

446036



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.

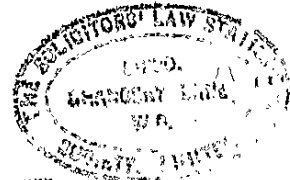
Pursuant to Section 15 (2).

Insert the
Name of the
Company.

Ashchurch Seals

LIMITED.

led 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; 55-59 Newhall Street, 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



I, Harry Frank Misoniker
of Present Place Cheltenham

(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 Ashchurch Seals

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 Cheltenham in
the County of Gloucester

the 21st day of November 1947

Before me,

Rupert H. Harris

H. F. Misoniker

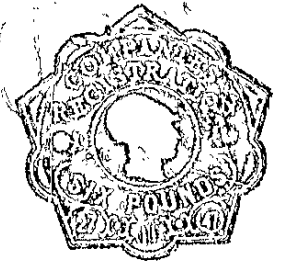
This margin served for binding and should not be written across.

NO DOC

2

446036/3

Companies Act, 1929.



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ASHCHURCH SEALS LIMITED

1. The name of the Company is "ASHCHURCH SEALS LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (a) To carry on the business of manufacturing and marketing rubber and synthetic rubber seals and whether wholesale or retail, and any other business whatsoever, which can, in the opinion of the Board, be conveniently carried on by the Company.



- (b) To purchase or otherwise acquire letters patent brevets d'invention concessions licences inventions rights and privileges subject to royalties or otherwise and whether exclusive or non-exclusive or limited or any part interest in any of the foregoing whether in the United Kingdom or in any other part of the world and to sell let or grant any of the foregoing or any interest in the same.
- (c) To register any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect of the same in any part of the world and to apply for exercise use or otherwise deal with or turn to account any patent rights brevets d'invention concessions monopolies or other rights or privileges Acts of Parliament or provisional orders in any part of the world.
- (d) To exploit explore experiment and generally deal with any invention in which the Company may be interested.
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (f) To purchase, sell or lease land and mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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.
- (g) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.

- (h) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or its predecessors in business or the 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.
- (i) To purchase or otherwise acquire 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 authorized to carry on, or possessed of property suitable for the purposes of the Company, or to promote any company or companies for the above purpose.
- (j) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.
- (k) 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.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each with such rights as are defined by the Articles of Association registered herewith, subject however to the right and power to modify or vary the same contained in Regulation 2 of Table A in the First Schedule to the Companies Act, 1929.

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 Description of Subscribers	No. of Shares taken by each Subscriber.
<p>George Herbert Dowty Able Court, Cheltenham, Gloucestershire, Company, Director</p>	<p>One</p>
<p>- Reginald William Sutton The Weatherans, Woodend Park Road, Cheltenham, Gloucestershire, Company, Director</p>	<p>One.</p>

Dated this 14th day of November 1947.

Witness to the signatures of George Herbert Dowty and
Reginald William Sutton.

M. Sharr.
Southmead
8, Mead Rd. Cheltenham.
Secretary

446036

Companies Act, 1929.

COMPANY LIMITED BY SHARES.

REGISTERED
3 DEC 1947

Articles of Association

OF

ASHCHURCH SEALS LIMITED

PRELIMINARY.

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. Regulations 11, 19, 30, 31, 32, 33, 45, 47, 48, 50, 64, 66, 69, 72, 90 and 101 of Table A shall not apply to the Company, but the Regulations hereinafter contained, and the remaining Regulations of Table A as hereby modified, shall constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares debentures or debentures stock of the Company; (2) the number of the 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) 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.

SHARES.

4. The shares signed for in the Memorandum of Association shall be duly allotted. Subject thereto the shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Regulation 3 hereof, and provided that, unless and until allowed by law, no shares shall be issued at a discount.

5. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER AND TRANSMISSION.

6. No share shall except with consent of the Directors be transferred to a person who is not a member, so long as any member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to membership is willing to purchase the same at the fair value and save as provided by Regulation 13 hereof.

7. Except where the transfer is made pursuant to Regulation 13 hereof, the person proposing to transfer any shares (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the 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 (or person selected as aforesaid) at the price so fixed, or, at the option of the purchaser at the fair value to be fixed by the Auditor in accordance with these Articles. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors. Upon receipt of a transfer notice the Company shall give notice thereof to all the Members of the Company (except the proposing transferor) and shall invite each Member to state in writing within 14 days whether and what maximum number of shares he is willing to purchase. Such notice by the Company shall specify the number of shares proposed to be sold and the price stated by the proposing transferor to be the fair value thereof and the right of the purchasing member to have such fair value fixed by the Auditor of the Company in manner provided by these Articles. Within the space of 28 days after service of the transfer notice the Directors shall allocate the said shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase as aforesaid and (if more than one) as far as may be pro-rata

according to the number of shares already held by them respectively provided that no purchasing member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. If the allocation amongst Members willing to purchase in accordance with their holdings as aforesaid does not absorb the whole of the shares to which the transfer notice relates, any surplus available shall as far as may be, be allocated pro-rata according to their respective holdings amongst purchasing members who have notified maxima in excess of their allocation. A proposing transferor may stipulate in his transfer notice that unless all his shares are sold, none shall be sold, when effect shall be given to such stipulation.

8. If the Company shall, within the space of 28 days after being served with a transfer notice, find a member (or person selected as aforesaid) willing to purchase the shares (hereinafter called the "purchasing member") and shall give notice thereof to the proposing transferor he shall be bound upon payment of the fair value to transfer the shares to the purchasing member.

9. 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.

10. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the shares, the Company may receive the purchase money, and shall thereupon cause the name of the purchasing member to be entered in the register as the holder of the shares, and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase 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.

11. If the Company shall not, within the space of 28 days after being served with the transfer notice, find a member (or person selected as aforesaid) willing to purchase the shares and give notice in manner aforesaid the proposing transferor shall, at any time within three calendar months afterwards, be at liberty, subject to Regulation 3 hereof, to sell and transfer the shares (or those not placed) to any person and at any price.

12. Subject to the right of the Directors under Regulation 6 hereof to select the transferee, whether a member or otherwise, 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 by notice given to the Company pursuant to Regulation 7 hereof 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. Subject as aforesaid, 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.

13. Any share may be transferred by a member to any other member or to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, wife or husband of a member, and any share of a deceased member may be transferred by his executors or administrators to any child or to her issue, son-in-law, daughter-in-law, father, mother, brother, sister, nephew, niece, widow or widower of such deceased member to whom such deceased member may have specifically bequeathed the same, and shares standing in the names of the trustees of the will of or any settlement by any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement, and the restrictions of these Articles shall not apply to any transfer authorized by this Regulation.

14. The lien conferred by Regulation 7 of Table A shall attach to fully paid shares and accordingly in the said Regulation 7 the words "other than fully paid shares" shall stand deleted.

15. 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 of opinion that it is not desirable to admit the proposed transferee to membership (c) unless such fee not exceeding 2/6 as the Directors may from time to time determine is paid to the Company in respect thereof (d) 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 and shall refuse (e) where the transfer would involve a contravention of Regulation 3 hereof.

PROCEEDINGS AT GENERAL MEETINGS.

16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided by or pursuant to the regulations of the Company, two members present personally or by proxy shall be a quorum.

17. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

18. 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 a member who is the holder in person or by proxy of at least one-fifth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

19. An instrument appointing a proxy need not be in any special form but may be (*inter alia*) by a power of attorney which deals with other matters as well and may provide for the appointment of a second proxy in the alternative. There shall be deleted from Regulation 60 of Table A the words "not less than 48 hours."

DIRECTORS.

20. Unless and until determined by the Company in General Meeting the number of Directors shall not be less than two nor more than five. The first Directors of the Company shall be George Herbert Dowty and Reginald William Sutton.

POWERS AND DUTIES OF DIRECTORS.

21. The Directors from time to time, and at any time, may delegate to any Managing Director, Head Manager, Manager, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made in such terms and subject to such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

DISQUALIFICATION OF DIRECTORS.

22. The Office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director or
- (2) If he ceases to be a Director by virtue of Section 141 of the Act or
- (3) If he is absent from any cause from the meetings of the Directors during a continuous period of 9 months without special leave of absence from the other Directors, and they pass a resolution that he has by reason of such absence vacated office, or
- (4) If he is found lunatic or becomes of unsound mind, or
- (5) If he becomes prohibited from being a director by reason of any Order made under Sections 217 or 275 of the Act, or
- (6) If he becomes bankrupt.

23. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser or otherwise, or from being interested in any contract or arrangement entered into by or on behalf of the Company, nor shall any such contract made by a Director with the Company, nor any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable, to account to the Company for any profits realised by him from any such contract made by him with the Company or from any such contract or arrangement in which he shall be so interested by reason of such Director holding that office or the fiduciary relation thereby established, but it is declared that as regards such contract or arrangement in which he shall be so interested, the nature of his interest must be disclosed by him at the meeting of the Directors at which such contract or arrangement is determined on if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest. A Director may as a director vote in respect of any contract entered into by him with the Company and in respect of any contract which he shall make with the Company, and in respect of any contract or arrangement entered into by or on behalf of the Company in which he is interested and if he do so his vote shall be counted, and he may be reckoned for the purpose of constituting a quorum of Directors. A general notice to the Company that a Director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transactions with such firm or company, shall be sufficient disclosure under this Regulation, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company. Without prejudice to the generality of the foregoing provisions of this Regulation, a Director

may hold any other office or place of profit in the Company (except that of Auditor) in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office, and otherwise as may be arranged by the Directors, and a Director of the Company may be or become a director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as director or member of such company.

24. The Company may enter into agreement with any director for his whole or part time services at such remuneration (whether by fixed salary, commission or profits or howsoever otherwise) as the Directors may determine. A Director in receipt of any such remuneration shall not be entitled to participate in any remuneration voted to the Directors pursuant to Regulation 65 of Table A, unless the resolution voting the same specifically otherwise provides.

25. Every director and other officer of the company shall be entitled to have reimbursed to him out of the funds of the company all travelling and other expenses (including expenses of and incidental to journeying to and from Board Meetings or General Meetings) which he may from time to time incur in the discharge of his duties or which he may otherwise properly incur in or about the business of the Company.

DIVIDENDS.

26. 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 according to the estimate formed by them thereof.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

George Herbert Dowty.
 Anti Court, Chatterham, Kent.
 Company Director

Reginald William Sutton.
 The Weather Lane,
 Moorend Park Road, Chatterham
 Kent.
 Company Director

Dated this 14th day of November 1947.

Witness to the above signatures of George Herbert Dowty and
 Reginald William Sutton

M. Sheen
 Southwold
 8 Wood Road Chatterham
 Secretary

DUPLICATE FOR THE FILE

No. 146036



Certificate of Incorporation

I Hereby Certify, That

ASHCHURCH SEALS LIMITED

and 1947,
is this day Incorporated under the Companies Acts, 1929, and that the
Company is Limited.

Given under my hand at London this Third day of
December One Thousand Nine Hundred and Forty-seven.

Assistant Registrar of Companies.

Certificate
received by

Date

3/12/47

Company Number 446036

REENTERED

6 DEC 1949



B

Reference: C.R. 98/1523/49

BOARD OF TRADE,

COMPANIES ACT, 1948

ASHCHURCH SEALS

.....Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act,

the Board of Trade hereby approve of the name of the above-named Company

being changed to

DOWTY SEALS LIMITED

Signed on behalf of the Board of Trade

This sixth day of December 1949.

A. I. Raby
Authorised in that behalf by the
President of the Board of Trade.



1677

C1555

DUPLICATE FOR THE FILE

No. 446038



Certificate of Change of Name

I Hereby Certify that

ASHCHURCH SEALS LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called
DOWTY SEALS LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this sixth day of December One thousand nine hundred and forty nine.

[Signature]
Registrar of Companies.

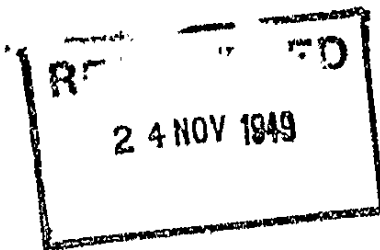
Certificate received by post box Ashchurch, Glos

Date 6-12-49

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446036

13



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

Ashchurch Seals Ltd LIMITED

Passed 14th November, 1949

At an Extraordinary General Meeting of the above-named Company duly convened and held at Arle Court, Cheltenham, Glos. on Monday, the 14th November, 1949, the following Special Resolutions were passed:-

1. That the name of the Company be changed to "Dowty Seals Limited".
2. That the share capital of the Company be and it is hereby increased to £50,000 by the creation of an additional 40,000 shares of £1 each.

L. H. Dowty
Chairman

C1881





THE COMPANIES ACT, 1929.

Notice of Increase in Nominal Capital



Pursuant to Section 52.

REGISTERED

24 NOV 1949

Insert the
Name
of the
Company.

ABBEYCHURCH SEALS

LIMITED.

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 52 (3) of the Act).

Presented by

Coy

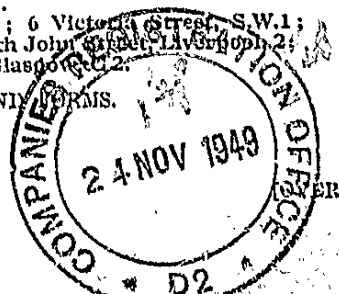
Abbeychurch Glass

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

Companies Form No. 6A.

8382,11-3-47



C1552

To THE REGISTRAR OF COMPANIES.

ACELUTION STEEL Limited, hereby gives you notice, pursuant to
 Section 52 of the Companies Act, 1929, that by a * SPECIAL Resolution of the Company dated the fourteenth day of NOVEMBER 1949 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £40,000 beyond the Registered Capital of £10,000

* "Ordinary,"
 "Extraordinary" or
 "Special."

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
40,000	Ordinary	£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:—

Exactly similar to those applying to the existing share capital.

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

Signature

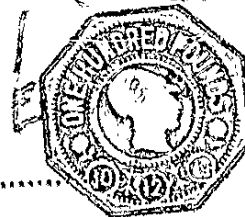
State whether Director,
 Manager or Secretary

Secretary

Dated the 22nd day of November, 1949.

No. of Certificate.....

Form No. 26A.



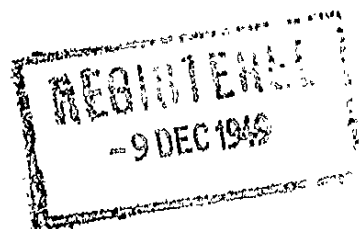
.....

..... COMPANY, LIMITED.



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891.

(NOTE—The Stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933).



This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1905).

NOTE.—Attention is drawn to Section 52 of the Companies Act, 1929, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

Presented for registration by



The NOMINAL CAPITAL of.....

.....**ASHCHURCH SEALS**.....Company, Limited,

has by a Resolution of the Company dated.....11th November, 1949.....

been increased by the addition thereto of the sum of £..40,000..0..0....., divided into

.....10,000.....shares of £..1.0.0.....each, beyond the Registered Capital of

.....£10,000..0..0.....

For ASHCHURCH SEALS LIMITED

Signature.....

Secretary

Description

Date8th December, 1949.....

This statement should be signed by an Officer of the Company.

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

COMPANY No. 446036

28



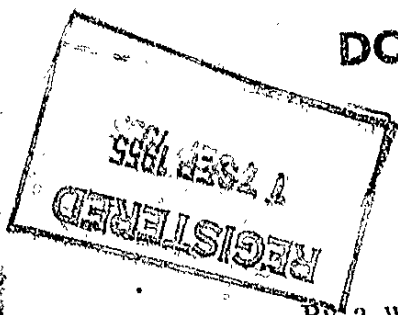
COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.

Pursuant to Sec.143(4)(c)

SPECIAL RESOLUTION
OF

DOWTY SEALS LIMITED



adopted the 26th day of August, 1955.

By a written agreement dated the 26th day of August, 1955 signed by all the members of the above Company the following resolution was adopted as a Special Resolution:-

- RESOLUTION -

That the regulations contained in the printed form of Articles dated the 26th August, 1955, and signed by the Chairman of the Board of Directors for the purpose of identification, be and are hereby adopted as the Articles of Association of the Company, in Substitution for and to the exclusion of the existing Articles of Association.

737

Signature, _____

T. H. Dwyer



*Presented by
C. H. Dwyer
17/9*

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

OF

Dowty Seals Limited

(ADOPTED BY SPECIAL RESOLUTION PASSED

26. AUG. 1955

1. The Regulations contained in Table "A" in the First Schedule to the Companies Act 1929 shall not apply to the Company. Subject as hereinafter provided the Regulations contained in Part I of Table "A" in the First Schedule to the Companies Act 1948 (such part being hereinafter referred to as "Table A") shall apply to the Company. The Regulations contained in Part II of the last-mentioned Schedule shall not apply to the Company.

2. 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 Article, 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.

T H Dowty



3. Subject to any direction to the contrary given by the Company in General Meeting, either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons on such terms and conditions and with such preferred, deferred or other special rights and privileges, and subject to such restrictions whether in regard to dividend, voting, return of capital or otherwise, and either at par or at a premium, and at such times as the Directors may think fit, and Regulation 2 of Table "A" shall be read subject to this Article.

4. Regulation 24 of Table A. shall not apply. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share whether or not it is a fully paid share.

5. Two Members present in person (and for this purpose the representative of a corporation which is a Member of the Company shall be deemed to be a Member) shall be a quorum at a General Meeting and Regulation 53 of Table A. shall be modified accordingly.

6. In Regulation 54 of Table A. the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.

7. A poll may be demanded by the Chairman or by any Member present in person or by proxy entitled to vote, and Regulation 58 of Table A. shall be modified accordingly.

8. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being Corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

9. Regulation 75 of Table A. shall be omitted. Unless and until otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

10. If any Director being willing and having been called upon to do so shall render or perform extra or special services of any kind, including services on any Committee established by the Directors, or shall travel or reside beyond his usual place of residence for any business or purpose of the Company, he shall be entitled to receive such sum as the Directors may think fit for expenses, and also such remuneration as the Directors think fit, either as a fixed sum or as a percentage of profits or otherwise, and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive.

11. Any Director may at any time and from time to time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate, and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another

in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of Meetings of the Directors and to attend and vote as a Director at any such Meeting at which the Director appointing him is not present, and at such Meeting to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate Director shall be entitled, in addition to his vote, to a separate vote on behalf of the Director he is representing. An alternate Director may be removed from office by a resolution of the Directors, and shall, ipso facto, cease to be an alternate Director if his appointer ceases for any reason to be a Director. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

12. The proviso to Regulation 79 of Table A. shall be omitted.

13. Regulation 84 of Table A. shall be omitted : -

- (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 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 relationship thereby established.
- (3) Any Director may himself or by his firm act 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.

- (4) A Director, notwithstanding his interest, may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any Meeting.

14. Without prejudice to Article 13 (2) and (3) hereof the Directors shall be entitled to enter into an agreement with any Director or Directors for his or their employment in a whole-time or part-time capacity by the Company for such period (subject to Section 184 of the Act) and upon such terms as to remuneration and otherwise as the Directors shall from time to time determine. It shall be no objection to any agreement entered into in pursuance of this Article that any such agreement is entered into with all or any of the Directors.

15. In addition to the powers conferred by Regulation 87 of Table A, the Directors shall be entitled to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or Officers of the Company, or of any such other company as aforesaid and holding or who held any salaried employment or office in or performing or who performed executive functions in the business of the Company or such other company, and the widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

16. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director of the Company recommended by the Directors, for re-election or continuance in office 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 such Director retiring or liable to retire under the provisions of the Articles of Association of the Company and any person recommended by the Directors for appointment as a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of such a Director or person at any age, and it shall not be necessary to give to the Members notice of the age of any such Director or person proposed to be re-appointed or appointed as a Director.

17. The following paragraph shall be added at the end of Regulation 88 of Table A, viz : -

- (G) shall be required to resign his office by notice in writing lodged at the Registered Office of the Company signed by the holder or holders of not less than three-fourths in nominal value of the issued shares of the Company.

18. Regulations 89 to 94 inclusive and the last sentence of Regulation 95 of Table A. shall be omitted.

19. The Company may by Ordinary Resolution resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same or any other undistributed profits of the Company not subject to charge to income tax, be distributed among the members entitled to participate in proportion to the amount paid up on the shares held by them respectively on the footing that they receive the same as capital.

446036

62

DOWTY SEALS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the FIFTH day of OCTOBER, 1970, the following Resolution was duly passed as a SPECIAL RESOLUTION, namely -

RESOLUTION

That the Articles of Association of the Company be amended by the addition of the following Article, to be numbered 20 therein.

"The Directors may from time to time appoint any persons with the necessary commercial, scientific, or technical qualifications to be Executive Directors. The tenure of office, scope of duties and remuneration of Executive Directors shall be from time to time determined by the Directors, and they may at any time (subject to the terms of any agreement between them and the Company) be removed from office by the Directors. An Executive Director shall not be deemed to be a Director of the Company or be entitled to be present at any meeting of the Directors (unless the Directors shall require his presence) and shall not be entitled to vote thereat".

S. HINCHLIFF
CHAIRMAN

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period**225(1)**Please do not
write in this
marginPursuant to section 225(1) of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block lettering

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

Company number

446036

Name of company

* DOWTY SEALS LIMITED

Insert full name
of company

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.

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

31 12

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

Day Month Year

31 12 1992

† delete as
appropriate

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][parent]† undertaking of

_____, company number _____

The accounting reference date of which is _____

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.

6. Signed [Signature] Designation SECRETARY Date 23.9.92

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriatePresentor's name address
telephone number and reference (if any):For official use
D.E.B.

Post room

COMPANIES HOUSE
25 SEP 1992
M 69

Notice of passing of resolution removing an auditor

386

Please do not
write in
this margin

Pursuant to section 386 of the Companies Act 1985

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

**To the Registrar of Companies
(Address overleaf)**

For official use

Company number

[illegible]

446036

Name of company

* insert full name
of company

* DOWTY SEALS LIMITED

gives notice that by a resolution passed at a general meeting of the company

on 9th NOVEMBER 1992

5 Insert name
and address of
removed auditor(s)

5 ARTHUR ANDERSEN

of BROAD QUAY HOUSE,

BROAD QUAY.

BRISTOL.

Postcode: BS1 4DJ

was removed as auditor before the expiration of his term of office, with effect from

[the passing of the resolution]ø

XXX

to delete or
complete as
appropriate

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

Signed

Designation: Secretary

Date 24.11.92

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

For official Use
General Section

Post form

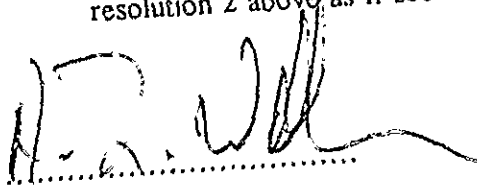
COMPANIES HOUSE
24 NOV 1992
M 70

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

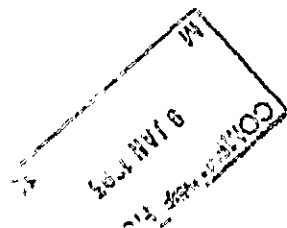
DOWTY SEALS LIMITED

At an extraordinary general meeting of the above-named Company held on 24 December 1992, resolutions 1 and 2 below were passed as ordinary resolutions and resolution 3 below was passed as a special resolution:

- 1 That the authorised share capital of the Company be increased from £50,000 to £10,050,000 by the creation of an additional 10,000,000 ordinary shares of £1 each ranking in all respects pari passu with the existing ordinary shares of £1 each in the capital of the Company.
- 2 That the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act), on such terms and in such manner as they think fit, but subject to any agreement binding on the Company, provided that the authority, to the extent that it relates to such relevant securities, shall:
 - (a) be limited to a maximum nominal amount of shares equal to £10,000,000; and
 - (b) expire on the fifth anniversary of the date of the passing of the resolution to give this authority, but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the directors after such anniversary of their powers pursuant to such authority.
- 3 That pursuant to section 95(1) of the Act the directors be given power to allot equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply.



Chairman



G**COMPANIES FORM No. 123****Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

446036

Name of company

DOWTY SEALS LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24 December 1992 the nominal capital of the company has been
increased by £ 10,000,000 beyond the registered capital of £ 50,000.

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

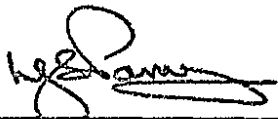
A copy of the resolution authorising the increase is attached. §

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

The new ordinary shares of £1 each rank in all respects pari passu with the
existing ordinary shares of £1 each in the capital of the Company.

Please tick here if
continued overleaf† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ‡ Secretary

Date 06.01.93

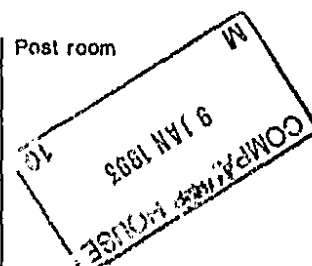
Presentor's name, address and
reference (if any):

Stephenson Harwood
One, St Paul's Churchyard
London EC4M 8SH

481

For official use
General Section

Post room



COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
Dowty Seals Limited.

Incorporated the 3rd December 1947.

(Reprinted August 1960).



COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
Dowty Seals Limited.

Incorporated the 3rd December, 1947.

THE COMPANIES ACTS, 1929 and 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Dowty Seals Limited.

(Reprinted as amended by Special Resolution
passed 26th August 1955)

1. The name of the Company is "DOWTY SEALS LIMITED."

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

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

(A) To carry on the business of manufacturing and marketing rubber and synthetic rubber seals and whether wholesale or retail, and any other business whatsoever, which can, in the opinion of the Board, be conveniently carried on by the Company.

(B) To purchase or otherwise acquire letters patent brevets d'invention concessions licences inventions rights and privileges subject to royalties or otherwise and whether exclusive or non-exclusive or limited or any part interest in any of the foregoing whether in the United Kingdom or in any other part of the world and to sell let or grant any of the foregoing or any interest in the same.

NOTE: The Company was incorporated under the name Ashchurch Seals Limited which was changed by Special Resolution passed 14th November 1949.

- (C) To register any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect of the same in any part of the world and to apply for exercise use or otherwise deal with or turn to account any patent rights brevets d'invention concessions monopolies or other rights or privileges Acts of Parliament or provisional orders in any part of the world.
- (D) To exploit explore experiment and generally deal with any invention in which the Company may be interested.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (F) To purchase, sell or lease land and mortgage and charge the undertaking and all or any of the real and personal property and assets, present and 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.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.
- (H) To grant pensions, allowances, gratuities, and bonuses to employees or ex-employees of the Company or its predecessors in business or the 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.

- (I) To purchase or otherwise acquire 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 authorized to carry on, or possessed of property suitable for the purposes of the Company, or to promote any company or companies for the above purpose.
- (J) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.
- (K) 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.

4. The liability of the members is limited.

5. The Share Capital of the Company is £50,000 divided into 50,000 Ordinary Shares of £1 each with such rights as are defined by the Articles of Association registered herewith, subject however to the right and power to modify or vary the same contained in Regulation 3 of Table A in the First Schedule to the Companies Act, 1929.

NOTE

The Share Capital of the Company was increased from £50,000 to £10,050,000 by creation of an additional 10,000,000 Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares of £1 each, by Ordinary Resolution passed on 24th December 1992.

(4)

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 Description of Subscribers.	No. of Shares taken by each Subscriber.
GEORGE HERBERT DOWTY, Arle Court, Cheltenham, Glos. Company Director.	One
REGINALD WILLIAM SUTTON, The Weathervane, Moorend Park Road, Cheltenham, Glos. Company Director.	One

DATED this 14th day of November, 1947.

WITNESS to the signatures of George Herbert Dowty and
Reginald William Sutton.

M. Sheen,
Southmead,
8, Mead Road,
Cheltenham.

Secretary.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

Dowty Seals Limited.

(Adopted by Special Resolution passed
26th August, 1955)

1. The Regulations contained in Table 'A' in the First Schedule to the Companies Act 1929 shall not apply to the Company. Subject as hereinafter provided the Regulations contained in Part I of Table 'A' in the First Schedule to the Companies Act 1948 (such part being hereinafter referred to as 'Table A') shall apply to the Company. The Regulations contained in Part II of the last mentioned Schedule shall not apply to the Company.

2. 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 Article, 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.

3. Subject to any direction to the contrary given by the Company in General Meeting, either generally or in any particular case, the whole of the unissued shares of the Company for the time being (whether part of the original or any additional capital) shall be under the control of the Directors who may grant options over, allot or otherwise dispose of the same to such persons on such terms and conditions and with such preferred, deferred or other special rights and privileges, and subject to such restrictions whether in regard to dividend, voting, return of capital or otherwise, and either at par or at a premium, and at such times as the Directors may think fit, and Regulation 2 of Table 'A' shall be read subject to this Article.

4. Regulation 24 of Table A shall not apply. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share whether or not it is a fully paid share.

5. Two Members present in person (and for this purpose the representative of a corporation which is a Member of the Company shall be deemed to be a Member) shall be a quorum at a General Meeting and Regulation 53 of Table A shall be modified accordingly.

6. In Regulation 54 of Table A the words "the members present shall be a quorum" shall be omitted and the words "the Meeting shall be dissolved" substituted therefor.

7. A poll may be demanded by the Chairman or by any Member present in person or by proxy entitled to vote, and Regulation 58 of Table A shall be modified accordingly.

8. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being Corporations by their duly authorised representatives) shall be as valid and effective as

if the same had been passed at a General Meeting of the Company duly convened and held.

9. Regulation 75 of Table A shall be omitted. Unless and until otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.

10. If any Director being willing and having been called upon to do so shall render or perform extra or special services of any kind, including services on any Committee established by the Directors, or shall travel or reside beyond his usual place of residence for any business or purpose of the Company, he shall be entitled to receive such sum as the Directors may think fit for expenses, and also such remuneration as the Directors think fit, either as a fixed sum or as a percentage of profits or otherwise, and such remuneration may, as the Directors shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive.

11. Any Director may at any time and from time to time appoint any other Director or appoint any other person approved by a majority of the other Directors for the time being to be his alternate, and may at any time remove any alternate Director appointed by him and (subject to such approval as aforesaid) appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company, but he shall be entitled (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) to receive notice of Meetings of the Directors and to attend and vote as a Director at any such Meeting at which the Director appointing him is not present, and at such Meeting to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director who is also an alternate Director shall be entitled, in addition to his vote, to a separate vote on behalf of the Director he is representing. An alternate Director may be removed from office by a resolution of the Directors, and shall, ipso facto, cease to be an alternate Director if his appointer ceases for any reason to be a Director. Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All

appointments and removals of alternate Directors made by any Director in pursuance of this Article shall be in writing under the hand of the Director making the same and shall be sent to or left at the Registered Office.

12. The proviso to Regulation 79 of Table A shall be omitted.

13. Regulation 84 of Table A shall be omitted :-

- (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 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 relationship thereby established.
- (3) Any Director may himself or by his firm act 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.
- (4) A Director, notwithstanding his interest, may vote in respect of any contract or

arrangement in which he is interested and may be counted in the quorum present at any Meeting.

14. Without prejudice to Article 13 (2) and (3) hereof the Directors shall be entitled to enter into an agreement with any Director or Directors for his or their employment in a whole-time or part-time capacity by the Company for such period (subject to Section 184 of the Act) and upon such terms as to remuneration and otherwise as the Directors shall from time to time determine. It shall be no objection to any agreement entered into in pursuance of this Article that any such agreement is entered into with all or any of the Directors.

15. In addition to the powers conferred by Regulation 87 of Table A the Directors shall be entitled to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or Officers of the Company, or of any such other company as aforesaid and holding or who held any salaried employment or office in or performing or who performed executive functions in the business of the Company or such other company, and the widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

16. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director of the Company recommended by the Directors, for re-election or continuance in office 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 such Director retiring or liable to retire under the provisions of the Articles of Association of the Company and any person recommended by the Directors for appointment as a Director shall be capable of being re-appointed

or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of such a Director or person at any age, and it shall not be necessary to give to the Members notice of the age of any such Director or person proposed to be re-appointed or appointed as a Director.

17. The following paragraph shall be added at the end of Regulation 88 of Table A, viz :-

(G) shall be required to resign his office by notice in writing lodged at the Registered Office of the Company signed by the holder or holders of not less than three-fourths in nominal value of the issued shares of the Company.

18. Regulations 89 to 94 inclusive and the last sentence of Regulation 95 of Table A shall be omitted.

19. The Company may by Ordinary Resolution resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same or any other undistributed profits of the Company not subject to charge to income tax, be distributed among the members entitled to participate in proportion to the amount paid up on the shares held by them respectively on the footing that they receive the same as capital.

20. The Directors may from time to time appoint any persons with the necessary commercial, scientific, or technical qualifications to be Executive Directors. The tenure of office, scope of duties and remuneration of Executive Directors shall be from time to time determined by the Directors, and they may at any time (subject to the terms of any agreement between them and the Company) be removed from office by the Directors. An Executive Director shall not be deemed to be a Director of the Company or be entitled to be present at any meeting of the Directors (unless the Directors shall require his presence) and shall not be entitled to vote thereat.

NOTE

The Articles of Association of the Company were amended by a Special Resolution passed on 5th October 1970 to insert the above Article numbered 20.