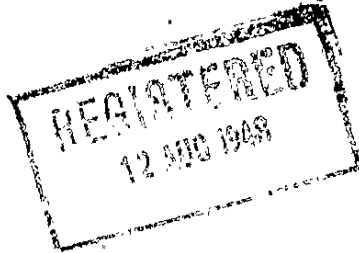


Company **457812**

Price Two Pence.

Form No. 41.

THE COMPANIES ACT, 1929.



A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.

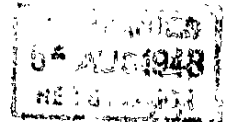
DECLARATION of Compliance with the requirements of the Companies Act, 1929, on
application for registration of a Company.

Pursuant to Section 15(2).

Name of
Company { *Banham*
..... *Patent Locks* Limited.

nted by

..... *W. J. Harris*
..... *177, Kensington High St.*
..... *London W8*



I, John Anthony Buchanan
of 9, Falkland Road,
Walsworth, London, E.C. 4

Do solemnly and sincerely declare that I am (a) a person
named in the Articles as
Director.

of Banham Salt L. Co.

..... 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 23, Young St.
Kennington, London.

the 14th day of August
one thousand nine hundred and eight
before me.

H. J. Dwyer

(b) A Commissioner for Oaths.

- (a) "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."
(b) or Notary Public or Justice of the Peace.

J. A. Buchanan

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

457812/2

of Certificate.....



Form



Pranham Patent Lock Ltd

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act,

(NOTE.—The Stamp Duty on the Nominal Capital is Ten shillings for every £100 or

fraction of £100—Section 41, Finance Act, 1933.)

This Statement is to be filed with the Memorandum of Association, or other Document,

when the Company is registered.

Presented for registration by

W. H. Harris

177, Kensington High St. London W.8.

WL51009/8013 10,000 3/46 W.H.&S. Gp.703



812585

The NOMINAL CAPITAL of.....

.....*Banham's Patent Locks*..... Limit

is £*10,000*....., divided into *100,000* shares of *1/-* = *9*
5,000 shares of *2/-*.....

each.

Signature.....*B. E. Davis*.....

Description.....*Secretary*.....

Date.....*5th August 1948*.....

THIS DOCUMENT IS RESERVED FOR THE OFFICE OF THE SECRETARY OF DEFENSE AND MUST NOT BE RELEASED OUTSIDE THE OFFICE OF THE SECRETARY OF DEFENSE

The Companies Act 1948

COMPANY LIMITED BY SHARES.

Memorandum

AND

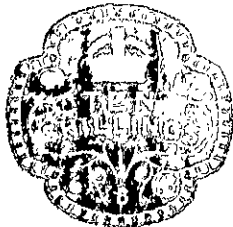
Articles of Association

OF

BANHAMS PATENT LOCKS LIMITED

(A Private Company adopting Part II of Table A with modifications.)

Incorporated the day of 1948.



457812

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

REGISTERED

12 AUG 1948

Memorandum of Association

OF

BANHAMS PATENT LOCKS LIMITED

1. The name of the Company is "BANHAM'S PATENT LOCKS 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 business as manufacturers, distributors of locks, bolts, catches and burglary prevention appliances and devices of all descriptions, engineers, electricians, plumbers, carpenters, joiners, painters, metal and iron workers, ironmongers and hardware dealers in all their respective branches.
 - (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (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 mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either

2

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, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without preferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in

another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (o) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (r) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (s) 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.
- (t) 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.
- (u) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(v) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £10,000, divided into 5,000 shares of £1 each and 100,000 shares of one shilling each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Matthew Marathby Hopkins</i> <i>57. Mayo Road.</i> <i>Willesden N.W.10.</i> <i>Secretary.</i>	One of £1
<i>Charles Enderby Lewis</i> <i>177. Kensington High St.</i> <i>London W.8.</i> <i>Accountant</i>	One of X £1

Dated this 14th day of August 1948.

Witness to the above Signatures—

Betty Phillips
29A, Kensington Hall Gardens,
London, W.14.
(Shorthand Typist)



457812/

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

REGISTERED
12 AUG 1948

Articles of Association

or

BANHAMS PATENT LOCKS LIMITED

PRELIMINARY.

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 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 88 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 6 inclusive of Table A, Part II, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, subject nevertheless to regulation 2 of Table A, Part II, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and not allotted as provided in Article 3, and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. 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. 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 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. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

6. Five thousand shares of £1 each in the original capital shall be preference shares, and, subject to the provisions of regulation 4 of Table A, Part I, such preference shares shall confer the right to a fixed cumulative preferential dividend at the rate of 6 per cent. per annum upon the capital for the time being paid up or credited as paid up thereon, and the right in a winding up to repayment of the capital paid up or credited as paid up thereon, together with all arrears of dividend and dividends accrued thereon to the commencement of the winding up and not actually paid, whether earned or declared or not, and a sum equal to interest thereon at the rate aforesaid calculated from the date of such commencement to the date of such repayment, before any return of capital is made on any other shares, but the holders of such preference shares shall not have the right to participate further in profits or assets in respect of such shares.

LIEN.

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

TRANSMISSION OF SHARES.

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

NOTICE OF GENERAL MEETINGS.

9. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS.

10. The words "the appointment of, and" shall be omitted in regulation 52 of Table A, Part I.

11. The words "twenty-four" shall be substituted for the word "thirty" in regulation 57 of Table A, Part I.

12. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

13. 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 five. The following shall be the first Directors of the Company, that is to say—William Francis Banham, John Anthony Banham and Marie Annie Banham.

14. The qualification of a Director shall be the holding of one share of the Company. A Director may act before acquiring his qualification.

15. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

16. The proviso to regulation 79 of Table A, Part I, shall be omitted.

POWERS AND DUTIES OF DIRECTORS.

17. Paragraph (4) of regulation 84 of Table A, Part I, shall be omitted.

DISQUALIFICATION OF DIRECTORS.

18. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.

19. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

ROTATION OF DIRECTORS.

20. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

21. Without prejudice to the provisions of regulations 96 and 97 of Table A, Part I, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

CAPITALISATION OF PROFITS.

22. All the words in regulation 129 of Table A, Part I, after the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be substituted therefor: "of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members."

NOTICES.

23. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP.

24. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

25. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given

in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mathew Dorothy Hopkins.

57. Princes Road.

Chislehurst N.E. 10.

Secretary

Charles Edward Jervis

177, Kensington High Street

London. W.8.

Accountant

Dated this *12* day of *August*

1948.

Witness to the above Signatures—

Betty Phillips

29A Kensington Hall Gardens,

London, W.14.

(Shorthand Typist)

DUPLICATE FOR THE FILE

No. 457812



Certificate of Incorporation

I Hereby Certify, That

DANIELS PATENT LOGS LIMITED

is this day Incorporated under the Companies Act, 1948,
and that the Company is Limited.

Given under my hand at London this twelfth day of
August One Thousand Nine Hundred and Forty-eight

[Signature]
Registrar of Companies.

Certificate
received by

H. Lewis (A.) G. E. Lewis

Date

13/8/48.

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Special Resolution

OF

BANHAMS PATENT LOCKS LIMITED

Passed 19th February, 1957

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held at 185 Kensington High Street, London, W.8, on the 19th day of February, 1957, the following Resolution was passed as a Special Resolution :—

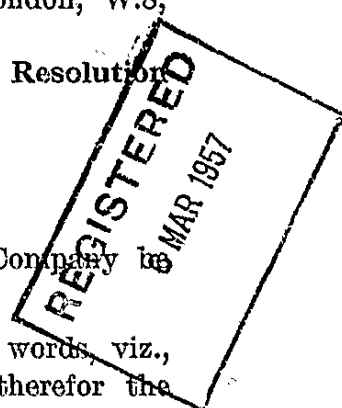
That the Articles of Association of the Company be altered as follows :

By omitting in Article 13 the following words, viz., "nor more than five" and substituting therefor the following words, viz., "nor more than seven".

M. A. Banham

M. A. BANHAM,

Chairman.



457812/33

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
BANKERS PATENT LOCKS LIMITED

To The Registrar of Companies

At an Extraordinary General Meeting of the above named Company duly convened and held at Allen House, Allen Street, London W.8. on the 15th day of March 1968 the following resolutions were duly passed as ordinary resolutions:-

RESOLUTIONS

1. That the share capital of the Company be increased to £12500 by the creation of an additional 50000 ordinary shares of 1s. each ranking pari passu in all respects with the existing shares of 1s. each in the capital of the Company.
2. That it is desirable to capitalise the sum of £4876 forming part of the amount standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum be set free for distribution amongst the holders of the Ordinary Shares of the Company on the Register of the Members at the 14th day of March, 1968, in the proportion in which they hold such shares respectively on that day on condition that the same be not paid in cash but be applied in paying up in full at par 97520 Ordinary Shares of 1s. each to be allotted (ranking for all dividends declared after the said 14th day of March 1968) and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportions aforesaid and the Directors shall give effect to this Resolution.



Number of
Company

457812

34

CCD

£12.10.0

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

BANHAMS PATENT LOCKS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

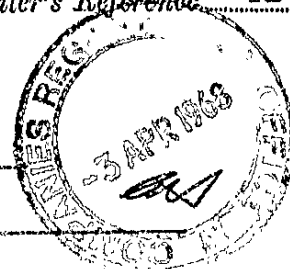
Presented by

Document Filer's Reference PB

HEALD JOHNSON & CO.

9 Cavendish Square,

London W.1.



Form No. 26a

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

THE NOMINAL CAPITAL

OF

BANHAMS PATENT LOCKS

Limited

has by a Resolution of the Company dated

15th March 1968 been increased by

the addition thereto of the sum of £2500,

divided into :—

50,000 Shares of 1/- each

Shares of each

beyond the registered Capital of £10,000

Signature

(State whether Director or Secretary)

(Secretary)

Dated the

day of

196

Note—This margin is reserved for binding and must not be written across

Number of
Company

457812

35



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

BANHAM'S PATENT LOCKS

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. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Heald Johnson & Co.,

9, Cavendish Square,

London, W.1.



TO THE REGISTRAR OF COMPANIES.

BARFAMS PATENT LOCKS

Limited, hereby gives you notice, pursuant to

*"Ordinary",
"Extra-ordinary", or
"Special".

Section 63 of the Companies Act, 1948, that by an Ordinary
Resolution of the Company dated the 15th day of March 1962

Resolution of the Company dated the 15th day of March 1963
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £2500 beyond the Registered Capital
of £10,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
50,000	Ordinary	1s.

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

to rank *pari passu* in all respects with the existing 1s. Ordinary Shares in the Company.


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

Signature

State whether Director
or Secretary

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

47

12. 

【答案】C

~~SECRET~~

● 2017年1月1日起，企业发生的符合条件的广告费和业务宣传费支出，不超过当年销售(营业)收入15%的部分，准予扣除；超过部分，准予在以后纳税年度结转扣除。

SECRET

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H. J. G. Ham
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Number of Company

457812

59.

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Special Resolution

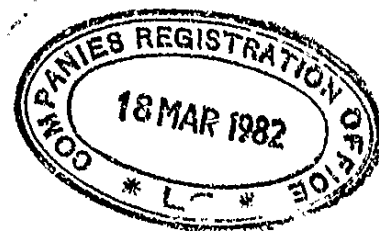
OF

BANHAMS PATENT LOCKS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at the Registered Office on the 5th day of JANUARY 1982, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

IT WAS RESOLVED that the existing Memorandum and Articles of Association of the Company be and are hereby altered by the substitution therefor of the attached new Memorandum and Articles of Association.


CHAIRMAN



I HEREBY CERTIFY THIS TO BE A TRUE COPY OF THE NEW
MEMORANDUM AND ARTICLES OF ASSOCIATION AS ADOPTED
BY SPECIAL RESOLUTION PASSED THE 5th DAY OF JANUARY
1982. *H. A. Paul-Ownt* CHAIRMAN

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY SHARES

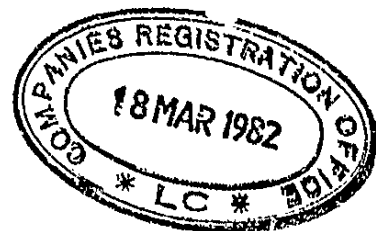
MEMORANDUM OF ASSOCIATION

OF

BANHAMS PATENT LOCKS LIMITED

1. The name of the Company is BANHAMS PATENT LOCKS LIMITED. ✓
2. The Registered Office of the Company will be situated in England. ✓
3. The objects for which the Company is established are:-
 - (A) To carry on business as manufacturers, distributors of locks,
bolts, catches and burglary prevention appliances and devices
of all descriptions, engineers, electricians, plumbers, carpenters,
joiners, painters, metal and iron workers, ironmongers and
hardware dealers in all their respective branches.

H. A. Paul-Ownt



To guarantee or give security for the payment or performance of any contracts, debts, or obligations or any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others and generally to give any guarantee, security or indemnity.

- (C) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (D) To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real personal property of any kind convenient or necessary for the purposes of or in connection with the Company's business or any department or branch thereof.
- (E) To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so acquired.
- (F) To erect, build, construct, or reconstruct, lay down, alter, enlarge and maintain any factories, buildings, works, shops, stores, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the construction, erection and maintenance of any of the aforesaid.
- (G) To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.

promote by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.

- (I) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debenture stock, debentures or other obligations or securities of any description.
- (J) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, mortgages, charges, obligations, bonds, interest, securities, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person and in particular (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act, 1948, or another subsidiary, as defined by the said section, of the company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets presents or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.
- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.
- (L) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts or agents.
- (M) To employ experts to examine and investigate into the character, prospects, value, condition and circumstances of any undertakings and business concerns and generally of any property, assets or rights.

To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

- (O) To promote or establish or concur in promoting or establishing any other Company whose objects shall include the taking over of or the acquisition of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such Company.
- (P) To deal with and invest the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (Q) To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stock, shares or securities so acquired.
- (R) To enter into any partnership or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, otherwise assist or subsidise, any such company.
- (S) To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.

- (T) To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.
- (U) To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business, the carrying on of which is calculated to benefit this Company or to advance its interests generally.
- (V) To aid in the support and establishment of any educational, scientific, religious or charitable institutions or trade associations or societies, whether such associations, societies or institutions be solely connected with the business carried on by the Company or its predecessors in business or not, and to maintain and institute any club, society or other organisation.
- (W) To grant pensions, gratuities, allowances and bonuses to employees or ex-employees, officers or ex-officers of the Company or its predecessors in business or the dependents of such persons and to maintain and establish or concur in maintaining funds, trusts or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons or their dependents as aforesaid.
- (X) To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, 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.
- (Y) To do all or any of the above things in any part of the world, either alone as principals, or as agents for or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (Z) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

4.

The liability of the members is limited.

5.

The share capital of the Company is £12,500 divided into 5,000 shares of £1 each and 150,000 shares of 5p. each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

BANHAMS PATENT LOCKS LIMITED

Still private

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provisions of the Acts shall where the context so admits be construed as and include a reference to such provisions as modified by any statute for the time being in force.
2. Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A aforesaid shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

SHARES

3. Regulation 17 of the Companies Act, 1980 shall apply to the Company. Such shares which are not accepted subject to Regulation 17 aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit. Provided that in the case of shares not accepted such shares shall not be so disposed of on terms or conditions more favourable to any of the subscribers thereto than the terms and conditions offered to the Members.
4. Subject to Article 3 hereof the Directors are authorised to allot shares as set out in Regulation 14 of the Companies Act, 1980 up to the amount of the share capital authorised at the incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN

5. The lien conferred by Regulation 11 of Table A shall apply to all shares whether or not fully paid and in respect of any liability to the Company of the registered holder or holders of such shares and Regulation 11 aforesaid shall be modified accordingly.

TRANSFERS

The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee.

7. The Directors may in their absolute discretion and without assigning any reason decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has been carried on a show of hands (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. *WKB* Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ~~seven~~ ^{seven}. If at any time and from time to time there shall be only one Director of the Company then such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
11. The Directors shall not be required to retire by rotation and Regulations 89, 90, 91, 92 and 94 of Table A shall not apply. Regulations 95 and 97 aforesaid shall be modified accordingly.
12. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he represents.

Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place or profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

14. The office of Director shall be vacated:-
- a. if by notice delivered in writing to the Company at its registered office or tendered at a meeting of the Directors he resigned the office of Director; or
 - b. if he becomes bankrupt or enters into any arrangement with his creditors; or
 - c. if he becomes of unsound mind; or
 - d. if he is prohibited from being a Director by reason of any order made under the Acts; or
 - e. if he is removed from office by a resolution duly passed in accordance with the Act.

BORROWING POWERS OF DIRECTORS

15. The proviso to Regulation 79 of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.
17. A Managing Director or Manager shall receive such remuneration (whether by way of salary commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

PROCEEDINGS OF DIRECTORS

18. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be when one Director only is in office one and shall when more than one Director is in office be two.

SECRETARY

19. The first Secretary to the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

INDEMNITY

20. Subject to the provisions of the Acts and in addition to such indemnity as is contained in Regulation 136 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Number of } 457812
Company }

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

BANNAME PATENT LOCKS LIMITED

LIMITED

Passed 26th November 1982, 1982.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Registered Office

on the 26th day of November, 1982, the subjoined SPECIAL RESOLUTION duly passed, viz. :—

RESOLUTION

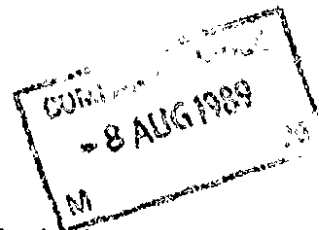
IT WAS RESOLVED that the existing Article 9 of the Articles of Association of the Company be and are hereby altered by the substitution therefore the number 20 for the number 10.

The relevant amendment of Article 9 will therefore be as follows:—

"Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than 1 nor more than 20".

Signature

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



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

457812

THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
BANIAMS PATENT LOCKS LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provisions of the Acts shall where the context so admits be construed as and include a reference to such provisions as modified by any statute for the time being in force.
2. Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A aforesaid shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

SHARES

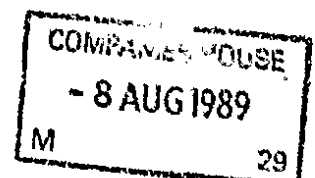
3. Regulation 17 of the Companies Act, 1980 shall apply to the Company. Such shares which are not accepted subject to Regulation 17 aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit. Provided that in the case of shares not accepted such shares shall not be so disposed of on terms or conditions more favourable to any of the subscribers thereto than the terms and conditions offered to the Members.
4. Subject to Article 3 hereof the Directors are authorised to allot shares as set out in Regulation 14 of the Companies Act, 1980 up to the amount of the share capital authorised at the incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN

5. The lien conferred by Regulation 11 of Table A shall apply to all shares whether or not fully paid and in respect of any liability to the Company of the registered holder or holders of such shares and Regulation 11 aforesaid shall be modified accordingly.

SHARE TRANSFERS

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee.
7. The Directors may in their absolute discretion and without assigning any reason decline to register any transfers of any share whether or not it is a fully paid share.



PROCEEDINGS AT GENERAL MEETINGS

At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has been carried on a show of hands (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than 20. If at any time and from time to time there shall be only one Director of the Company then such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
10. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
11. The Directors shall not be required to retire by rotation and Regulations 89, 90, 91, 92 and 94 of Table A shall not apply. Regulations 95 and 97 aforesaid shall be modified accordingly.
12. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he represents.
13. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
14. The office of Director shall be vacated:-
 - a. if by notice delivered in writing to the Company at its registered office or tendered at a meeting of the Directors he resigned the office of Director; or
 - b. if he becomes bankrupt or enters into any arrangement with his creditors; or
 - c. if he becomes of unsound mind; or
 - d. if he is prohibited from being a Director by reason of any order made under the Acts; or
 - e. if he is removed from office by a resolution duly passed in accordance with the Act.

BORROWING POWERS OF DIRECTORS

The proviso to Regulation 79 of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.
17. A Managing Director or Manager shall receive such remuneration (whether by way of salary commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

PROCEEDINGS OF DIRECTORS

18. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be when one Director only is in office one and shall when more than one Director is in office be two.

SECRETARY

19. The first Secretary to the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

INDEMNITY

20. Subject to the provisions of the Acts and in addition to such indemnity as is contained in Regulation 136 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

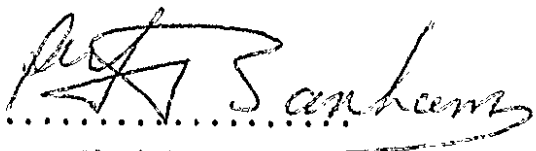
RESOLUTION OF BANHAM PATENT LOCKS LIMITED

PASSED 27th February 1990

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 27th February 1990 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the regulations contained in the printed document submitted to the meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

.....
Chairman

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14 FEB 1990

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THE COMPANIES ACTS 1948 to 1980
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
BANHAMS PATENT LOCKS LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts 1948 to 1980 (hereinafter referred to as "the Acts") and subject as hereinafter provided in the First Schedule to the Companies Act, 1948 as amended by the Acts (hereinafter referred to as "Table A") shall apply to the Company. Reference to any provisions of the Acts shall where the context so admits be construed as and include a reference to such provisions as modified by any statute for the time being in force.
2. Regulations 22, 24, 53, 58, 71, 75, 84(2), 84(4), 88, 89, 90, 91, 92, 99, 107 and 108 of Table A aforesaid shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

SHARES

3. Regulation 17 of the Companies Act, 1980 shall apply to the Company. Such shares which are not accepted subject to Regulation 17 aforesaid shall be under the control of the Directors who may allot, grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think fit. Provided that in the case of shares not accepted such shares shall not be so disposed of on terms or conditions more favourable to any of the subscribers thereto than the terms and conditions offered to the Members.
4. Subject to Article 3 hereof the Directors are authorised to allot shares as set out in Regulation 14 of the Companies Act, 1980 up to the amount of the share capital authorised at the incorporation of the Company at any time or times during the period of five years from the date of incorporation.

LIEN

5. The lien conferred by Regulation 11 of Table A shall apply to all shares whether or not fully paid and in respect of any liability to the Company of the registered holder or holders of such shares and Regulation 11 aforesaid shall be modified accordingly.

SHARE TRANSFERS

6. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee.
7. (A) The Directors shall, subject to paragraph (C) of this Article, register the transfer or, as the case may be, transmission of any shares:-
- (i) to a member of the family of a Member or deceased Member;
 - (ii) to any person or persons acting in the capacity of trustee or trustees of a trust created by a Member (whether by deed or by will) or, upon any change of trustees of a trust so created, to the new trustee or trustees (so that any such transfer as aforesaid shall be registered pursuant to this paragraph only if such shares are to be held upon the terms of the trust) provided that there are no persons beneficially interested under the trust other than the Member or members of his family, (save for persons who have interests dependent upon the lapse or failure of all interests of the Member and members of his family) and the Directors shall be entitled to require that the trustee or trustees provide an affidavit (which satisfies the Company) certifying to the Company that no person other than a Member or members of his family (or persons who have interests dependent upon the lapse or failure of all interests of the Member and members of his family), has any beneficial interest in such shares. The voting rights conferred by any such shares are not exercisable by or subject to the consent of any person other than the trustee or trustees of the trust or the Member or members of his family and also the Directors are satisfied that the trust is and is intended to remain a trust the sole purpose of which is to benefit the Member or members of his family.
 - (iii) by the trustee or trustees of a trust to which sub-paragraph (ii) above applies to any person beneficially interested under the trust being the Member or a member of his family; or
 - (iv) to the personal representatives of a deceased Member where under the provisions of his will

or the laws as to intestacy the persons beneficially entitled to any such Shares, whether immediately or contingently, are members of the family (as hereinafter defined) of the deceased Member and by the personal representatives of a deceased Member to a member or members of the family of the deceased Member.

- (v) Notwithstanding (i) - (iv) above the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of a share.

(B) For the purpose of paragraphs (A) and (J) of this Article but not any other paragraph:

- (i) the word "Member" shall not include a person holding shares only in the capacity of trustee, personal representative or trustee in bankruptcy but shall include a former Member in any case where the person concerned ceased to be a Member as the result of the creation of the relevant trust; and
- (ii) the words "a member of the family of a Member" or "member of his family" shall mean the husband, wife, widow, widower, child and remoter issue (including a child by adoption) or parent (including adoptive parent) of the Member.

(C) Notwithstanding the provisions of this Article, the Directors may decline to register any transfer or transmission which would otherwise be permitted hereunder if it is a transfer:-

- (i) of a share on which the Company has a lien;
- (ii) of a share (not being a fully paid share) to a person of whom they shall not approve; or
- (iii) of a share (whether or not it is fully paid) made pursuant to paragraph (I) below.

(D) Save where a transfer is made pursuant to paragraph (A) above any person (hereinafter called "the proposing transferor") proposing to transfer any shares shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. A transfer notice shall constitute the Company the agent of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any Member or

Members willing to purchase the same (hereinafter called "the purchasing Member") at the price specified therein or if the fair value is certified

in accordance with paragraph (F) below at that fair value (whichever shall be the lower). A transfer notice may not be withdrawn except with the sanction of the Directors.

- (E) The shares comprised in any transfer notice shall be offered to the Members (other than the proposing transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (hereinafter called an "offer notice") within fourteen days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted to not more than forty-two days after the date of the offer notice, provided that if a certificate of valuation is requested under paragraph (F) below the offer shall remain open for acceptance for a period of twenty-one days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the Members. For the purposes of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company. The offer notice shall further invite each Member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the Members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no Member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lot, and lots shall be drawn in such manner as the Directors may think fit.

- (F) Any Member may, not later than fifteen days after the date of the offer notice, serve on the Company a notice in writing requesting that the Auditor for the time being of the Company certify in writing the sum which in his opinion represents the fair value of the shares (taking into account any reduction to be made in respect of a minority holding), comprised in the transfer notice at the date of the transfer notice and for the purpose of this Article reference to the Auditor shall include any person so nominated. Upon

receipt of such notice the Company shall instruct the Auditor to certify as aforementioned and the costs of such valuation shall be apportioned as to 50% to be borne by the proposing transferor and 50% to be borne by the purchasing

members in aggregate in proportion to their holdings. In certifying a fair value the Auditor shall be considered to be acting as an expert and not as an arbitrator and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the Auditor, the Company shall by notice in writing inform all Members of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale. Within seven days of receiving notice of such fair value the proposing transferor shall be entitled to serve notice in writing on the Company withdrawing the transfer notice unless it is a transfer notice deemed to have been served under the provisions of paragraph (J) or (K).

For the purpose of this Article the fair value of each share comprised in the transfer notice shall be its value on the basis of a willing vendor to a willing purchaser as a rateable proportion of the total value of all the issued shares of the Company (valuing the Company as a going concern).

- (G) If purchasing Members shall be found for all the shares comprised in the transfer notice within the appropriate period specified in paragraph (E) above, the Company shall not later than seven days after the expiry of the appropriate period give notice in writing (hereinafter called a "sale notice") to the proposing transferor specifying the purchasing Members and the proposing transferor shall be bound upon payment of the price due in respect of all the shares comprised in the transfer notice to transfer the shares to the purchasing Members.
- (H) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member. The Company shall pay the purchase money into a separate bank account.
- (I) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (G) above, he shall, during the period of

thirty days next following the expiry of the time so specified, be at liberty subject to paragraph (C) above to transfer all or any of the shares comprised

in the transfer notice to any person or persons at a price per share no less than the price in the offer notice.

- (J) In any case where any shares are held by the trustee or trustees of a trust following a transfer or transfers made pursuant to sub-paragraph (ii) of paragraph (A) above the Directors shall be entitled to require that the Transferor provide an affidavit (which satisfies the Company) certifying to the Company that no beneficial interest in such shares has passed by reason of the transfer to any other person or persons other than those set out in Article 7 (ii) and if it shall come to the notice of the Directors that not all the persons beneficially interested under the trust are members of the family of the Member by whom the trust was created (or persons who have interests dependent upon the lapse or failure of all interests of the Member and members of his family) or the Directors are not or do not remain satisfied that the trust is and is intended to remain a trust the sole purpose of which is to benefit the Member or members of his family, the Directors may at any time thereafter resolve that such trustee or trustees shall be required to transfer such shares and such trustee or trustees shall thereupon be deemed to have served a transfer notice comprising such shares pursuant to paragraph (D) above and to have specified therein the fair value to be certified in accordance with paragraph (F) above and the provisions of this Article shall take effect accordingly. Notice of such resolution shall forthwith be given to such trustee or trustees.
- (K) In the application of Regulations 29 to 32 of Table A to the Company the proviso to Regulation 32 shall be omitted, and:-
- (i) save where the proposed transfer or transmission is within paragraph (A) above ("a permitted transfer") any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer;
 - (ii) if a person so becoming entitled shall not have executed a permitted transfer or given a transfer notice in respect of any share within

six months of the death or bankruptcy, the Directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days to execute permitted transfers or give a transfer notice in respect of all the shares to which

he has so become entitled and for which he has not previously done so and if he does not do so he shall at the end of such thirty days be deemed to have given a transfer notice pursuant to paragraph (D) of this Article relating to those shares in respect of which he has still not executed permitted transfers or given a transfer notice;

- (iii) where a transfer notice is given or deemed to be given under this paragraph and no price per share is specified therein the transfer notice shall be deemed to specify the sum which shall, on the application of the Directors, be certified in writing by the Auditor in accordance with paragraph (F) of this Article as the fair value thereof.

- (L) Provided that the Members so approve by a Special Resolution in general meeting, the provisions contained in Article 7 may be waived or varied.

CHANGE OF CONTROL

8 Notwithstanding any other provisions contained in these Articles or in the Acts:-

- (i) if any offer is made after the date of adoption of these Articles; or
- (ii) if any Member proposes to dispose of or transfer any interest in any shares in the capital of the Company; or
- (iii) if a stock transfer form or forms in respect of any transfer(s) of shares in the capital of the Company is/are presented for approval at any meeting of the Directors which would, if accepted, effected, completed or approved (as the case may be) result in any person firm or company or group of persons acting in concert (as defined by the City Code on Takeovers and Mergers) acquiring control (directly or indirectly) of more than 50% of the voting rights attaching to shares in the capital of the Company, then no such offer may be accepted or disposal or transfer or transfers effected, completed or approved without the prior approval of 75% of the Company given in general meeting.

PURCHASE OF OWN SHARES

9. Subject to the provisions of the Companies Act 1985, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

PROCEEDINGS AT GENERAL MEETINGS

10. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other Member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a Resolution has been carried on a show of hands (whether unanimously or by a particular majority) or lost and an entry to that effect made in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than 20. If at any time and from time to time there shall be only one Director of the Company then such Director may act alone in exercising all the powers and authorities vested in the Directors. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Acts.
12. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his attaining or having attained that or any other age.
13. The Directors shall not be required to retire by rotation and Regulations 89, 90, 91, 92 and 94 of Table A shall not apply. Regulations 95 and 97 aforesaid shall be modified accordingly.
14. Any Director may by notice in writing signed by him and deposited at the registered office of the Company appoint an alternate Director to act on his behalf. Such alternate Director must be either a Director of the Company or a person approved by all of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat as a Director but his

appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director whom he represents.

15. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.
16. The office of Director shall be vacated:-
 - a. if by notice delivered in writing to the Company at its registered office or tendered at a meeting of the Directors he resigned the office of Director; or
 - b. if he becomes bankrupt or enters into any arrangement with his creditors; or
 - c. if he becomes of unsound mind; or
 - d. if he is prohibited from being a Director by reason of any order made under the Acts; or
 - e. if he is removed from office by a resolution duly passed in accordance with the Act.

BORROWING POWERS OF DIRECTORS

The proviso to Regulation 79 of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment.
18. A Managing Director or Manager shall receive such remuneration (whether by way of salary commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

PROCEEDINGS OF DIRECTORS

19. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be when one Director only is in office one and shall when more than one Director is in office be two.

SECRETARY

20. The first Secretary to the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Acts.

INDEMNITY

21. Subject to the provisions of the Acts and in addition to such indemnity as is contained in Regulation 136 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

0104g

RW/LW - 18.1.90

Return by a company purchasing its own shares

169

According to section 201 of the Copyright Act of 1976

Please do not
write in
the margin

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

* insert full name
of company

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

§ A private com, any
is not required to
give this information

To the Registrar of Companies
(Address overleaf)

For official use

Company number

Name of company

BANHAM PATENT LOCKS LIMITED

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	9,500		
Nominal value of each share	5p		
Date(s) on which the shares were delivered to the company	31/12/91		
Maximum prices paid \$ for each share			
Minimum prices paid \$ for each share			

The aggregate amount paid by the company for the shares to which this return relates was:

£ 4113, 4114

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 4,917.30

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

Signed

Designation†

Date _____

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

For official Use

General Section

~~COMPANIES HOUSE~~

Post room

1997

45

003/251784 000703

Number of Company 457812

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(pursuant to section 378 of the Companies Act 1985)

of BANHAM PATENT LOCKS LIMITED

Passed the 2nd day of April 1992

It was resolved

"That the purchase by the Company of shares pursuant to the proposed contract as attached hereof be and is hereby authorised on the terms set out below:

(a) Maximum number of shares authorised to be acquired.

Number 22092

Class 5p ords

(b) Price paid for these shares

Class 5p ords

Price £53 p/s

Provided that any purchase shall be completed no later than 2nd April 1992".

By order of the Board

.....
Secretary

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COMPANIES FORM No. 169

Return by a company purchasing
its own shares

Pursuant to section 169 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block letteringInsert full name
of company

Note

This return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were delivered
to the companyA private company
is not required to
give this informationTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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457812.

Name of company

* Benham Patent Locks LTD.

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	Ordinary.		
Number of shares purchased	22092		
Nominal value of each share	5p		
Date(s) on which the shares were delivered to the company	2.4.92.		
Maximum prices paid £ for each share			
Minimum prices paid £ for each share			

The aggregate amount paid by the company for the shares to which this return relates was:

£ 1,170,876.

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 5854.50.

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

Signed

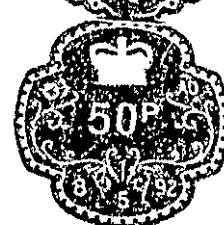
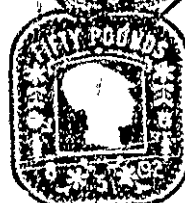
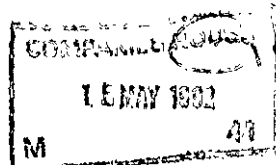
L. Ward

Designation:

Co. Secretary Date 5.5.92

Presenter's name address and
reference (if any):For official Use
General Section

Post room





DEPARTMENT OF TRADE AND INDUSTRY

Company number : 00457812

SECTION 244(5) OF THE COMPANIES ACT 1985 AS INSERTED BY SECTION 11 OF THE COMPANIES ACT 1989

The Secretary of State in exercise of his powers under Section 244(5) of the Companies Act 1985 extends by 1 month the period allowed for laying and delivering accounts of BANHAMS PATENT LOCKS LIMITED

In relation to the accounting reference period ending 31/12/93 . It follows that the date on which the said period will now expire is 30/11/94.

Dated 04/11/94

A handwritten signature in black ink, appearing to read 'P. C. Coates', is written over a horizontal line.

P. C. COATES



On behalf of the
Secretary of State
for Trade and Industry