17. To give effect to any such sale the Directors may authorise some person to transfer the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

18. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the Shares at the date of the sale.

CALLS ON SHARES

19. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth

of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Shares. A call may be revoked or postponed as the Directors may determine.

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

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

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

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

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

25. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any Shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such a rate not exceeding (unless the Company in General Meeting shall otherwise direct) five per cent. per annum, as may be agreed upon between the Directors and the Member paying such sum in advance.

TRANSFER OF SHARES

26. The transfer of any Share in the Company shall be in writing in the usual common form, but need not be under Seal and shall be signed 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. Shares of different classes shall not be transferred by the same instrument of transfer without the consent of the Directors. There shall be paid to the Company in respect of the registration of any transfer such fee not exceeding Two Shillings and Sixpence as the Directors deem fit, and there shall be paid to the Company in respect of the registration of any probate, letters of administration, marriage or death certificate, power of attorney, or other document relating to or affecting the title to any Share such fee not exceeding Two Shillings and Sixpence as the Directors may from time to time prescribe or require.

27. The Directors may refuse to register any transfer of Shares (a) where the Company has a lien on the Share, or (b) where the Board are of opinion that the transferee is not a desirable person to admit to Membership.

28. The instrument of transfer shall be lodged with the Company, accompanied by the Certificate of the Shares comprised therein and such evidence as the Directors may require to prove the title of the transferor, and thereupon, and upon payment of the proper fee, the transferee shall (subject to the right of the Directors to decline to register hereinbefore provided by Article 27 hereof) be registered as a Member in respect of such Share, and the instrument of transfer shall be retained by the Company. The Directors may waive the production of any Certificate upon evidence satisfactory to them of its loss or destruction. Notice of any refusal to register a transfer of any Shares, Debentures, or Debenture Stock shall be sent to the transferee within two months after the date on which the transfer was lodged with the Company.

29. The transfer books may be closed during such period or periods as the Directors may think fit, not exceeding in the whole thirty days in each year.

TRANSMISSION OF SHARES

30. In case of the death of a Member the survivor or survivors where the deceased was a joint holder, and the legal personal

representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the Shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share which had been jointly held by him with other persons.

31. Any person becoming entitled to a Share by reason of the death or bankruptcy of a Member may upon such evidence being produced as may from time to time be required by the Directors, elect either to be registered as a Member in respect of such Share, or to make such transfer of the Share as the deceased or bankrupt person could have made. If the person so becoming entitled shall elect to be registered himself he shall give to the Company a notice in writing signed by him that he so elects.

32. The Directors shall in the case of a notice or transfer under the provisions of the preceding Article hereof have the same right to refuse or suspend registration as they would have had if the death or bankruptcy of the Member concerned had not occurred and the notice of election or transfer were a transfer executed by that Member.

33. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for any dividends, bonuses or other moneys payable in respect of the Share, but he shall not be entitled in respect of the Share to receive notices of or to attend or vote at General Meetings of the Company or, save as aforesaid, to exercise in respect of the Share any of the rights or privileges of a Member until he shall have become a Member in respect thereof.

FORFEITURE OF SHARES

34. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

35. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited.

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36. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

37. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

38. A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture, were payable by him to the Company in respect of the Shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares.

39. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of and he shall thereupon be registered as the holder of the Share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

40. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

41. The Company may by Ordinary Resolution convert any paid-up Shares into Stock, and reconvert any Stock into paid-up Shares of any denomination.

42. The holders of Stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations as and subject to which the Shares from which the Stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of Stock transferable, but so that such minimum shall not exceed the nominal amount of the Shares from which the Stock arose.

43. The holders of Stock shall, according to the amount of Stock held by them, have the same rights, privileges and advantages as regards dividends, voting at Meetings of the Company and other matters as if they held the Shares from which the Stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of Stock which would not, if existing in Shares, have conferred that privilege or advantage.

44. Such of the regulations of the Company as are applicable to paid-up Shares shall apply to Stock, and the words "Share" and "Shareholder" therein shall include "Stock" and "Stockholder".

ALTERATION OF CAPITAL

45. The Company may from time to time by Ordinary Resolution increase the Share Capital by such sum, to be divided into Shares of such amount, as the Resolution shall prescribe.

46. Subject to any direction to the contrary that may be given by the Resolution effecting the increase of capital, all new Shares shall, before issue, be offered to the Members of the Company in proportion, as nearly as the circumstances admit, to the existing Ordinary Shares held by them respectively. The offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and the offer shall in each case include a notification to the effect that any Member who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have, and if all the Members do not claim their proportions, the unclaimed Shares shall be used for satisfying the claims in excess. Any new Shares not accepted by the Member or some or one of them and any new Shares which (by reason of the ratio which the new Shares bear to the existing Shares) cannot, in the opinion of the Directors, be conveniently offered under this Article, may be disposed of by the Directors in such manner as they think most beneficial to the Company.

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47. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original capital and, unless otherwise provided in accordance with these Articles, shall be issued as Ordinary Shares.

48. The Company may by Ordinary Resolution:—

- (A) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
- (B) sub-divide its existing Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 61 (1) (d) of the Act;
- (C) cancel any Shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person.

49. The Company may by Special Resolution reduce its Share Capital, any Capital Redemption Reserve Fund or any Share Premium Account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

50. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

51. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

52. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

53. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a Meeting of the Company other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned 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 Company:

Provided that a Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed:—

- (A) in the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (B) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the Shares giving that right.

In every notice calling a meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member.

54. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

55. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring

dividends, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors and Auditors in the place of those retiring, and the fixing of the remuneration of the Auditors.

56. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, two Members present in person or by proxy entitled to vote at such meeting and holding or representing by proxy not less than one half of the share capital of the Company for the time being issued shall be a quorum.

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

58. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the Meeting.

59. If at any Meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman of the Meeting.

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

61. 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:—

- (A) by the Chairman; or
- (B) by at least two Members present in person or by proxy;
or
- (C) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or
- (D) by a Member or Members holding Shares in the Company conferring a right to vote at the Meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

62. If any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the 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 vitiate the resolution.

63. Except as provided in Article 65, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

64. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

65. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

66. Subject to any rights or restrictions for the time being attached to any class or classes of Shares, on a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote for each Share of which he is the holder.

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

68. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his committee, receiver, *curator bonis* or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy.

69. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid.

70. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.

71. On a poll votes may be given either personally or by proxy.

72. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal,

or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company and any Member may appoint more than one proxy to attend on the same occasion.

73. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

74. An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:—

"J. G. WOOD LIMITED

"I/We
 "of
 "in the County of
 "being a Member/Members of the above-named Company,
 "hereby appoint
 "of
 "or, failing him
 "of
 "as my/our proxy to vote for me/us on my/our behalf at the
 "(Annual or Extraordinary, as the case may be) General
 "Meeting of the Company to be held on the day of
 " 19 and at any adjournment
 "thereof.
 "Signed this day of , 19 ."

75. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

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 "or failing him
 "of
 "as my/our proxy to vote for me/us on my/our behalf at the
 "(Annual or Extraordinary, as the case may be) General
 "Meeting of the Company to be held on the
 "day of 19 and
 "at any adjournment thereof.

"Signed this day of , 19 .
 "This form is to be used "in favour of the resolution.
 against

"Unless otherwise instructed, the proxy will vote as
 "he thinks fit.

"*Strike out whichever is not desired."

76. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

78. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company,

and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

DIRECTORS

79. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than ten.

80. The following persons are the Directors of the Company at the date of the adoption of these Articles, DAVID LUCAS BREEDEN and MILES LUCAS BREEDEN.

81. (1) A Director may from time to time appoint any other Director or (subject to the approval of the Directors) any other person to be an alternate Director and such appointment shall have effect; and such appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote thereat as an alternate Director. An alternate Director shall not require any share qualification and he may at any time be removed from such office by the Director by whom he was appointed and shall *ipso facto* vacate such office on the Director by whom he was appointed ceasing to hold office as a Director. Any appointment or removal under this Article shall be effected by notice in writing to the Company under the hand of the Director whom the alternate Director is to represent or represents. An alternate Director present at a Meeting of the Directors in the absence of the Director whom he represents shall have one vote (in addition to his vote (if any) as a Director) and shall be reckoned in a quorum unless he is also a Director and has already been reckoned in the quorum as such Director. No person shall be appointed alternate Director for more than one Director.

(2) Every person acting as an alternate Director shall be an officer of the Company, and he shall not be deemed to be the agent of the Director whom he represents. An alternate Director shall not be entitled to any remuneration from the Company, but his remuneration (if any) shall be payable out of the remuneration payable to the Director whom he represents and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director whom he represents.

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82. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

83. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

84. A Director shall not be required to hold any share qualification.

85. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise direct. The Directors may also exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. Any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a Director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

87. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any Regulations of these Articles, to the provisions of the Act, and to such Regulations being not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the Company in General Meeting; but no Regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that Regulation had not been made.

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

89. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

90. The Company may exercise the powers conferred upon the Company by Sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Directors may (subject to the provisions of those Sections) make and vary such regulations as they may think fit respecting the keeping of any such Register.

91. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote

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shall not be counted, nor shall he be counted in the quorum present at the Meeting, but neither of these prohibitions shall apply to:—

- (A) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (B) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (C) any contract by a Director to subscribe for or underwrite Shares or Debentures of the Company; or
- (D) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of Shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

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

(4) A Director, notwithstanding his interest or anything contained in Article 91 (2), may be counted in the quorum present at any Meeting whereat he or any other Director is appointed to

hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

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

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

93. The Directors shall cause minutes to be made in books provided for the purpose:—

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
- (C) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of Committees of Directors.

94. The Directors shall cause to be kept the register of the Directors' holdings of Shares and Debentures of the Company and of its subsidiary companies, if any, required by Section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and produce the same at every Annual General Meeting as required by that Section.

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

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DISQUALIFICATION OF DIRECTORS

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

- (A) ceases to be a Director by virtue of Section 182 or 185 of the Act; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) becomes of unsound mind; or
- (E) resigns his office by notice in writing to the Company; or
- (F) shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during that period.

ROTATION OF DIRECTORS

97. Subject to the provisions of these Articles, at the Annual General Meeting of the Company in every year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

98. Subject to the provisions of these Articles, the Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

99. A retiring Director shall be eligible for re-election.

100. The Company at the Meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and lost.

101. No person other than a Director retiring at the Meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless not less than three nor more than twenty-one days before the date appointed for the Meeting there shall have been left at the Registered Office of the Company notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

102. 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, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting.

103. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Regulations or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

104. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Regulation, and without prejudice to the powers of the Directors under Regulation 102 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

105. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings, as they think fit. Questions arising at any 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.

106. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Directors for the time being absent from the United Kingdom.

107. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

108. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

109. The Directors may elect a Chairman of their Meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

110. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

111. A Committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.

112. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

113. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person

acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

114. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors, or of all the Members for the time being 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 such committee duly convened and held.

MANAGING DIRECTOR

115. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he cease from any cause to be a Director.

116. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Directors may determine.

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

LOCAL DIRECTORS

118. The Directors may from time to time appoint any one or more persons employed by the Company to be a Local Director or Directors, and may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places. Any Local Director so appointed shall hold office upon the following terms:—

- (A) He shall have only such powers and shall be entitled only to such rights under these Articles as may from time to time be expressly delegated to or conferred upon him

by the Directors by Resolution in writing passed at a meeting of the Directors and signed by the Chairman thereof.

- (b) He shall not be subject to retirement by rotation, and his appointment shall (without prejudice to the right of the Directors to remove or dismiss him at any time) be deemed to be without limitation as to the period during which he is to hold office, unless the Directors shall on making his appointment otherwise determine.
- (c) His remuneration shall from time to time be fixed by the Directors and may be by way of salary or commission or participation in profits or by all or any of these modes.
- (d) He shall not be required to hold any Shares in the Company by way of qualification.
- (e) He shall not be deemed to be a Member of the Board of Directors of the Company.

SECRETARY

119. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

120. No person shall be appointed or hold office as Secretary who is:—

- (A) the sole Director of the Company; or
- (B) a corporation, the sole Director of which is the sole Director of the Company; or
- (C) the sole Director of a corporation which is the sole Director of the Company.

121. A provision of the Act or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

122. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

DIVIDENDS AND RESERVE

123. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

124. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company and may also pay the fixed dividends payable on any Preference Shares of the Company half-yearly or otherwise on fixed dates, whenever the position of the Company, in the opinion of the Directors, justifies that course.

125. No dividend shall be paid otherwise than out of profits.

126. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

127. The Directors shall transfer to share premium account as required by Section 56 of the Act sums equal to the amount or value of any premiums at which Shares of the Company may be issued, and, subject to the provisions of the said Section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Regulation as paid on the Share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

129. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.

130. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up Shares, Debentures or Debenture Stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

131. Any dividend, interest or other moneys payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the Shares held by them as joint holders.

132. No dividend shall bear interest against the Company.

ACCOUNTS

133. The Directors shall cause proper books of account to be kept with respect to:—

- (A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
- (B) all sales and purchases of goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

134. The books of account shall be kept at the registered office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

135. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

136. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group account (if any) and reports as are referred to in those sections.

137. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report shall, not less than twenty-one days before the date of the Meeting, be sent to every Member of, and every holder of Debentures of, the Company. Provided that this Article shall

not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures.

CAPITALISATION OF PROFITS

138. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any Preference Shares of the Company and accordingly that such sum be set free for distribution amongst the Members or any class of Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by any such Members respectively or paying up in full unissued Shares or Debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this Regulation, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.

139. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or Debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of Shares or Debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or Debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective

proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

AUDIT

140. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

141. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

142. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.

143. A notice may be given by the Company to the persons entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

144. Notice of every General Meeting shall be given in any manner hereinafter authorised to:-

(A) every Member entitled to receive notice thereof except such as (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(B) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

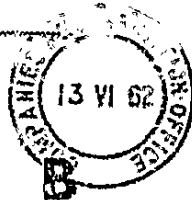
WINDING UP

145. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act or by these presents, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.

INDEMNITY

146. Every Director, Managing Director, Agent, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the court.

632A
Company Number.....343757



Reference: C.R. 98/2350/62

BOARD OF TRADE,

COMPANIES ACT, 1948

J.G. WOOD,

Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

WILMOT BREEDEN (TRUFLO) LIMITED

Signed on behalf of the Board of Trade

this

fourteenth

day of

June

1962

REGISTERED
14 JUN 1962

Authorised in that behalf by the
President of the Board of Trade

No. C. 60.

Wt. 38373/4312 3m. 6/61 D.L.&Co.Ltd. Gp.891/9803

DUPLICATE FOR THE FILE.

No. 341757



Certificate of Incorporation on Change of Name

Whereas

J.G. WOOD, LIMITED

was incorporated as a limited company under the

Companies Act, 1929,

on the twenty-fourth day of June, 1938

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

WILMOT BREEDEN (TRUFLO) LIMITED

Given under my hand at London, this fourteenth day of

June One thousand nine hundred and sixty two.

Certificate received by

[Signature]

L. R. [Signature]
Registrar of Companies.

Date *15.6.38*

242

V. Brecken

No. 341757

THE COMPANIES ACTS, 1929 TO 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

J. G. WOOD LIMITED

HERBERT & GOWERS & Co.,
6, KING EDWARD STREET,
OXFORD.

341787/55



COMPANY LIMITED BY SHARES

5/10/48

Doc. 52

Memorandum of Association

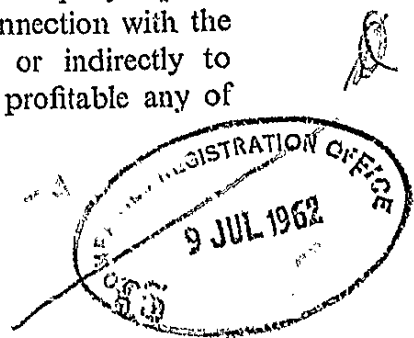
OF

J. G. WOOD LIMITED

1. The Name of the Company is "J. G. WOOD 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 trades or business of Makers, Manufacturers, Factors and Merchants of Metal Goods, Stampers, Piercers, Die-sinkers, Tool Makers, Art and General Metal Workers, Spinners, Metal Casters and any other work upon metal of any description, and other work with the aforesaid trades or any of them.
 - (B) To carry on all or any of the following businesses namely: Mechanical, Electrical and General Engineers, Japanners, Annealers, Enamellers and Electro-platers.
 - (C) To carry on business as Manufacturers, Merchants and Dealers of and in Motor Cars, Cycles and othe. Motor Vehicles of every description, Side-cars, Pedal and other Cycles, Motor and Cycle Machinery and Accessories of all descriptions, Aeroplanes and Accessories in connection therewith, Gramophones, Electric Light Fittings, Lamps and Lighting and Illuminating Apparatus, Motor Clothing and Personal Requirements of Motor Drivers.
 - (D) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

HUBBERT & Gowers & Co.,

10, WOLF CROFT E.C.4



- (E) 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.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove and 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 and to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same and join with others in so doing.
- (G) 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.
- (H) 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

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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.

- (I) 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.
- (J) 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.
- (K) 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 of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) 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.
- (M) 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.
- (N) 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.

- (o) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, 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, company, firm, or person any charter, 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.
- (p) 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.
- (q) 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.
- (r) 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.
- (s) 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.
- (t) To enter into any profit-sharing scheme with employees, and 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

(Z) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place. ✓

(AA) 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 Fifteen Thousand Pounds, divided into Fifteen Thousand Shares of One Pound each.

X * At the date of the passing of the Special Resolution amending this Memorandum of Association, the Share Capital of the Company was £50,000 divided into 200,000 Ordinary Shares of 5/- each. X

No. 341757 / 509

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

WILMOT BREEDEN (TRUFLO) LIMITED

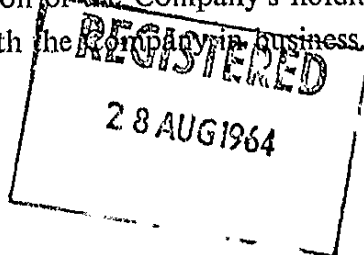
(Passed on 20th August, 1964)

At an Extraordinary General Meeting of Wilmot Breeden (Truflo) Limited duly convened and held at The Great Eastern Hotel, Liverpool Street, London, E.C.2, on the twentieth day of August, 1964, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

That the provisions of Clause 3 of the Company's Memorandum of Association with respect to the objects of the Company be altered by the insertion between paragraphs (L) and (M) thereof of the following new paragraph:—

“(LL) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.”



[Signature]
Secretary.

GREENAWAY • LONDON • LP 6720

SLAUGHTER & MAY, (57)
18, AUSTIN FRIARS.

of the Company as altered by Special Resolutions passed on 23rd May, 1962 and 20th August, 1964.

341757/63 THE COMPANIES ACTS, 1929 to 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

WILMOT BREEDEN (TRUFLO) LIMITED

(As altered by Special Resolutions passed on 23rd May, 1962 and 20th August, 1964)

REGISTERED

16 SEP 1964

1. The Name of the Company is "WILMOT BREEDEN (TRUFLO) 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 trades or business of Makers, Manufacturers, Factors and Merchants of Metal Goods, Stampers, Piercers, Die-sinkers, Tool Makers, Art and General Metal Workers, Spinners, Metal Casters and any other work upon metal of any description, and other work with the aforesaid trades or any of them.
- (B) To carry on all or any of the following businesses namely: Mechanical, Electrical and General Engineers, Japanners, Annealers, Enamellers and Electro-platers.
- (C) To carry on business as Manufacturers, Merchants and Dealers of and in Motor Cars, Cycles and other Motor Vehicles of every description, Side-cars, Pedal and other Cycles, Motor and Cycle Machinery and Accessories of all descriptions, Aeroplanes and Accessories in connection therewith, Gramophones, Electric Light Fittings, Lamps and Lighting and Illuminating Apparatus, Motor Clothing and Personal Requirements of Motor Drivers.
- (D) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

* By Special Resolution passed the 23rd May, 1962, the name of the Company was changed from J. G. Wood Limited to Wilmot Breedon (Truflo) Limited and the change became effective on the 14th June, 1962.

68
COMPANIES REGISTRATION OFF.
16 SEP 1964

- (E) 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.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove and 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 and to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same and join with others in so doing.
- (G) 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.
- (H) 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.

- (I) 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.
- (J) 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.
- (K) 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 of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) 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.
- (LL) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of

the Company's holding company or otherwise associated with the Company in business. X

- (M) 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.
- (N) 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.
- (O) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, 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, company, firm, 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.
- (P) 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.
- (Q) 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.
- (R) 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.

- (s) 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 enter into any profit-sharing scheme with employes, and 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 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; to form or contribute or subscribe to superannuation and pension funds or schemes for the benefit of any such persons, or of their wives, children or other relatives or dependents; 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.
- (u) 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.
- (v) 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.
- (w) 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.

- (x) To adopt any such means of making known the business of the Company as may be expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (z) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (AA) 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 Fifteen Thousand Pounds, divided into Fifteen Thousand Shares of One Pound each.

* At 23rd May, 1962 the Share Capital of the Company was £50,000 divided into 200,000 Ordinary Shares of 5/- each.

THE COMPANIES ACT, 1948.

Special Resolution

Pursuant to Section 141 (2).

OF

WILMOT BRENDEN (TRUFLO) LIMITED

Passed 5th May 1965

the ANNUAL
At an ~~EXTRAORDINARY~~ GENERAL MEETING of the above named
Company, duly convened and held at Ten Palace Gate, London, W.8.

on the 5th day of May 1965 the following
Special resolution was duly passed:—

RESOLUTION

That the provisions of Article 97 of the Articles of Association
of the Company be altered by adding:

"Provided always that a Director who is in the full-
time salaried employment of the Company shall not
while so employed be subject to retirement by rotation
or be taken into account in determining the rotation of
retirement of Directors or the number of Directors
to retire."

REGISTERED
25 JUN 1965

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

107, PARK LANE, MARBLE ARCH, W.1;

17, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.

No. 341757

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THE COMPANIES ACTS, 1929 TO 1948

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

WILMOT BREEDEN (TRUFLO) LIMITED

Incorporated the 24th day of June, 1938.

HERBERT & GOWERS & Co.,
6, KING EDWARD STREET,
OXFORD.

38
COMMERCIAL
30 JAN 1973

No. 341757



Certificate of Incorporation on Change of Name

Whereas J. G. WOOD, LIMITED was incorporated as a limited company under the Companies Act, 1929, on the twenty-fourth day of June, 1938

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 WILMOT BREEDEN (TRUFLO) LIMITED

GIVEN under my hand at London, this fourteenth day of June
One thousand nine hundred and sixty-two.

W. B. LANGFORD,
Registrar of Companies.

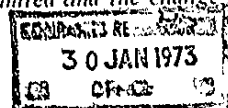
THE COMPANIES ACTS, 1929 to 1948

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
WILMOT BREEDEN (TRUFLO) LIMITED
*(As altered by Special Resolutions passed on
23rd May, 1962 and 20th August, 1964)*

1. The Name of the Company is "WILMOT BREEDEN (TRUFLO) 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 trades or business of Makers, Manufacturers, Factors and Merchants of Metal Goods, Stampers, Piercers, Die-sinkers, Tool Makers, Art and General Metal Workers, Spinners, Metal Casters and any other work upon metal of any description, and other work with the aforesaid trades or any of them.
 - (B) To carry on all or any of the following businesses namely: Mechanical, Electrical and General Engineers, Japanners, Annealers, Enamellers and Electro-platers.
 - (C) To carry on business as Manufacturers, Merchants and Dealers of and in Motor Cars, Cycles and other Motor Vehicles of every description, Side-cars, Pedal and other Cycles, Motor and Cycle Machinery and Accessories of all descriptions, Aeroplanes and Accessories in connection therewith, Gramophones, Electric Light Fittings, Lamps and Lighting and Illuminating Apparatus, Motor Clothing and Personal Requirements of Motor Drivers.
 - (D) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

* By Special Resolution passed the 23rd May, 1962, the name of the Company was changed from J. G. Wood Limited to Wilmot Breeden (Truflo) Limited and the change became effective on the 14th June, 1962.



- (E) 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.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove and 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 and to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same and join with others in so doing.
- (G) 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.
- (H) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, 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

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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.

- (I) 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.
- (J) 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.
- (K) 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 of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) 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.
- (LL) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of

the Company's holding company or otherwise associated with the Company in business.

- (M) 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.
- (N) 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.
- (O) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, 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, company, firm, 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.
- (P) 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.
- (Q) 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.
- (R) 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

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Company credited as paid up in full or in part, or otherwise as may be thought expedient.

- (s) 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.
- (t) To enter into any profit-sharing scheme with employés, and 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 employés, 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; to form or contribute or subscribe to superannuation and pension funds or schemes for the benefit of any such persons, or of their wives, children or other relatives or dependents; 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.
- (u) 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.
- (v) 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.
- (w) 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.

- (x) To adopt any such means of making known the business of the Company as may be expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.
- (z) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (AA) 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 Fifteen Thousand Pounds, divided into Fifteen Thousand Shares of One Pound each.

* At 23rd May, 1962 the Share Capital of the Company was £50,000 divided into 200,000 Ordinary Shares of 5/- each.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

WILMOT BREEDEN (TRUFLO) LIMITED

(Adopted by Special Resolution passed the 23rd day of May, 1962)

TABLE A

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company.

PRELIMINARY

2. In these Articles:—

“The Act” means The Companies Act, 1948.

“The Seal” means the Common Seal of the Company.

“The Secretary” means any person appointed to perform the duties of the Secretary of the Company.

“The United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

6. Subject to Preference shares may be issued on the terms are liable, to be redeemed by the Company before the date determined.

7. Subject to the rights attached to any Shares of that class whether or not the consent in writing of the holders of Shares of that class has been obtained, the Resolution passed at the meeting shall apply to the Shares of the class notwithstanding the provisions of these Articles which require the consent of the holders of Shares of the class in person or by proxy.

8. The rights of the class issued with preference shall be expressly provided by the instrument of issue and shall not be deemed to be varied by the instrument of issue ranking *pari passu* therewith.

9. Subject to shall be under the dispose of or grant terms, and in such n

10. The Commissions conferred less than one per cent. or the amount shall be disclosed in the rate of the commission of the price at which the bonds are issued or at the time of the sale.

5. Without prejudice to any special rights previously conferred on the holders of any existing Shares or class of Shares, any Share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by Extraordinary Resolution determine.

6. Subject to the provisions of Section 58 of the Act, any Preference shares may with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the Shares may by Special Resolution determine.

VARIATION OF RIGHTS

7. Subject to the provisions of Section 72 of the Act, the rights attached to any class of Shares for the time being issued may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the Shares of the class. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy two-thirds of the issued Shares of the class and that any holder of Shares of the class present in person or by proxy may demand a poll.

8. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

SHARES

9. Subject to the provisions of Article 46 hereof, 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.

10. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of the commission shall not exceed the rate of ten per cent. of the price at which the Shares in respect whereof the same is paid are issued or an amount equal to ten per cent. of such price

(as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other.

11. Except as required by law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or any interest in any fractional part of a Share or (except as only by these Articles or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

12. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one Certificate for all his Shares of any one class or several Certificates each for one or more of his Shares of such class upon payment of two shillings and sixpence for every Certificate after the first or such less sum as the Directors shall from time to time determine. Every Certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue more than one Certificate: and delivery of a Certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders.

13. If a Share Certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of one shilling or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

14. The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its Shares or those of its holding company, but nothing in this Regulation shall prohibit transactions mentioned in the proviso to Section 54 (1) of the Act.

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LIEN

15. The Company shall have a first and paramount lien on every 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 standing registered in the name of a single person 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 Regulation. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

16. The Company may sell, in such manner as the Directors think fit, any Shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the person entitled thereto by reason of his death or bankruptcy.

17. To give effect to any such sale the Directors may authorise some person to transfer the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

18. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the Shares at the date of the sale.

CALLS ON SHARES

19. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth

of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Shares. A call may be revoked or postponed as the Directors may determine.

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

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

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

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

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

25. The Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any Shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such a rate not exceeding (unless the Company in General Meeting shall otherwise direct) five per cent. per annum, as may be agreed upon between the Directors and the Member paying such sum in advance.

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TRANSFER OF SHARES

26. The transfer of any Share in the Company shall be in writing in the usual common form, but need not be under Seal and shall be signed 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. Shares of different classes shall not be transferred by the same instrument of transfer without the consent of the Directors. There shall be paid to the Company in respect of the registration of any transfer such fee not exceeding Two Shillings and Sixpence as the Directors deem fit, and there shall be paid to the Company in respect of the registration of any probate, letters of administration, marriage or death certificate, power of attorney, or other document relating to or affecting the title to any Share such fee not exceeding Two Shillings and Sixpence as the Directors may from time to time prescribe or require.

27. The Directors may refuse to register any transfer of Shares (a) where the Company has a lien on the Share, or (b) where the Board are of opinion that the transferee is not a desirable person to admit to Membership.

28. The instrument of transfer shall be lodged with the Company, accompanied by the Certificate of the Shares comprised therein and such evidence as the Directors may require to prove the title of the transferor, and thereupon, and upon payment of the proper fee, the transferee shall (subject to the right of the Directors to decline to register hereinbefore provided by Article 27 hereof) be registered as a Member in respect of such Share, and the instrument of transfer shall be retained by the Company. The Directors may waive the production of any Certificate upon evidence satisfactory to them of its loss or destruction. Notice of any refusal to register a transfer of any Shares, Debentures, or Debenture Stock shall be sent to the transferee within two months after the date on which the transfer was lodged with the Company.

29. The transfer books may be closed during such period or periods as the Directors may think fit, not exceeding in the whole thirty days in each year.

TRANSMISSION OF SHARES

30. In case of the death of a Member the survivor or survivors where the deceased was a joint holder, and the legal personal

representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the Shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any Share which had been jointly held by him with other persons.

31. Any person becoming entitled to a Share by reason of the death or bankruptcy of a Member may upon such evidence being produced as may from time to time be required by the Directors, elect either to be registered as a Member in respect of such Share, or to make such transfer of the Share as the deceased or bankrupt person could have made. If the person so becoming entitled shall elect to be registered himself he shall give to the Company a notice in writing signed by him that he so elects.

32. The Directors shall in the case of a notice or transfer under the provisions of the preceding Article hereof have the same right to refuse or suspend registration as they would have had if the death or bankruptcy of the Member concerned had not occurred and the notice of election or transfer were a transfer executed by that Member.

33. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive and may give a discharge for any dividends, bonuses or other moneys payable in respect of the Share, but he shall not be entitled in respect of the Share to receive notices of or to attend or vote at General Meetings of the Company or, save as aforesaid, to exercise in respect of the Share any of the rights or privileges of a Member until he shall have become a Member in respect thereof.

FORFEITURE OF SHARES

34. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

35. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited.

36. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

37. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

38. A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the Shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the Shares.

39. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. The Company may receive the consideration, if any, given for the Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of and he shall thereupon be registered as the holder of the Share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

40. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, whether on account of the nominal value of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

41. The Company may by Ordinary Resolution convert any paid-up Shares into Stock, and reconvert any Stock into paid-up Shares of any denomination.

42. The holders of Stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the Shares from which the Stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of Stock transferable, but so that such minimum shall not exceed the nominal amount of the Shares from which the Stock arose.

43. The holders of Stock shall, according to the amount of Stock held by them, have the same rights, privileges and advantages as regards dividends, voting at Meetings of the Company and other matters as if they held the Shares from which the Stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of Stock which would not, if existing in Shares, have conferred that privilege or advantage.

44. Such of the regulations of the Company as are applicable to paid-up Shares shall apply to Stock, and the words "Share" and "Shareholder" therein shall include "Stock" and "Stockholder".

ALTERATION OF CAPITAL

45. The Company may from time to time by Ordinary Resolution increase the Share Capital by such sum, to be divided into Shares of such amount, as the Resolution shall prescribe.

46. Subject to any direction to the contrary that may be given by the Resolution effecting the increase of capital, all new Shares shall, before issue, be offered to the Members of the Company in proportion, as nearly as the circumstances admit, to the existing Ordinary Shares held by them respectively. The offer shall be made by notice specifying the number of Shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and the offer shall in each case include a notification to the effect that any Member who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have, and if all the Members do not claim their proportions, the unclaimed Shares shall be used for satisfying the claims in excess. Any new Shares not accepted by the Member or some or one of them and any new Shares which (by reason of the ratio which the new Shares bear to the existing Shares) cannot, in the opinion of the Directors, be conveniently offered under this Article, may be disposed of by the Directors in such manner as they think most beneficial to the Company.

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47 The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original capital and, unless otherwise provided in accordance with these Articles, shall be issued as Ordinary Shares.

48. The Company may by Ordinary Resolution:—

- (A) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
- (B) sub-divide its existing Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 61 (1) (d) of the Act;
- (C) cancel any Shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person.

49. The Company may by Special Resolution reduce its Share Capital, any Capital Redemption Reserve Fund or any Share Premium Account in any manner and with, and subject to, any incident authorised, and consent required, by law.

GENERAL MEETINGS

50. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

51. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

52. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Directors.

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56. No business shall be transacted unless a quorum of the Board of Directors is present. The Board shall determine the quorum for its proceedings to business. The Members present at a meeting and holding the requisite percentage of the share capital shall be a quorum.

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55. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring

dividends, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors and Auditors in the place of those retiring, and the fixing of the remuneration of the Auditors.

56. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, two Members present in person or by proxy entitled to vote at such meeting and holding or representing by proxy not less than one half of the share capital of the Company for the time being issued shall be a quorum.

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

58. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the Meeting.

59. If at any Meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number to be Chairman of the Meeting.

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

61. 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:—

- (A) by the Chairman; or
- (B) by at least two Members present in person or by proxy; or
- (C) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or
- (D) by a Member or Members holding Shares in the Company conferring a right to vote at the Meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

62. If any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the 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 vitiate the resolution.

63. Except as provided in Article 65, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

64. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

65. A poll on a question of a resolution shall be demanded on the Chairman of the Meeting upon which a poll is pending the taking of the vote.

66. Subject to the provisions of this Article, any Member present at a Meeting shall have the right to demand a poll.

67. In the case of a poll, the Chairman of the Meeting shall, in the absence of a declaration of the result of the poll, have the right to declare the result of the poll.

68. A Member of the Company who is a receiver, curator, receiver or curator of the property of the Company, or a member of a committee, shall not be entitled to vote by proxy.

69. No Member shall be entitled to vote at a Meeting unless he is a Member at the time of the Meeting in respect of Shares.

70. No objection shall be raised by any voter except at the Meeting at which the resolution is objected to is given, and such Meeting shall be held in due time and whose decision shall be final.

71. On a poll, the Chairman of the Meeting shall have the right to declare the result of the poll.

72. The Chairman of the Meeting shall, in the absence of a declaration of the result of the poll, have the right to declare the result of the poll.

65. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

66. Subject to any rights or restrictions for the time being attached to any class or classes of Shares, on a show of hands every Member present in person shall have one vote, and on a poll every Member shall have one vote for each Share of which he is the holder.

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

68. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his committee, receiver, *curator bonis* or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy.

69. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid.

70. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.

71. On a poll votes may be given either personally or by proxy.

72. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal,

or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company and any Member may appoint more than one proxy to attend on the same occasion.

73. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

74. An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances admit:—

“WILMOT BREEDEN (TRUFLO) LIMITED

“I/We
 “of
 “in the County of
 “being a Member/Members of the above-named Company,
 “hereby appoint
 “of
 “or, failing him
 “of
 “as my/our proxy to vote for me/us on my/our behalf at the
 “(Annual or Extraordinary, as the case may be) General
 “Meeting of the Company to be held on the day of
 “ 19 and at any adjournment
 “thereof.
 “Signed this day of , 19 .”

75. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:—

“I/We
 “of
 “in the County
 “being a Member
 “hereby appoint
 “of
 “or failing him
 “or
 “as my/our proxy
 “(Annual or
 “Meeting of the
 “day of
 “at any adjournment

“Signed
 “This for

“Unless
 “he thinks fit.
 “Strike out

76. The instrument
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77. A vote given
 of proxy shall be
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 at the office before the
 Meeting at which the

CORPORATION

78. Any corporation
 may by resolution of
 such person as it thinks
 Meeting of the Company

"WILMOT BREEDEN (TRUFLO) LIMITED

"I/We
 "of
 "in the County of
 "being a Member/Members of the above-named Company,
 "hereby appoint
 "of
 "or failing him
 "of
 "as my/our proxy to vote for me/us on my/our behalf at the
 "(Annual or Extraordinary, as the case may be) General
 "Meeting of the Company to be held on the
 "day of 19 and
 "at any adjournment thereof."

"Signed this day of , 19 .
 "This form is to be used "in favour of the resolution.
against

"Unless otherwise instructed, the proxy will vote as
 "he thinks fit.

"Strike out whichever is not desired."

76. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES
 AT MEETINGS

78. Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members of the Company,

and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

DIRECTORS

79. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than ten.

80. The following persons are the Directors of the Company at the date of the adoption of these Articles, DAVID LUCAS BREEDEN and MILES LUCAS BREEDEN.

81. (1) A Director may from time to time appoint any other Director or (subject to the approval of the Directors) any other person to be an alternate Director and such appointment shall have effect; and such appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors, and, in the absence of the Director whom he represents, to attend and vote thereat as an alternate Director. An alternate Director shall not require any share qualification and he may at any time be removed from such office by the Director by whom he was appointed and shall *ipso facto* vacate such office on the Director by whom he was appointed ceasing to hold office as a Director. Any appointment or removal under this Article shall be effected by notice in writing to the Company under the hand of the Director whom the alternate Director is to represent or represents. An alternate Director present at a Meeting of the Directors in the absence of the Director whom he represents shall have one vote (in addition to his vote (if any) as a Director) and shall be reckoned in a quorum unless he is also a Director and has already been reckoned in the quorum as such Director. No person shall be appointed alternate Director for more than one Director.

(2) Every person acting as an alternate Director shall be an officer of the Company, and he shall not be deemed to be the agent of the Director whom he represents. An alternate Director shall not be entitled to any remuneration from the Company, but his remuneration (if any) shall be payable out of the remuneration payable to the Director whom he represents and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director whom he represents.

82. The time he determines remuneration shall be determined by the Directors may properly incurred of the Directors Meetings of the the Company.

83. Any Director who goes or resides abroad shall be paid such extra remuneration as may be determined otherwise as

84. A Director shall be entitled to

85. A Director or other officer of the Company may be appointed by the Company as a shareholder or as a director of the Company to the Company as a Director of the Company him as a Director of the Company company unless he is a director of the company may also exercise any other company in all respects in favour of any to be directors providing for the of such other in favour of the notwithstanding or officer of the manner, is or rights in manner

86. The Company may borrow money on property and Debentures, or as security or of any third

82. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

83. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

84. A Director shall not be required to hold any share qualification.

85. A Director of the Company may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise direct. The Directors may also exercise the voting powers conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company. Any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a Director or officer of such other company and as such, or in any other manner, is or may be interested in the exercise of such voting rights in manner aforesaid.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

87. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any Regulations of these Articles, to the provisions of the Act, and to such Regulations, being not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the Company in General Meeting; but no Regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that Regulation had not been made.

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

89. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

90. The Company may exercise the powers conferred upon the Company by Sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Directors may (subject to the provisions of those Sections) make and vary such regulations as they may think fit respecting the keeping of any such Register.

91. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act.

(2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote

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shall not be counted, nor shall he be counted in the quorum present at the Meeting, but neither of these prohibitions shall apply to:—

- (A) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (B) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (C) any contract by a Director to subscribe for or underwrite Shares or Debentures of the Company; or
- (D) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of Shares or other securities;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

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

(4) A Director, notwithstanding his interest or anything contained in Article 91 (2), may be counted in the quorum present at any Meeting whereat he or any other Director is appointed to

hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

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

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

93. The Directors shall cause minutes to be made in books provided for the purpose:—

- (A) of all appointments of officers made by the Directors;
- (B) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
- (C) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of Committees of Directors.

94. The Directors shall cause to be kept the register of the Directors' holdings of Shares and Debentures of the Company and of its subsidiary companies, if any, required by Section 195 of the Act, and shall render the same available for inspection during the period and by the persons prescribed, and produce the same at every Annual General Meeting as required by that Section.

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

DISQUAL

96. The office of

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- (B) becomes in position with
- (C) becomes in any order
- (D) becomes of
- (E) resigns his
- (F) shall for m permission Directors

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97. Subject to the General Meeting of Directors for the time being a multiple of three, from office. Provided always that time salaried employee while so employed or be taken into account retirement of Directors to retire.

98. Subject to to retire in every year office since their last Directors on the same agree among themselves

99. A retiring

100. The Company in manner aforesaid thereto, and in default for re-election be at Meeting it is expressed unless a resolution has been put to the Meeting

DISQUALIFICATION OF DIRECTORS

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

- (A) ceases to be a Director by virtue of Section 182 or 185 of the Act; or
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (C) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (D) becomes of unsound mind; or
- (E) resigns his office by notice in writing to the Company; or
- (F) shall for more than six months have been absent without permission of the Directors from Meetings of the Directors held during that period.

ROTATION OF DIRECTORS

97. Subject to the provisions of these Articles, at the Annual General Meeting of the Company in every year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

Provided always that a Director who is in the full-time salaried employment of the Company shall not while so employed be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire.

98. Subject to the provisions of these Articles, the Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

99. A retiring Director shall be eligible for re-election.

100. The Company at the Meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and lost.

The Common Seal of WILMOT BREEDEN (TRUFLO) LIMITED
was hereunto affixed in the presence of:

W. Breeden
Director Secretary

101. No person other than a Director retiring at the Meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless not less than three nor more than twenty-one days before the date appointed for the Meeting there shall have been left at the Registered Office of the Company notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

102. 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, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such Meeting.

103. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Regulations or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

104. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Regulation, and without prejudice to the powers of the Directors under Regulation 102 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

105. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings, as they think fit. Questions arising at any 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.

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106. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Directors for the time being absent from the United Kingdom.

107. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

108. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

109. The Directors may elect a Chairman of their Meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting.

110. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

111. A Committee may elect a Chairman of its Meetings; if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.

112. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

113. All acts done by any Meeting of the Directors or of a Committee of Directors, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person

by the Directors by Resolution in writing passed at a meeting of the Directors and signed by the Chairman thereof.

- (B) He shall not be subject to retirement by rotation, and his appointment shall (without prejudice to the right of the Directors to remove or dismiss him at any time) be deemed to be without limitation as to the period during which he is to hold office, unless the Directors shall on making his appointment otherwise determine.
- (C) His remuneration shall from time to time be fixed by the Directors and may be by way of salary or commission or participation in profits or by all or any of these modes.
- (D) He shall not be required to hold any Shares in the Company by way of qualification.
- (E) He shall not be deemed to be a Member of the Board of Directors of the Company.

SECRETARY

119. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

120. No person shall be appointed or hold office as Secretary who is:—

- (A) the sole Director of the Company; or
- (B) a corporation, the sole Director of which is the sole Director of the Company; or
- (C) the sole Director of a corporation which is the sole Director of the Company.

121. A provision of the Act or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

122. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

DIVIDENDS AND RESERVE

123. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

124. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company and may also pay the fixed dividends payable on any Preference Shares of the Company half-yearly or otherwise on fixed dates, whenever the position of the Company, in the opinion of the Directors, justifies that course.

125. No dividend shall be paid otherwise than out of profits.

126. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

127. The Directors shall transfer to share premium account as required by Section 56 of the Act sums equal to the amount or value of any premiums at which Shares of the Company may be issued, and, subject to the provisions of the said Section, the provisions of these presents relating to reserves shall be applicable to the sums for the time being standing to the credit of share premium account.

128. Sums with special and paid account Shares in respect of or credited to for the purpose of dividends shall amounts paid or portions, but if any Share dividend as to accordingly.

129. The Company may pay to any Member or to him to the credit of the Share

130. The Directors may direct by the distribution of Shares, Debts, in any one to such reserves distribution and in part for distribution determine the footing parties, and expedient to

131. The Directors in respect of the post dividend case of joint holders such person in writing payable to two or more dividends held by the

128. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Regulation as paid on the Share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Share shall rank for dividend accordingly.

129. The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.

130. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up Shares, Debentures or Debenture Stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

131. Any dividend, interest or other moneys payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the Shares held by them as joint holders.

132. No dividend shall bear interest against the Company.

ACCOUNTS

133. The Directors shall cause proper books of account to be kept with respect to:--

- (A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
- (B) all sales and purchases of goods by the Company; and
- (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

134. The books of account shall be kept at the registered office of the Company, or, subject to Section 147 (3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

135. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

136. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group account (if any) and reports as are referred to in those sections.

137. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report shall, not less than twenty-one days before the date of the Meeting, be sent to every Member of, and every holder of Debentures of, the Company. Provided that this Article shall

not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures.

CAPITALISATION OF PROFITS

138. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment of the fixed dividends on any Preference Shares of the Company and accordingly that such sum be set free for distribution amongst the Members or any class of Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by any such Members respectively or paying up in full unissued Shares or Debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution:

Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this Regulation, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.

139. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or Debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of Shares or Debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or Debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective

proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

AUDIT

140. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

141. A notice may be given by the Company to any Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

142. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.

143. A notice may be given by the Company to the persons entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

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144. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:—

(A) every Member entitled to receive notice thereof except such as (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(B) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

WINDING UP

145. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act or by these presents, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.

INDEMNITY

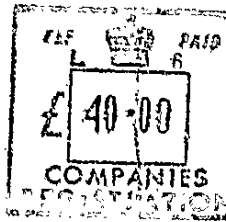
146. Every Director, Managing Director, Agent, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 443 of the Act in which relief is granted to him by the court.

Number of
Company

341757



The Companies Acts 1948 to 1967



COMPANY LIMITED BY SHARES

Special Resolution

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

OF

WILMOT BREEDEN (TRUFLO)

LIMITED

Passed 9th September, 1974.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at
Westwood Road, Witton, Birmingham 6

on the 9th day of September, 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz.:

RESOLUTION

That the name of the Company be changed to TRUFLO LIMITED

Signature

(A.E.L. OLPHIN)
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).

30/9/74



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 341757

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I hereby certify that

WILMOT FREEDEN (TRUFLO) LIMITED

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

TRUFLO LIMITED

Given under my hand at London the **2ND OCTOBER 1974**

N Taylor

N. TAYLOR

Assistant Registrar of Companies

COMPANY OF SHARES

Memorandum of Association
OF
TRUFLO LIMITED

1. The Name of the Company is "TRUFLO 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 trades or business of Makers, Manufacturers, Factors and Merchants of Metal Goods, Stampers, Piercers, Die-sinkers, Tool Makers, Art and General Metal Workers, Spinners, Metal Casters and any other work upon metal of any description, and other work with the aforesaid trades or any of them.
 - (B) To carry on all or any of the following businesses namely: Mechanical, Electrical and General Engineers, Japanners, Annealers, Enamellers and Electro-platers.
 - (C) To carry on business as Manufacturers, Merchants and Dealers of and in Motor Cars, Cycles and other Motor Vehicles of every description, Side-cars, Pedal and other Cycles, Motor and Cycle Machinery and Accessories of all descriptions, Aeroplanes and Accessories in connection therewith, Gramophones, Electric Light Fittings, Lamps and Lighting and Illuminating Apparatus, Motor Clothing and Personal Requirements of Motor Drivers.
 - (D) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

Director

Secretary

* By Special Resolution passed the 9th September 1974 the name of the Company was changed from WILMOT BRUDDEN (TRUFLO) LIMITED to TRUFLO LIMITED.

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- (E) 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.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove and 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 and to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same and join with others in so doing.
- (G) 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.
- (H) 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.

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.

- (J) 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.
- (K) 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 of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) 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.
- (LL) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (M) 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.
- (N) To sue 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.

- (o) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, 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, company, firm, 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.
- (p) 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.
- (q) 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.
- (r) 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.
- (s) 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.
- (t) To enter into any profit-sharing scheme with employes, and 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 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

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persons; to make payments towards insurance; to form or contribute or subscribe to superannuation and pension funds or schemes for the benefit of any such persons, or of their wives, children or other relatives or dependents; 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.

- (u) 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.
- (v) 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.
- (w) 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.
- (x) To adopt any such means of making known the business of the Company as may be expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

persons; to make payments towards insurance; to form or contribute or subscribe to superannuation and pension funds or schemes for the benefit of any such persons, or of their wives, children or other relatives or dependents; 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.

- (u) 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.
- (v) 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.
- (w) 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.
- (x) To adopt any such means of making known the business of the Company as may be expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

(Z) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.

(AA) 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 Fifty Thousand Pounds, divided into 200,000 shares of 25p. each.

Deloitte
Haskins + Sells

Chartered Accountants

34175 / 1

Edmund House
12-22 Newhall Street
Birmingham B3 3DX
Telephone 021 2309898
Telex 337839

your ref:

our ref: DFP

11th December 1980

T. Willis Esq.,
Truflo Limited,
Westwood Road,
Birmingham,
B6 7JF.

Dear Sir,

We shall be grateful if you will please take this letter as formal notification of our resignation as auditors to the company with effect from 12th December 1980.

We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully,

Deloitte Haskins + Sells.



NO: 341757 / 119

24/1 3/21

THE COMPANIES ACT 1948 to 1980

TRUFLO LIMITED

ORDINARY RESOLUTION

Passed the 10th day of December 1980

At an Extraordinary General Meeting of the Company held on the 10th day of December 1980 the following Resolution was duly passed as an ORDINARY RESOLUTION :-

"That the Share Capital of the Company be increased to £1,650,000 by the creation of a further 6,400,000 Ordinary Shares of 25p each to rank pari passu with the existing Ordinary Shares of the Company".

M. S. M. S. M.

CHAIRMAN



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 black 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

120

341757

Name of Company

TRUELO

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] resolution of the company dated 10th December 1980

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 1,600,000 beyond the registered capital of £ 50,000A 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
6,400,000	Ordinary	25p

(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:The new shares will rank pari passu with the
existing Ordinary Shares of the CompanyPlease tick here if
continued overleaf+delete as
appropriateSigned M. H. W. L. A. [Director] [Secretary] DatePresenter's name, address and
reference (if any):LOVELL, WHITE & KING,
21, HOLBORN VIADUCT,
LONDON EC1A 2DY.

6/GFP

For official use
General section

Post room



Company No.

341757

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The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TRUFLO LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday 17th December the following Resolutions were duly passed as Special Resolutions of the Company.

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £1,650,000 to £1,716,000 by the creation of 6,600,000 Ordinary Shares of 1p each.
2. That forthwith upon the allotment of the Ordinary Shares of 1p each pursuant to Resolution 3 each of the Ordinary Shares of 25p each in the capital of the Company be converted into one Deferred Share of 25p having the rights and being subject to the restrictions attached thereto by the Articles of Association of the Company as adopted by Resolution 4.
3. That the sum of £66,000 being part of the amount standing to the credit of the Reserves in the books of the Company be and is hereby set free for distribution amongst the holders of the Ordinary Shares of 25p each on the Register of Members immediately prior to the Extraordinary General Meeting on condition that the same be not paid in cash but be and is hereby applied on their behalf in paying up in full at par

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6,600,000 Ordinary Shares of 1p each in the capital of the Company and that such Ordinary Shares be and are hereby allotted and distributed credited as fully paid up to and amongst the said holders in the proportions of one new Ordinary Share of 1p each for every one Ordinary Share of 25p each (to be converted into one Deferred Share of £1 each) held by them immediately prior to the passing of the Resolution at the Extraordinary General Meeting.

4. That the regulations contained in the document produced to the Meeting and for the purpose of identification a copy of which has been subscribed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.



Chairman of the Meeting

Certificate No. 341757

The Companies Acts 1948 to 1967 80

COMPANY LIMITED BY SHARES

NEW

Articles

of

Association

(Adopted by Special Resolution passed 17th December

19 80

of

TRUFLO LIMITED

Incorporated 24th June 1938



EVERSHED & TOMKINSON,
Solicitors,
BIRMINGHAM B3 3LX.

The Companies Acts 1929

and

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed 17th December 1980)

of

TRUFLO LIMITED

-
1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 and by the Companies Act 1976 and by the Companies Act 1980 (hereinafter referred to as "Part I of Table A") together with regulation 2 in Part II of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 and by the Companies Act 1976 and by the Companies Act 1980 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
 2. Regulations 24, 53, 62, 77, 79, 87 to 95 inclusive, 99 and 113 of Part I of Table A and regulations 1, 3 4 and 5 of Part II of Table A shall not apply to the Company.
 3. In these Articles the expression "the Controlling Company" means Westpark Limited (1516704).

SHARES

4. The authorised share capital at the date hereof is £1,716,000 divided into 6,600,000 Ordinary Shares of 1p each and 6,600,000 Deferred Shares of 25p each. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Shares are as follows:-

- (i) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid upon the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.
- (ii) As regards capital on the return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied in paying to the holders of the Ordinary Shares the sum of 1 pence per share and to the holders of the Deferred Shares the sum of 25p per share and the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid upon the Ordinary Shares held by them respectively.
- (iii) As regards voting the Deferred Shares shall not confer on the holders thereof any right to receive notice of or to attend and or vote either in person or by proxy at any general meeting of the Company.

5. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

LIEN

6. In regulation II of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION

7. Where any member being a Director of the Company shall cease from any cause to be a Director any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred to such person who is eligible to hold the shares as the Directors request, and any payment therefor shall be at the absolute and unfettered discretion of the Directors. Unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
8. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 7 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but save as aforesaid two members present in person or by proxy or representatives shall be a quorum.
10. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

VOTES OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by representative or proxy not being himself a member shall have one vote and on a poll, every member shall have one vote for each share of which he is the holder.

BORROWING POWERS

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

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-
 - 13.1 Any person who is a director of the Controlling Company for so long only as such person is a Director of the Controlling Company, and
 - 13.2 Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board.

The certificate of the Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph 13.2 of this Article.

14. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.

15. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 13 hereof to be a Director of the Company and to remove any Director of the Company from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
16. The Directors shall have power at any time and from time to time to appoint any person eligible under Article 13 hereof to be a Director either to fill casual vacancy or as an addition to the existing Directors.
17. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
18. Any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

POWER AND DUTIES OF DIRECTORS

19. 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. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall be forthwith vacated:-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
 - (3) If he becomes of unsound mind.
 - (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
 - (5) If he is prohibited from being a Director by any Order made under Section 188 of the Act, under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976.
 - (6) If he is removed from office under Article 15.
 - (7) If he ceases to be eligible under Article 13.

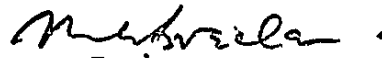
PROCEEDINGS OF DIRECTORS

21. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a Director of the Controlling Company.
22. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company.

SEAL

23. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by the Secretary of the Controlling Company.

These are the Articles of Association referred to in a Special Resolution passed at an Extraordinary General Meeting of the Company duly convened and held on 17th December 1980.



Chairman of the Meeting

No. of Company.....341757

123

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

TRUFLO

Insert name
of Company;
delete "Limited"
if not applicable

†State whether
Ordinary or
Extraordinary
or Special
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,
that by a Special Resolution of the Company dated the
17th day of December 19 80 the nominal capital of the
Company has been increased by the addition thereto of the sum of £ 66,000
beyond the registered capital of £ 1,650,000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
6,600,000	Ordinary	1p

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:—

If any of the new
shares are
Preference Shares
state whether they
are redeemable or
not. If this space is
insufficient the
conditions should
be set out
separately by way
of annexure.

Income - to be distributed amongst holders of Ordinary Shares in
proportion to amount paid upon the Ordinary shares held
by them.
Capital - 1p per share and balance of assets in proportion to amounts
paid upon Ordinary Shares
Voting - On show of hands one vote; on poll one vote per share

Signature

State whether Director } DIRECTOR
or Secretary }Dated the 17th day of December 1980

Presenter's Reference.....MNP/11

Presented by

Evershed & Tomkinson

10 Newhall Street,

Birmingham B3 3LX



(see notes overleaf)



Certificate No.

341757

134

The Companies Acts 1948 to 1978 80

COMPANY LIMITED BY SHARES

Memorandum

(Amended by Special Resolution passed
(Amended by Special Resolution passed

23rd May
20th August

19 62
1964)

and

NEW

Articles of Association

(Adopted by Special Resolution passed

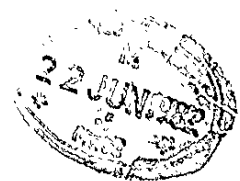
17th December 19 80

of

TRUFLO LIMITED

Incorporated

24th June 1938



EVERSHED & TOMKINSON,
Solicitors,
BIRMINGHAM B3 3IX.

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 341757

I hereby certify that

WILMOT BREEDEN (TRUFLO) LIMITED

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

TRUFLO LIMITED

Given under my hand at London the 3rd OCTOBER 1974

N. TAYLOR

Assistant Registrar of Companies

No. 341757



Certificate of Incorporation on Change of Name

Whereas J. G. WOOD, LIMITED was incorporated as a limited company under the Companies Act, 1929, on the twenty-fourth day of June, 1938

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 WILMOT BREEDEN (TRUFLO) LIMITED

GIVEN under my hand at London, this fourteenth day of June
One thousand nine hundred and sixty-two.

W. B. LANGFORD,
Registrar of Companies.

No. 341757

CERTIFICATE OF INCORPORATION

I Hereby Certify that

J.G. WOOD LIMITED

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

Given under my hand at London this Twenty Fourth day of June
One Thousand Nine Hundred and Thirty Eight.

Registrar of Companies

Number of Company: 341757

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

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

of

WILMOT BREEDEN (TRUFLO) LIMITED

Passed 9th September, 1974

At an Extraordinary General Meeting of the above named Company, duly convened, and held at Westwood Road, Witton, Birmingham 6 on the 9th day of September, 1974, the subjoined SPECIAL RESOLUTION was duly passed, viz:

RESOLUTION

That the name of the Company be changed to

TRUFLO LIMITED

A.E.L. OLPHIN

Secretary

THE COMPANIES ACTS, 1929 to 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TRUFLO LIMITED

(As amended by Special Resolution passed 23rd May, 1962)

1. The Name of the Company is "TRUFLO 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 trades or business ^{same} of ~~Makers~~, Manufacturers, Factors and Merchants of Metal Goods, Stampers, Piercers, Die-sinkers, Tool Makers, Art and General Metal Workers, Spinners, Metal Casters and any other work upon metal of any description, and other work with the aforesaid trades or any of them.
 - (B) To carry on all or any of the following businesses namely: Mechanical, Electrical and General Engineers, Japanners, Annealers, Enamellers and Electro-platers.
 - (C) To carry on business as Manufacturers, Merchants and Dealers of and in Motor Cars, Cycles and other Motor Vehicles of every description, Side-cars, Pedal and other Cycles, Motor and Cycle Machinery and Accessories of all descriptions, Aeroplanes and Accessories in connection therewith, Gramophones, Electric Light Fittings, Lamps and Lighting and Illuminating Apparatus, Motor Clothing and Personal Requirements of Motor Drivers.
 - (D) 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 objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

* By Special Resolution passed the 23rd May, 1962, the name of the Company was changed from J. G. Wood Limited to Wilmot Breeden (Truflo) Limited and the change became effective on the 14th June, 1962.

* By Special Resolution passed the 9th September 1974 the name of the Company was changed from Wilmot Breeden (Truflo) Limited

- (E) 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 thing, 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.
- (F) To build, construct, maintain, alter, enlarge, pull down, and remove and 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 and to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same and join with others in so doing.
- (G) 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.
- (H) 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.

- (I) 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.
- (J) 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.
- (K) 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 of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (L) 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.
- * (LL) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (M) 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.
- (N) 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.

- (o) To enter into any arrangements with any Governments or authorities (supreme, municipal local, or otherwise), or any companies, firms, 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, company, firm, 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.
- (p) 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.
- (q) 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.
- (r) 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.
- (s) 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.
- (t) To enter into any profit-sharing scheme with employes, and 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 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; to form or contribute or subscribe to superannuation and pension funds or schemes for the benefit of any such persons, or of their wives, children or other relatives or dependents; 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.

- (u) 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.
- (v) 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.
- (w) 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.
- (x) To adopt any such means of making known the business of the Company as may be expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards, and donations.
- (y) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

(z) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.

(AA) 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 Fifteen Thousand Pounds, divided into Fifteen Thousand Shares of One Pound each.

R. Breeden

* At the date of the passing of the Special Resolution amending this Memorandum of Association, the Share Capital of the Company was £50,000 divided into 200,000 Ordinary Shares of 5/- each.

* By an Ordinary Resolution passed 10th December 1980 the share capital was increased to £1,650,000 by the creation of 6,400,000 Ordinary Shares of 25p each.

* By a Special Resolution passed 17th December 1980 the share capital was increased to £1,716,000 by the creation of 6,600,000 Ordinary Shares of 1p each.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

(Pursuant to the Companies Act, 1948, Sections 5, 10, 18 and 141)

OF

J. G. WOOD LIMITED

Passed the 23rd day of May, 1962

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Amington Road, Tyseley, Birmingham 25, on the 23rd day of May, 1962, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS

1. That the name of the Company be changed to "Wilmot Breedon (Trufla) Limited".
2. That the provisions of the Memorandum of Association of the Company be altered by the substitution for Clause 3 thereof of the new clause numbered 3 set out in the revised print of the Memorandum of Association of the Company submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof.
3. That the 25,000 Cumulative Preference Shares of £1 each which form part of the unissued share capital of the Company be converted and sub-divided into 100,000 Ordinary Shares of 5/- each.
4. That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of all existing Articles of Association thereof.

D. L. BREEDEN,
Chairman.

Presented to the Registrar of Companies on the 13th day of June, 1962.

No. 341757

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

WILMOT BREEDEN (TRUFLO)
LIMITED

(Passed on 20th August 1964)

At an Extraordinary General Meeting of Wilmot Breeden (Truflo) Limited duly convened and held at The Great Eastern Hotel, Liverpool Street, London, EC2 on the twentieth day of August 1964 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the provisions of Clause 3 of the Company's Memorandum of Association with respect of the objects of the Company be altered by the insertion between paragraphs (L) and (M) of the following new paragraph:-

"(LL) To guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.

Secretary

The Companies Act 1948

COMPANY LIMITED BY SHARES

RESOLUTIONS
(pursuant to Companies Act 1948, Section 141)

of

J. G. WOOD LIMITED

Passed 24th March 1949

At an Extraordinary General Meeting of J.G. Wood Limited held on the 24th day of March 1949, the subjoined Extraordinary and Ordinary Resolutions were duly passed:-

EXTRAORDINARY RESOLUTION

That the 8,000 issued Deferred Ordinary Shares in the capital of the Company being the shares numbered 1 to 8000, both inclusive, and also the 12,000 Preferred Ordinary Shares in the capital of the Company being the 9,112 issued shares number 1 to 9112, both inclusive, and also the 2,888 unissued shares shall all be converted into Ordinary Shares ranking pari passu in all respects. That each of the said 15,000 Ordinary Shares be sub-divided into 4 shares of 5/- each.

ORDINARY RESOLUTIONS

That the capital of the Company be increased to £50,000 by the creation of 40,000 shares of 5/- each which shall be Ordinary Shares ranking pari passu in all respects with the other Ordinary Shares in the Company and 25,000 shares of £1 each which shall be Preference Shares.

The said Preference Shares shall confer on the holders thereof the right to a fixed cumulative preferential dividend at the rate of 5 per cent per annum on the capital for the time being paid up on such shares and to rank in a winding up both as regards return of capital and dividend up to the commencement of the winding up (whether declared or not) in priority to the other shares and not to carry any further right to participate in profits or surplus assets.

J.G. Wood
CHAIRMAN

NO: 341757

THE COMPANIES ACT 1948 to 1980

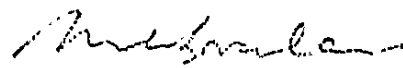
TRUFLO LIMITED

ORDINARY RESOLUTION

Passed the 10th day of December 1980

At an Extraordinary General Meeting of the Company held on the 10th day of December 1980 the following Resolution was duly passed as an ORDINARY RESOLUTION :-

"That the Share Capital of the Company be increased to £1,650,000 by the creation of a further 6,400,000 Ordinary Shares of 25p each to rank pari passu with the existing Ordinary Shares of the Company".


.....
CHAIRMAN

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TRUFLO LIMITED

AT an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday 17th December the following Resolutions were duly passed as Special Resolutions of the Company.

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £1,650,000 to £1,716,000 by the creation of 6,600,000 Ordinary Shares of 1p each.
2. That forthwith upon the allotment of the Ordinary Shares of 1p each pursuant to Resolution 1 each of the Ordinary Shares of 25p each in the capital of the Company be converted into one Deferred Share of 25p having the rights and being subject to the restrictions attached thereto by the Articles of Association of the Company as adopted by Resolution 4.
3. That the sum of £66,000 being part of the amount standing to the credit of the Reserves in the books of the Company be and is hereby set free for distribution amongst the holders of the Ordinary Shares of 25p each on the Register of Members immediately prior to the Extraordinary General Meeting on condition that the same be not paid in cash but be and is hereby applied on their behalf in paying up in full at par

6,600,000 Ordinary Shares of 1p each in the capital of the Company and that such Ordinary Shares be and are hereby allotted and distributed credited as fully paid up to and amongst the said holders in the proportions of one new Ordinary Share of 1p each for every one Ordinary Share of 25p each (to be converted into one Deferred Share of £1 each) held by them immediately prior to the passing of the Resolution at the Extraordinary General Meeting.

4. That the regulations contained in the document produced to the Meeting and for the purpose of identification a copy of which has been subscribed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

Chairman of the Meeting

The Companies Acts 1929

and

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed 17th December 1980)

of

TRUFLO LIMITED

-
1. The Articles hereinafter contained and, subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 and by the Companies Act 1976 and by the Companies Act 1980 (hereinafter referred to as "Part I of Table A") together with regulation 2 in Part II of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 and by the Companies Act 1976 and by the Companies Act 1980 (hereinafter referred to as "Part II of Table A") shall constitute the regulations of the Company.
 2. Regulations 24, 53, 62, 77, 79, 87 to 95 inclusive, 99 and 113 of Part I of Table A and regulations 1, 3 4 and 5 of Part II of Table A shall not apply to the Company.
 3. In these Articles the expression "the Controlling Company" means Westpark Limited (1516704).

SHARES

4. The authorised share capital at the date hereof is £1,716,000 divided into 6,600,000 Ordinary Shares of 1p each and 6,600,000 Deferred Shares of 25p each. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Shares are as follows:-

- (i) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid upon the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits.
 - (ii) As regards capital on the return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the Members shall be applied in paying to the holders of the Ordinary Shares the sum of 1 pence per share and to the holders of the Deferred Shares the sum of 25p per share and the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid upon the Ordinary Shares held by them respectively.
 - (iii) As regards voting the Deferred Shares shall not confer on the holder thereof any right to receive notice of or to attend and or vote either in person or by proxy at any general meeting of the Company.
5. No share shall be issued or transferred to or held by any person other than the Controlling Company or a director or an employee of the Controlling Company but subject thereto the shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

LIEN

6. In regulation II of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

TRANSFER AND TRANSMISSION

7. Where any member being a Director of the Company shall cease from any cause to be a Director any shares in the Company of any class held by him at the date he ceases to be a Director shall forthwith be transferred to such person who is eligible to hold the shares as the Directors request, and any payment therefor shall be at the absolute and unfettered discretion of the Directors. Unless such member or his personal representatives or other person entitled to execute a transfer thereof shall transfer such shares accordingly within fourteen days after the Directors shall have posted to him or them at such member's registered address a notice requesting such transfer, the Directors may appoint some person to execute an instrument of transfer of the shares held by such member.
8. The Directors may decline to register the transfer of any share other than a transfer which complies with Article 7 hereof and shall not be required or bound to state the reason for any refusal.

GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. One member holding not less than 50% of the issued share capital of the Company for the time being and present in person or by representative or proxy shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but save as aforesaid two members present in person or by proxy or representatives shall be a quorum.
10. Regulation 54 in Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

VOTES OF MEMBERS

11. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands, every member who (being an individual) is present in person or (being a corporate body) is present by representative or proxy not being himself a member shall have one vote and on a poll, every member shall have one vote for each share of which he is the holder.

BORROWING POWERS

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

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. The following persons only shall be eligible for appointment and for continuance in office as Directors, namely:-
- 13.1 Any person who is a director of the Controlling Company for so long only as such person is a Director of the Controlling Company, and
- 13.2 Any other person approved by the Board of Directors of the Controlling Company for so long only as such person is approved by such Board.

The certificate of the Secretary of the Controlling Company as to whether or not any person is approved by the Board of Directors of the Controlling Company shall be conclusive for all purposes under paragraph 13.2 of this Article.

14. A Director shall not be required to hold any share qualification but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company.

15. The Controlling Company shall have power at any time and from time to time by notice in writing to the Company to appoint any person eligible under Article 13 hereof to be a Director of the Company and to remove any Director of the Company from office but so that such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
16. The Directors shall have power at any time and from time to time to appoint any person eligible under Article 13 hereof to be a Director either to fill casual vacancy or as an addition to the existing Directors.
17. In addition and without prejudice to regulation 76 of Part I of Table A, any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
18. Any person may be appointed or elected as a Director whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

POWER AND DUTIES OF DIRECTORS

19. 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. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Part I of Table A, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall be forthwith vacated:-
 - (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he becomes bankrupt or insolvent or enters into any arrangement with his creditors.
 - (3) If he becomes of unsound mind.
 - (4) If he is removed from office by a resolution duly passed under Section 184 of the Act.
 - (5) If he is prohibited from being a Director by any Order made under Section 188 of the Act, under Section 28 of the Companies Act 1976 or under Section 9 of the Insolvency Act 1976.
 - (6) If he is removed from office under Article 15.
 - (7) If he ceases to be eligible under Article 13.

PROCEEDINGS OF DIRECTORS

21. The quorum necessary for the transaction of the business of the Directors shall be two of whom at least one shall be a Director of the Controlling Company.
22. The Directors shall not be liable to retirement by rotation and accordingly the second sentence of regulation 97 of Part I of Table A shall not apply to the Company.

SEAL

23. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by the Secretary of the Controlling Company.

These are the Articles of Association referred to in a Special Resolution passed at an Extraordinary General Meeting of the Company duly convened and held on 17th December 1980.

Chairman of the Meeting

Certificate No.

341757

The Companies Acts 1945 to 1980

COMPANY LIMITED BY SHARES

Memorandum

(Amended by Special Resolution
passed 23rd May 1962)
(Amended by Special Resolution passed
20th August 1964) and

NEW

Articles of Association

(Adopted by Special Resolution
passed 17th December 1980)

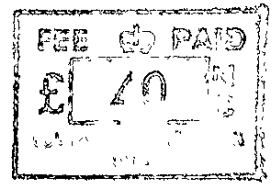
of

TRUFLO LIMITED

Incorporated

24th June 1938

Company Number: 341757



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

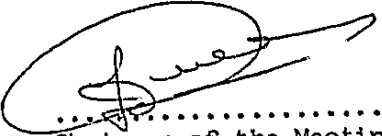
of

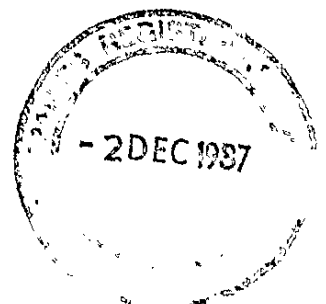
TRUFLO LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 25th November 1987 the following Resolution was passed as a Special Resolution of the Company:-

RESOLUTION

That the name of the Company be changed to Drumowen (1988) Limited


.....
Chairman of the Meeting



Bd/S.
f140

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 341757

I hereby certify that

TRUFLO LIMITED

having by special resolution changed its name.

is now incorporated under the name of

DRUMOWEN (1988) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 JANUARY 1988

P. N. Rowley
MRS P.A. ROWLEY

an authorised officer

Company Number:

341757

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

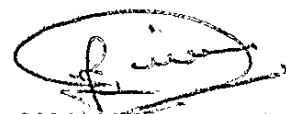
of

DRUMOWEN (1988) LIMITED

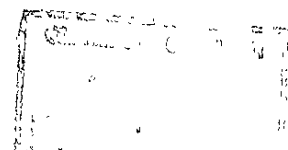
At an Extraordinary General Meeting of the above named Company convened and held on 11th February 1988 the following Resolution passed as an Ordinary Resolution of the Company:-

RESOLUTION

That out of the retained profits which at 1st March 1983 were available for distribution the Company pay a dividend to its shareholders totalling £100,000, such dividend to be as at the said 1st March 1983 and that accounts of the Company be amended as appropriate and laid before the Company in general meeting covering the financial periods ended on 31st December of 1983 to 1986 inclusive.



.....
Chairman of the Meet.



G

COMPANIES FORM No. 225(2)

225(2)**Notice of new accounting
reference date given after the
end of an accounting reference
period by an holding or subsidiary
company or by a company subject
to an administration order**Please do not
write in this
marginPursuant to section 225(2) of the Companies Act 1985
as amended by Schedule 13 to the Insolvency Act 1986Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

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

341757

Name of company

*Insert full name
of company

* DRUMOWEN (1988) LIMITED

NotePlease read notes
1 to 5 overleaf
before completing
this formgives 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

Day Month

3 0 0 6

†Delete as
appropriateThe previous 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 0 0 6 1 9 8 9

If neither of these
statements can be
completed, the
notice cannot be
givenIf this notice is given by a company which is a subsidiary or holding company but which is not subject
to an administration order, the following statement should be completed:The company is a [subsidiary] [holding company]† of The ANI Corporation (UK) PLC, company number 2231201the accounting reference date of which is 30th JuneIf this notice is being given by a company which is subject to an administration order, the following
statement should be completed:

An administration order was made in relation to the company on _____

and is still in force.

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

Signed

Designation† Co. Sec.

Date 21.4.89

Present to name, address and
reference (if any):Mr. C.H. Downton
Aurora plc
Aurora House
61 Manchester Road
Sheffield S10 5DYFor official use
General Section

Post room

25 MAY 1989

Coopers
& Lybrand
Deloitte

IF FIVE
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The Secretary
Drumowen (1988) Limited
Aurora House
61 Manchester Road
Sheffield
S10 5DY

8 May 1990

Dear Sir

Drumowen (1988) Limited

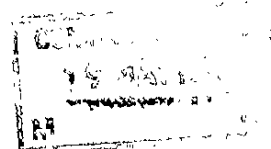
In confirmation of our discussions with Mr T Dunlevy, we hereby give notice that we tender our resignation as auditors of the above company.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation that we consider should be brought to the notice of the members or creditors of the above company.

We enclose a signed copy of this letter so that you may send it to the registrar of companies.

Yours faithfully

Coopers & Lybrand Deloitte



Ernst & Young

341757

April 2, 1991
C.A. ref. AN/MB

Chartered Accountants
Taibor Chambers
2-6 North Church Street
Shelley's S1 2PH
Telephone 0742 752929
Telex 885234
Fax 0742 754572

The Directors
Drumowen (1988) Limited ("The Company")
Westwood Road
Birmingham
B6 7JF

Dear Sirs

We refer to the agreement (the "Agreement") dated March 6, 1991 between (1) Samuel Osborn & Co Limited (2) Charles Baynes plc and (3) Aurora plc relating to the acquisition by Charles Baynes plc of the whole issued share capital of Westpark Limited. Terms defined in the agreement shall have the same meaning when used in this letter.

We hereby resign as auditors of the Company with effect from the date that the net asset value is agreed or determined pursuant to Clause 5 of the agreement and confirm that we have no claim against the Company for compensation for loss of office, professional fees or otherwise.

We confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully

Ernst & Young



G

COMPANIES FORM No. 225(1)

225(1)

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

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

341757

Name of company

*Insert full name of company.

• DRUMOWEN (1988) LIMITED

Note

Details of day and month in 2, 3 and 4 should be the same.

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

†Delete as appropriate.

2. 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

Day Month

3	1	1	2
---	---	---	---

3. The current accounting reference period of the company is to be treated as ~~extended~~ [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	9	1
---	---	---	---	---	---	---	---

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~person~~† undertaking of Charles Baynes plc

_____, company number 164822
the accounting reference date of which is 31st December.

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

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

G. Signed

Designation†

Secretary

Date

11.11.91

Presenter's name, address, telephone number and reference (if any):
Ashurst Morris Crisp
Broadwalk House
5 Appold Street
LONDON EC2A 2HA

For official use
D.E.B.

Post room

26 Nov 1991

Ref: DGE

DRUMOWEN (1988) LIMITED
Registered No: 41757

THE COMPANIES ACT 1985

Copy resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at 58 Coombe Road, New Malden, Surrey on 20th January 1992 at 2.15 pm.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,650,000 to £2,500,000 by the creation of an additional 3,400,000 new deferred ordinary shares of 25p each in the capital of the Company.

2. THAT

(a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the date of the next annual general meeting or on 31 March 1992, whichever is the earlier, all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £850,000;

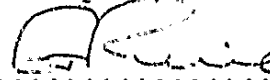
(b) by such authority the Directors may during such period allot the securities for a cash or for a non-cash consideration up to an aggregate nominal amount of £850,000 as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment;

(c) by such authority and power the Directors may during such period make offers or agreements which would or might require the making of allotments after the expiry of such period;

(d) for the purpose of this Resolution words and expressions defined in or for the purpose of Part IV of the Companies Act 1985 shall bear the same meanings herein.

SPECIAL RESOLUTION

THAT the name of the Company be changed to Technical Components (Aerospace) Limited.


.....Secretary

Dated: 20th January 1992





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

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

341757

Name of company

• DRUMOWEN (1988) 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 January 1992 the nominal capital of the company has been
increased by £ 850,000 beyond the registered capital of £ 1,650,000

†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 (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:

Such new deferred ordinary shares to rank pari passu in all respects with the
existing Deferred ordinary shares of 25p each of the Company.

Please tick here if
continued overleaf

☐

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

Signed

[Signature]

Designation

Director

Date 20th January 1992

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

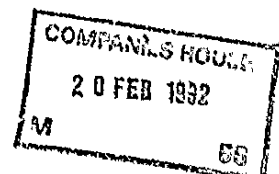
Mundays
Crown House
Church Road
Claygate
Esher, Surrey
KT10 0LE

Ref: DEBW/lc/Baynes

For official use

General section

Post room



The Solicitors Law Stationery Society Ltd., Oney House, 27 Criniscott Street, London SE1 5TS.

Companies G123

1987 Edition
090 F17244
6017167

DRUMOWEN (1988) LIMITED
Registered No: 341757



THE COMPANIES ACT 1985

Copy resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at 58 Coombe Road, New Malden, Surrey on 20th January 1992 at 2.15 pm.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,650,000 to £2,500,000 by the creation of an additional 3,400,000 new deferred ordinary shares of 25p each in the capital of the Company.

2. THAT

(a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the date of the next annual general meeting or on 31 March 1992, whichever is the earlier, all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £850,000;

(b) by such authority the Directors may during such period allot the securities for a cash or for a non-cash consideration up to an aggregate nominal amount of £850,000 as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment;

(c) by such authority and power the Directors may during such period make offers or agreements which would or might require the making of allotments after the expiry of such period;

(d) for the purpose of this Resolution words and expressions defined in or for the purpose of Part IV of the Companies Act 1985 shall bear the same meanings herein.

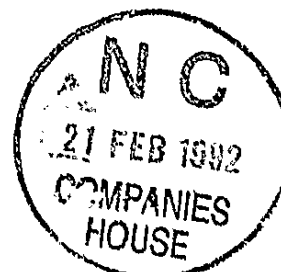
SPECIAL RESOLUTION

THAT the name of the Company be changed to Technical Components (Aerospace) Limited.


.....Secretary

Dated: 20th January 1992

CBPrec22



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 341757

I hereby certify that

DRUMOWEN (1988) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

TECHNICAL COMPONENTS (AEROSPACE) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4 MARCH 1992

P. Bevan
P. BEVAN

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

- OF -

TECHNICAL COMPONENTS (AEROSPACE) LIMITED
(formerly Drumowen (1988) Limited)
(Registered No. 341757)

passed on 12th MARCH 1992

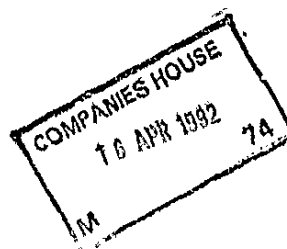
At the Annual General Meeting of the Company duly convened and held on
12th MARCH 1992 the following resolution was duly passed:

ELECTIVE RESOLUTION

It is hereby unanimously resolved as an elective resolution in accordance with
Section 379A of the Companies Act 1985 ("the Act") to elect:

- (i) to dispense with the laying of accounts and reports before the
company in general meeting pursuant to Section 252 of the Act;
- (ii) to dispense with the holding of annual general meetings;
- (iii) to dispense with the obligation to appoint auditors annually.

B. G. Williams
.....
Chairman



AA130

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

TECHNICAL COMPONENTS (AEROSPACE) LIMITED
(formerly Drumowen (1988) Limited)
(Registered No. 341757)

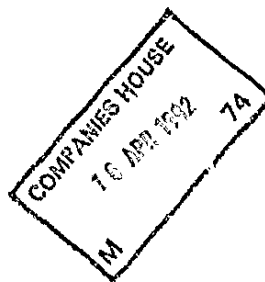
passed on 12TH MARCH 1992

At the Annual General Meeting of the Company duly convened and held on
12TH MARCH 1992 the following resolution was duly passed as a Special
Resolution:

SPECIAL RESOLUTION

THAT Articles of Association in the form produced to the Meeting and, for the purposes of identification initialled by the Chairman thereof, be and they are hereby adopted as the New Articles of Association in the Company in substitution for and to the exclusion of the existing Articles of Association.

.....
Chairman



AA111

THE COMPANIES ACT 1985

Scullin

COMPANY LIMITED BY SHARES

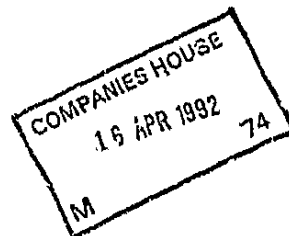
ARTICLES OF ASSOCIATION

- OF -

TECHNICAL COMPONENTS (AEROSPACE) LIMITED
(formerly Drumowen (1988) Limited)
(Registered No. 341757)

(Adopted by Special Resolution passed
on 12TH MARCH 1992)

PRELIMINARY



1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985).

2. The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

SHARE CAPITAL

3. The share capital of the Company at the date of the adoption of these articles is £2,566,000 divided into 10,000,000 Deferred Ordinary shares of 25p each and 6,600,000 Ordinary Shares of 1p each.
4. Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

GENERAL MEETINGS

5. (1) In Regulation 38 of Table A, the following shall be substituted for the second paragraph:-

"The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors."

- (2) In Regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.
- (3) With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-
 - (i) in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;

(ii) in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of Regulation 53;

(iii) a proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

(4) In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

DIRECTORS

6. A Director shall be entitled to vote as a Director and be counted in the quorum in respect of any resolution concerning a matter in which he has directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.
7. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committee or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

APPOINTMENT AND RETIREMENT OF DIRECTORS

8. The holder or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors 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 on its behalf by one of its directors and shall take effect upon lodgement at the registered office of the Company, or such date later than such lodgement as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.

9. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

ROTATION OF DIRECTORS

10. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted; and in Regulation 79 of Table A the second and third sentence thereof shall be deleted.

PROCEEDINGS OF DIRECTORS

11. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

INDEMNITY

12. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application 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. No Director or other officer may be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by the Act. Regulation of Table A shall not apply to the Company.

INSURANCE

13. Without prejudice to the provisions of Regulation 87, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of which holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund; for the

purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989.

AA107

341737

Dated 20th January 1992 we hereby certify that
this document is a true
copy of the original.

Mundays

Mundays
Esher, Surrey.

9/4/92

(1) TECHNICAL COMPONENTS INDUSTRIES LIMITED

-and-

(2) DRUMOWEN (1988) LIMITED

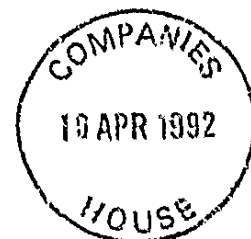
A G R E E M E N T

- relating to -

the sale and purchase of shares
in TKR International Limited
and Kent Aerospace Castings PLC

Mundays Solicitors
Crown House
Church Road
Claygate, Esher
Surrey KT10 0LP

Ref: DEBW/CBProc28



249-049-2

THIS AGREEMENT is made on 20th January 1992 BETWEEN:-

24 FLB

No. 201490

(1) TECHNICAL COMPONENT INDUSTRIES LIMITED (the "Vendor") registered in England and Wales (number 1949993) whose registered office is at 58 Coombe Road, New Malden, Surrey, KT3 4QW; and

(2) DRUMOWEA (1988) LIMITED (the "Purchaser") registered in England and Wales (number 341757) whose registered office is at 58 Coombe Road, New Malden, Surrey, KT3 4QW;

WHEREAS:-



The Vendor has agreed to sell and the Purchaser has agreed to purchase 13,250 £1 ordinary shares ("TKR Shares") in TKR International Limited ("TKR") comprising its entire issued share capital and 1,000,000 10p ordinary shares ("KAC Shares") in Kent Aerospace Castings Limited ("KAC") comprising its entire issued share capital with effect from the 1st January 1992 (the "Effective Date").

NOW IT IS AGREED as follows:-

1 Agreement to sell the Shares

The Vendor shall sell as beneficial owner and the Purchaser shall purchase with effect from the Effective Date the TKR Shares and the KAC Shares free from all claims, charges, liens, equities and encumbrances and together with all rights and advantages now and hereafter attaching thereto.

2 Consideration

The consideration for the purchase of (1) the TKR Shares shall be the issue by the Purchaser to the Vendor of 1,096,533 deferred ordinary shares of 25p each in the capital of the Purchaser and (2) for the KAC Shares shall be the issue by the Purchaser of 1,577,036 deferred ordinary shares of 25p each in the capital of the Purchaser (together called the "Consideration

Shares") and such shares are to rank pari passu with the existing deferred ordinary shares of the Purchaser free from all charges, liens, equities and encumbrances and together with all rights and advantages now and hereafter attaching thereto.

3 Completion

3.1 On the signing of this Agreement the Vendor shall deliver or cause to be delivered to the Purchaser such documents and shall do or cause to be done such acts or things as are necessary to vest the Shares in the Purchaser.

3.2 On the signing of this Agreement the Vendor shall deliver to or procure to be delivered to or hold or procure to be held to the order of the Purchaser:-

3.2.1 the certificates of incorporation, common seals, cheque books and statutory books of TKR and KAC;

3.2.2 all the financial and accounting books and records of TKR and KAC;

3.2.3 (if the Purchaser so requires) irrevocable powers of attorney (in such a form as it may reasonably require) executed by the Vendor in its favour to enable it to exercise all voting and other rights attaching to the TKR Shares and the KAC Shares with effect from the Effective Date and to appoint proxies for this purpose.

3.3 On the signing of this agreement, against compliance by the Vendor with the foregoing, the Purchaser shall allot the Consideration Shares to the Vendor and deliver duly executed share certificates therefor to the Vendor.

4 Other Provisions

4.1 Except as expressly provided for herein each of the parties acknowledges that it does not enter into this Agreement

in reliance on any warranties, representations or undertakings howsoever or to whomsoever made.

4.2 No variation of this Agreement shall be effective unless it is in writing and signed by or on behalf of each of the parties.

4.3 The Vendor shall use all reasonable endeavours to procure that any necessary third party shall execute such documents and do such acts and things as the Purchaser may reasonably require for the purpose of giving to such party the full benefit of all the provisions of this Agreement.

4.4 If any term or provision in this Agreement shall be held to be illegal or unenforceable, in whole or in part, under any enactment or rule of law, such term or provision shall to that extent be deemed not to form part of this Agreement but the enforceability of the remainder of this Agreement shall not be affected.

4.5 This Agreement shall be governed by and construed in accordance with English law and each of the parties irrevocably agree that the courts of England are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Agreement and that accordingly any suit, action or proceedings arising out of or in connection with this Agreement shall be brought in such courts.

4.6 Any notice, claim or demand requiring to be served under or in connection with this Agreement on any party hereto shall be in writing and shall be sufficiently given or served if delivered to its secretary at its registered office for the time being or to such other address as such party shall have previously notified in writing to the other party for the purpose. Any such notice shall be delivered by hand or cable, telegram, telex or facsimile transmission or sent by pre-paid first class post and if delivered by hand or sent by cable, telegram, telex or

facsimile shall conclusively be deemed to have been given or served at the time of despatch, and if sent by post shall conclusively be deemed to have been received 48 hours from the time of posting.

IN WITNESS whereof this Agreement has been duly executed the day and year first above written.

SIGNED by B.G. Melman
for and on behalf of
TECHNICAL COMPONENTS
INDUSTRIES LIMITED
in the presence of:-

E.F. Price
58 CHANCE ROAD
NEW MILDEN SURREY

E.F. Price

SIGNED BY J.A. Perkins
for and on behalf of
DRUMOWEN (1988) LIMITED
in the presence of:-

E.F. Price
58 CHANCE ROAD
NEW MILDEN
SURREY

J.A. Perkins