

THE COMPANIES ACT 1929
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CENTRAL GARAGE (SURREY) LIMITED

At an Extraordinary General Meeting of the Company held at Cobham on 7th May, 1975, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION of the Company:-

That the provisions of the Company's Memorandum of Association with respect to its objects be altered by deleting in Sub-clause (Y) of Clause 3 of the Memorandum in lines 4 and 5 "by, and act as bankers for" and inserting "and obligations of" so as to read "performance of contracts" and obligations of any person or company, where the so doing may seem advantageous....."


.....
Chairman.

8
ALLEN & OVERY
9 CHEAPSIDE LONDON EC2V 6AD



6/RES/A/mem
7.5.75

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

MEMORANDUM

(As amended by a Special Resolution
passed on 7th May, 1975)

and

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed
on 9th November, 1970)

of

CENTRAL GARAGE (SURREY) LIMITED

Incorporated the 6th day of March, 1940

J. A. Fisher of Messrs Allen & Overy of
9 Cheapside, London, EC2V 6AD, solicitors
to the Company, has initialled the alterations
within and his signature and initials appear
below.

Signature.....*J.A. Fisher*.....
Initials*J.A.F.*.....

Allen & Overy
9 Cheapside
London EC2V 6AD

(Cert of Incorp)

THE COMPANIES ACTS 1948 TO 1967

I hereby certify that CENTRAL GARAGE (SURREY) LIMITED

was incorporated under the Companies Act 1929

as a limited company on the 6th March 1940

Given under my hand at London the 21st October 1975

No. 359696

L.G. REARDON
Assistant Registrar of Companies

THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(as amended by a Special Resolution passed
on 7th May, 1975)

of

CENTRAL GARAGE (SURREY) LIMITED

1. The name of the Company is "CENTRAL GARAGE (SURREY) 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 the business of Garage Proprietor now carried on by Mr. Donald Wells Bawtree at Street Cobham, Cobham, Surrey under the style or firm of Central Garage, Street Cobham, Cobham aforesaid with all or any of the assets or liabilities held or incurred in connection with or relating to the said business.
 - (b) To acquire, construct, erect, equip, manage, provide, maintain and carry on at Street Cobham, Cobham aforesaid and elsewhere, as the Company may from time to time think fit, motor garages and motor coach stations with all usual or convenient buildings, petrol and oil pumps, plant, machinery, articles and things and also aerodromes, hangars, sheds, landing places, wharves, quays, garages and accommodation for all kinds of aerial, sea and land traffic, and also racing and testing grounds and waters, aeroplanes, boats, houses, docks, offices, slips and other accommodation for or in relation to any of the conveyances hereinafter mentioned.
 - (c) To carry on business as manufacturers of and dealers in motor cars, carriages, waggons and motor cycles and cycles and self-propelled vehicles and cycle goods of all kinds, baby carriages, perambulators, invalid chairs, ambulances and similar goods, motor, cycle and motor cycle agents, motor engineers, manufactuters of and dealers in iron, steel, tin, brass aluminium and other metals, boilers, engines, machines, tools, belts, ropes and cables, conveyors,

ropeways, railways and material handling plant generally, alloy makers, refiners and workers, joiners, carpenters, woodworkers, furniture and cabinet makers, wood and timber merchants, motor car and cab proprietors, jobmasters, mechanical, electrical and general engineers, oil and petrol and accessories merchants and dealers, builders, painters, decorators and contractors generally, upholsterers, carriers of passengers and goods, haulage and storage contractors, wharfingers and depository proprietors generally, rubber and chemical manufacturers, ironfounders, brass founders, steel makers, coach-builders, wheelwrights, blacksmiths, electro-platers, chromium platers, varnishers, lacquerers and enamellers, manufacturers of and dealers in and repairers of wireless transmitting and receiving sets, gramophones, sound reproducing and amplifying instruments, cinematograph machines, cameras and photographic apparatus and requisites, equipment and fittings for any of the instruments aforesaid: to carry on the business of manufacturers and/or dealers in and repairers of electrical accumulators, batteries of all kinds, acids and containers, dynamos, motors, transformers, magnetos and electrical plant, fittings, apparatus, appliances and accessories of all kinds; as agents for railway, motor coach, theatre and other tickets, boat proprietors, amusement and refreshment room proprietors, caterers, tobacconists, licenced victuallers, hotel and inn proprietors, general outfitters and general store keepers, provision dealers and contractors generally.

- (d) To carry on business as repairers of motor cars, motor cycles, cycles, baby carriages, perambulators, invalid chairs, ambulances and vehicles generally and dealers in lamps, electric bulbs, clocks, mats, and rugs, bumpers, number plates, horns, radiators, hoods, mascots, mirrors, luggage carriers, spare parts, picnic cases, springs, tools, pumps, windcreens and accessories and component parts of every kind.
- (e) To establish and carry on at Street Cobham, Cobham aforesaid and elsewhere, as may be thought fit, a school or schools for teaching motor car construction, maintenance and repair, motor car driving, motor engineering, horse riding, and such athletics, games, sports, arts, sciences and acquirements as may be thought fit.
- (f) To establish and carry on an employment bureau and agency for the supply of drivers and others.

- (g) To establish, maintain and conduct a club for motorists, airmen, motor cyclists, cyclists, boat proprietors, yachtsmen and others and their friends.
- (h) To promote and hold race meetings, exhibitions, regattas and shows and give entertainments of all kinds and to join and assist others in so doing.
- (i) To provide and manage, club houses, ball rooms, billiard rooms, dancing halls, tennis courts, grounds and conveniences, including recreations, gymnasia, sleeping accomodation and swimming baths.
- (j) To carry on business as aeronautical experts, aerial ropeway and constructional engineers, consultants and manufacturers and repairers of and dealers in seaplanes, flying boats, airships, balloons, parachutes, gliding machines and other machines or apparatus designed for aerial transit, launches, boats and other conveyances of all description.
- (k) To carry on the business of manufacturers and sellers of and dealers in guns, rifles, pistols, revolvers, ammunition, dynamite, fireworks, explosives, blasting materials, cartridges, fuses, ammunition and explosive containers, arms, weapons, air spring guns, projectiles, shells, bullets and pellets, pikes, swords, and other weapons of offence and defence.
- (l) To establish, maintain and carry on a school or academy of dancing, music, singing, elocution and acting in all their respective branches.
- (m) To promote and hold dances, theatrical and other entertainments and amusements of all kinds and to give prizes therefor.
- (n) To print, publish, buy, sell and otherwise deal in musical, literary and dramatic compositions and to carry on business as printers and publishers generally.
- (o) To carry on a theatre, entertainment and employment agency and generally to undertake and transact any agency business or transaction.

- (p) To manufacture, grow, import, buy, sell, exchange, clean, erect, instal, repair, alter, re-model, let or take on hire or otherwise deal in any plant, machinery, material articles or things capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (q) To carry on any other trade or business whether subsidiary or not which can, in the opinion of the Company, be carried on advantageously in connection with any of the trades or businesses as aforesaid or which in the opinion of the Company will enhance the value of any of the Company's property.
- (r) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company or any of whose property is suitable for the purposes of the Company.
- (s) The purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (t) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (u) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools, or works of any description or to contribute to the costs thereof as may seem desirable in the interests of the Company.
- (v) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the object of the Company, and to enter

into such arrangements for co-operation, sharing profits, losses, mutual assistance or other working arrangements as may seem desirable.

- (w) To manage, develop, sell, lease, mortgage, grant licences or rights of, in or over or otherwise turn to account, any property or assets of the Company.
- (x) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral or other security, debentures, debenture stock (perpetual or otherwise) mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- JAF* (y) To receive loans at interest or otherwise from and to lend money and give credit to and to guarantee and become or give security for the performance of contracts and obligation of any person or company, where the so doing may seem advantageous or desirable in the interests of the Company. JAF
- (z) To invest, lend or otherwise deal with unemployed moneys, in such manner and upon such terms as may be thought fit and to vary investments.
- (aa) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (bb) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments.
- (cc) To promote any company to acquire the whole or any part of the assets or liabilities of this Company or for any other purpose which may seem desirable in the interests of this Company and to subscribe, acquire, underwrite or place or assist in so doing the whole or part of the shares or securities of such Company.

* This clause was amended by a Special Resolution passed on 7th May, 1975.

JAF

JAF.

- (dd) To promote or assist financially or otherwise any fund for the benefit, wholly or in part, of employees or ex-employees, of the Company, or their dependants or relatives or for charitable purposes generally.
- (ee) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees whether involving the issue of shares or not.
- (ff) To pay for any property or assets acquired by the Company by the issue of fully or partly paid shares of the Company, with or without any preferred or special rights or privileges or by the issue of debentures or other securities with or without special rights or privileges.
- (gg) To pay the costs and expenses of or incidental to the promotion and establishment of the Company or to contract for the payment of the same in whole or part by others.
- (hh) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (ii) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company either alone or in conjunction with others.
- (jj) To sell or otherwise dispose of the undertaking and assets of the Company or any part thereof for any consideration thought fit, and in particular for shares, debentures or other securities of other companies.
- (kk) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (ll) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (mm) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

(nn) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause, shall except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited.

* 5. The share capital of the Company is £4,000 divided into 3,500 redeemable preference shares of One pound each and 500 ordinary shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued or then about to be issued and with any special or restricted rights or without any right of voting or otherwise and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company and if at any time the capital of the Company shall be divided into shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 3 of Table "A" in the First Schedule to the Companies Act, 1929.

* By a Special Resolution passed on 16th November, 1954 the share capital of the Company was increased to £10,000 by the creation of 6,000 new 6% Cumulative Redeemable preference shares of £1 each.

By a Special Resolution passed on 9th November, 1970 the existing 9,500 Redeemable Preference Shares of £1 each were converted into 9,500 Ordinary Shares of £1 each.

By a Special Resolution of 10th February, 1972 the share capital of the Company was increased to £29,500 by the creation of an additional 19,500 Ordinary Shares of £1 each. ✓

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

Names, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber
DONALD WELLS BAWTREE, Central Garage, Cobham, Surrey. Motor Engineer.	One Ordinary Share
REGINALD HERBERT BAGGOTT, 1 Queens Close, Hersham, Surrey. Motor Engineer.	One Ordinary Share

DATED the 28th day of February 1940.

WITNESS to the above Signatures:-

J.R. WOOD,
Clerk to C. Stedman Jupp,
14, South Square,
Gray's Inn,
London, W.C.1.
Solicitor.

COMPANIES ACT 1948
SPECIAL RESOLUTIONS
(Pursuant to Section 141 of the
Companies Act 1948)
OF

CENTRAL GARAGE (SURREY) LIMITED

Passed 16th November, 1954

At an Extraordinary General Meeting of the Members of the said Company duly convened and held at the Central Garage COBHAM in the County of Surrey on Tuesday the 16th November 1954 the following Special Resolutions were duly passed.

1. THAT the capital of the Company be and the same is hereby increased to £10,000 by the creation of 6,000 new 6% cumulative redeemable preference shares of £1 each ranking pari passu in all respects with the existing redeemable preference shares.

2. THAT the Articles of Association be altered as follows:-

Article 3A. By deleting that part of the first sentence which begins with the words "The Share Capital" and ends with the words "five pounds per centum per annum" and substituting therefor the following new sentence "The present capital of the company is £10,000 divided into 9,500 Redeemable Preference Shares of £1 each and 500 Ordinary Shares of £1 each and all the said Preference Shares shall confer the right to a fixed cumulative preference dividend at the rate of six pounds per centum."

3. Article 15. There shall be added to the end of this article the following sentence "Provided nevertheless that if at any time the dividends on the redeemable preference shares are in arrear for a period of at least twelve months then and in that event and as long as the arrears are unpaid every holder of redeemable preferred shares shall have one vote for each preferred share."

Per Pro CENTRAL GARAGE (SURREY) LIMITED

H.M. BAWTREE

Director

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTIONS

OF

CENTRAL GARAGE (SURREY) LIMITED

Passed 9th November, 1970

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at 22, Portsmouth Road, Cobham on the Ninth day of November 1970 at 10.30 a.m. the following Special Resolutions were duly passed.

RESOLUTIONS

1. THAT the existing 9,500 Redeemable Preference Shares of £1 each shall be converted into 9,500 Ordinary Shares of £1 each.
2. THAT the existing Articles of Association shall no longer apply to the Company and that in lieu thereof the Articles of Association a copy whereof has been initialled by the Chairman for the purpose of identification be adopted by the Company.

R. Perry.

THE COMPANIES ACTS 1948 and 1967

SPECIAL RESOLUTIONS

OF

CENTRAL GARAGE (SURREY) LIMITED

Passed on the 10th day of February 1972

At an Extraordinary General Meeting of the above-named Company held at 42, Portsmouth Road, Cobham, Surrey on Thursday 10th February 1972 at 10.30 a.m. the following Resolutions were duly passed as Special Resolutions of the Company:-

RESOLUTIONS

"1. THAT the authorised share capital of the Company be increased to £29,500 by the creation of an additional 19,500 Ordinary Shares of £1 each."

"2. THAT upon the recommendation of the Directors it is desirable:-

- (a) that the sum of £19,006 being part of the amount standing to the credit of the Revenue Reserves of the Company, be capitalised and applied, on behalf of the Ordinary Shareholders of the Company whose names were on the Register of Members immediately prior to the passing of this Resolution, in paying up in full at par 19,006 unissued Ordinary Shares of £1 each in the capital of the Company

- (b) that such 19,006 additional Ordinary Shares of £1 each when so fully paid up be issued to the said holders of the issued Ordinary Shares in the capital of the Company, credited as fully paid up, in the proportion of 2 additional Ordinary Shares for every one issued Ordinary Share so held
- (c) that such 19,006 additional Ordinary Shares shall when issued rank pari passu and as one class with the existing Ordinary Shares of the Company."

Roy Salvadori.
Chairman.

THE COMPANIES ACT 1929
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
CENTRAL GARAGE (SURREY) LIMITED

At an Extraordinary General Meeting of the Company held at Cobham on 7th May, 1975, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION of the Company:-

That the provisions of the Company's Memorandum of Association with respect to its objects be altered by deleting in Sub-clause (Y) of Clause 3 of the Memorandum in lines 4 and 5 "by, and act as bankers for" and inserting "and obligations of" so as to read "performance of contracts and obligations of any person or company, where the so doing may seem advantageous....."

H.D. Duemke
.....
Chairman

THE COMPANIES ACT, 1929
COMPANY LIMITED BY SHARES

Sheep Rhe

NEW

ARTICLES OF ASSOCIATION

of

CENTRAL GARAGE (SURREY) LIMITED ✓

(Adopted by Special Resolution passed on 9th November, 1970)

1. SUBJECT as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 as amended by the Companies Act, 1967 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. REGULATIONS 24, 53, 62, 84 and 88 to 93 inclusive of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A as amended by the Companies Act, 1967 and regulations 2 to 5 inclusive of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. 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 the provisions of the next following Article and 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.

4. THE Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members or to any class of members. If any such direction is given, such 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 after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of

persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. IN regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. THE proviso to regulation 32 of Part 1 of Table A shall be omitted.

7. 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 for every complete set of five shares, and on a poll every member shall have one vote for every complete set of five shares of which he is the holder.

8. UNLESS and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than seven.

9. SUBJECT to the provisions of Section 199 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of any such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

10. THE proviso to regulation 7.9 of Part I of Table A shall be omitted.

11. THE Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. THE office of a Director shall be vacated:-

- (i) If by notice in writing to the Company he resign the office of Director.
- (ii) If he cease to be a Director by virtue of Section 182 of the Act,
- (iii) If he become bankrupt or insolvent, or enter into any arrangement with his creditors.

- (iv) If he become of unsound mind.
- (v) If he be prohibited from being a Director by any order made under Section 188 of the Act.
- (vi) If he be removed from office by a resolution duly passed under Section 184 of the Act.

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

Memorandum

(As amended by a Special Resolution
passed on 7th May, 1975)

and

New

Articles of Association

(Adopted by Special Resolution
passed on 9th November, 1970)

of

CENTRAL GARAGE (SURREY) LIMITED

Incorporated the 6th day of March, 1940

No. 359696

Allen & Overy,
9 Cheapside,
London EC2V 6AD.