

## THE COMPANIES ACT 1948.



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

Declaration of Compliance with the requirements  
of the Companies Act, 1948, on application for  
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY

COMMERCIAL CLEANING SERVICES (BIRMINGHAM)

LIMITED.

CAL. No. C.F. 41.

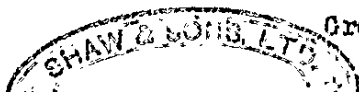
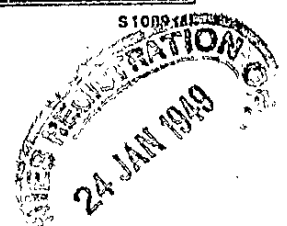
SHAW & SONS  
LIMITED

Law Stationers and Company Registration Agents  
7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by

Messrs. Dixon, Hopkinson & Co.,

Grosvenor Buildings.



I, Joyce Marguerite Marriott

of 74 Portland Road, Edgbaston, Birmingham, 16.

*JMS*  
DO solemnly and sincerely declare that I am (a) [~~a Solicitor of the Supreme Court engaged in the formation of~~] [a person named in the Articles of Association as a Director/Secretary],

of

COMMERCIAL CLEANING SERVICES (BIRMINGHAM)

LIMITED,

And that all the requirements of the Companies Act, 1948, 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 Birmingham  
in the County of Warwick

on 17 day of January 1948

one thousand nine hundred and forty nine  
for me,

*[Signature]*  
A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

(b) or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

Exchange Control Oct. 1947 Dec 8.

*[Handwritten notes]*

## THE COMPANIES ACT, 1948.

REGISTERED

27 JAN 1949



## Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)*

NAME OF

COMPANY.....COMMERCIAL CLEANING SERVICES (BIRMINGHAM)

LIMITED.

Statement is to be filed with the Memorandum of Association when the Company is registered.

No. C.A. 24.

S 1087 (b)

SHAW & SONS  
LIMITED

Law Stationers and Company Registration Agents

7, 8 &amp; 9, Fetter Lane, Fleet Street, E.C. 4

Presented by

Messrs. Dixon, Hopkinson & Co.,  
Grosvenor Buildings,  
15A Steelhouse Lane,  
BIRMINGHAM, 4.



# The Nominal Share Capital

of the COMMERCIAL CLEANING SERVICES (BIRMINGHAM)

LIMITED,

is £2,500, divided into 2,500 shares of £1

each.

Signature Joyce M. Monro

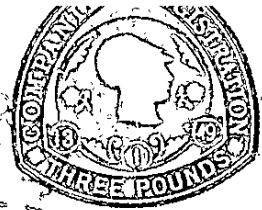
Description Director.

Date 7th January, 1949.

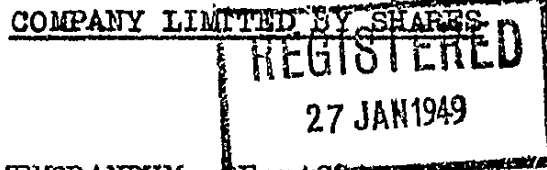
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1.



THE COMPANIES ACT, 1948.



MEMORANDUM OF ASSOCIATION

— of —

COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED.

1. The name of the Company is "COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) (a) To carry on business as vacuum cleaners, steam cleaners, window cleaners, marble cleaners, carpet cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney sweeps, fumigators, vermin and insect destroyers, and generally to undertake cleaning and fumigation of any kind.
  - (b) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, interior and exterior decorators, painters, polishers, paper-hangers, plasterers, property repairers, builders, joiners, woodworkers, engineers, electricians, carriers, haulage and removal contractors, metal and waste goods merchants, coal, coke and fuel merchants, garage proprietors, builders' merchants, and general contractors.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.



- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £2,500, divided into 2,500 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act 1948.

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.	No. of Shares taken by each Subscriber.
<p><i>Robert Frederick Shwant-Maniott</i>  <i>74 Portland Rd. Edgbaston</i>  <i>Birmingham.</i>  <i>Auctioneer.</i></p> <p><i>Joyce Margaret Maniott</i>  <i>74 Portland Rd.,</i>  <i>Edgbaston</i>  <i>Younger Birmingham</i>  <i>Gentlewoman.</i></p>	<p><i>one</i></p> <p><i>One.</i></p>
TOTAL SHARES TAKEN	<i>Two</i>

Dated this *7* day of *January* 19*49*

Witness to the above Signatures:-

*D. J. J. J. J.*  
*15 A Street House Lane*  
*Birmingham 4.*

*Arthur Lewis Accountant.*



463951/4

6.



REGISTERED  
THE COMPANIES ACT, 1948.  
27 JAN 1949  
COMPANY LIMITED BY SHARES

5-  
Egan  
101-

## ARTICLES OF ASSOCIATION

— of —

COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED

PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

2. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;



"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

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

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

3. The Company is a private company within the meaning of the Act, and accordingly:-

(a) The right to transfer Shares is restricted in the manner hereinafter prescribed:

(b) The number of members of the Company is limited to fifty, 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; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;

(c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise.

(d) The Company shall not have the power to issue Share Warrants to bearer;

(e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

#### ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

5. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

6. The Company shall have a first and paramount lien on every Share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

7. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

8. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

9. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

10. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make,

in writing, a valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

- (c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

11. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 10 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice, in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

12. If at the expiration of the fourteen days referred to in Clause 11 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

13. Notwithstanding anything in Clause 12 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

14. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 9 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 12 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 16 (a) of the Articles and of Regulation 25 of Table A.

15. Nothing contained in the provisions of Clauses 9 to 14 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

16. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.

TRANSMISSION OF SHARES.

17. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

18. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

19. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

20. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

21. Regulations 50 and 51 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS.

22. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

23. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES  
AT MEETINGS.

24. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

25. 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.

DIRECTORS.

26. (a) The number of the Directors of the Company shall be the number fixed from time to time by the Company in General Meeting but need not exceed one. The first Director of the Company shall be Joyce Marguerite Marriott. If and so long as there is a sole Director he or she shall have authority to exercise all the powers, authority and discretions by the Articles expressed to be vested in the Directors, and the Articles shall be interpreted as modified accordingly.

(b) Subject to the provisions of Section 184 of the Act and Regulation 96 of Table A, and of Clause 30 (a) of the Articles, the said Joyce Marguerite Marriott so long as she continues to be the beneficial holder of 50 Shares in the Company, shall remain a Director of the Company, and shall not be subject to retirement by rotation under the provisions of Regulation 89 of Table A, until she shall die or elect to retire.

(c) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

27. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

28. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

29. Regulations 80 to 87, inclusive, of Table A shall apply.

DISQUALIFICATION OF DIRECTORS.

30. (a) The office of Director shall be vacated if the Director:-

- (a) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (b) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (c) Is found lunatic or becomes of unsound mind; or
- (d) Is convicted of an indictable offence; or
- (e) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (f) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

(b) A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

ROTATION OF DIRECTORS.

31. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

32. (a) The quorum necessary for the transaction of business at a Meeting of the Directors shall (until otherwise determined by the Company in General Meeting) be one, and one Director present alone at a duly convened Meeting of the Board of Directors may act and pass resolutions, and such acts and resolutions shall be as valid as if they had been performed or passed by a majority of the Directors present at a Meeting of the Directors attended by more than one Director.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

BORROWING BY DIRECTORS.

33. Regulation 79 of Table A shall apply.

MANAGING DIRECTOR.

34. Regulations 107 to 109, inclusive, of Table A shall apply.

SECRETARY.

35. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

36. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE

37. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

38. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

39. Regulations 128 and 129 of Table A shall apply.

AUDIT.

40. Regulation 130 of Table A shall apply.

NOTICES.

41. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

42. Regulation 135 of Table A shall apply.

INDEMNITY

43. Regulation 136 of Table A shall apply.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

Robert Frederick Stuart-Mannott.  
74 Portland Rd.  
Edgbaston Birmingham.  
Auditioner.

Joyce Marguerite Mannott  
74 Portland Rd.,  
Edgbaston.  
Birmingham.  
Maiden woman.

---

Dated this 7<sup>th</sup> day of January 1949

Witness to the above Signatures:-

D. J. J. Spence  
154, Steelhouse Lane  
Birmingham 4  
Chief Clerk Accounts.

DUPLICATE FOR THE FILE

No. 463951



# Certificate of Incorporation

I Hereby Certify, That

COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED

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

Given under my hand at London this Twenty-seventh day of  
January nine.  
One Thousand Nine Hundred and Forty-eight.

*[Signature]*  
For Registrar of Companies.

Certificate  
received by

*[Signature]*  
*[Signature]*

Date

31-1-49

22  
18/7/60  
THE COMPANIES ACT, 1948.

Copy



SPECIAL RESOLUTIONS

(Pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

of

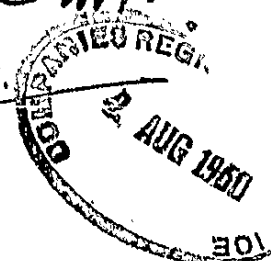
COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED.

Passed the 12th day of July, 1960.

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Lancaster House, 67 Newhall Street, Birmingham, 3, on the Twelfth day of July, 1960, the following SPECIAL RESOLUTIONS were duly passed :-

1. That the Share Capital of the Company of £2,500 divided into 2,500 Shares of £1 each be converted into 500 "A" Shares of £1 each, 1,000 "B" Shares of £1 each ranking in all respects pari passu with the "A" Shares, and 1,000 Unclassified Shares of £1 each the rights and conditions thereof to be determined at the time of issue. Save as aforesaid, the holders of "A" Shares shall not be entitled to receive any Bonus Shares out of the accumulated profits of the Company, and that Regulations 128 and 129 of Table A shall be modified accordingly.
2. That the Share Capital be increased to £10,000 by the creation of 7,500 additional Unclassified Shares of £1 each, the rights and conditions thereof to be determined at the time of issue.

*Paul Cairns*  
CHAIRMAN.



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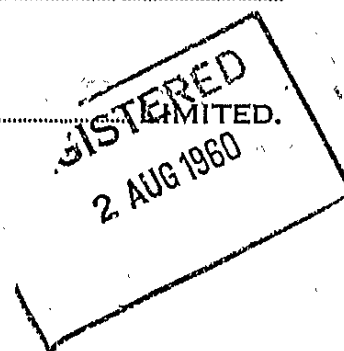


# THE COMPANIES ACT, 1948.

## Notice of Increase in Nominal Capital.

*Pursuant to Section 63.*

NAME OF COMPANY.....Commercial Cleaning Services (Birmingham).....



JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

S270F (N)

*Presented by*

Messrs. Dixon, Hopkinson & Co.,  
Lancaster House,  
67 Newhall Street,  
Birmingham, 3.



CU92  
X

# Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

.....Commercial Cleaning Services (Birmingham).....  
.....LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,  
that by (a).....Special.....Resolution of the Company dated the  
.....12th.....day of .....July.....19.....60, the nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£.....7,500.....beyond the registered Capital of £.....2,500.....

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
7,500	unclassified.	one pound

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

unclassified. The rights and conditions  
thereof to be determined at the time of issue.

.....of the new Shares are Preference Shares, and are (b) [not]  
redeemable.

(Signature).....*E. J. L. L. L.*.....

(State whether Director, or Secretary).....Secretary.....

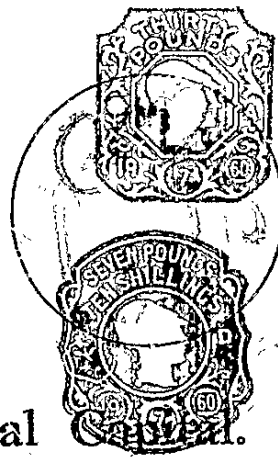
Dated the.....12th.....day of.....July.....19.....60.

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

(b) Delete as appropriate.

This margin to be reserved for binding.

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Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

COMPANY HAVING A SHARE CAPITAL.

# Statement of Increase of Nominal Capital.

*Pursuant to Section 112 of the Stamp Act, 1891.*

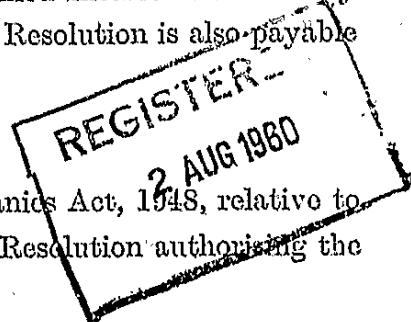
(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

NAME OF COMPANY..... Commercial Cleaning Services (Birmingham)

LIMITED.

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, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.



CAT. No. CA.26.

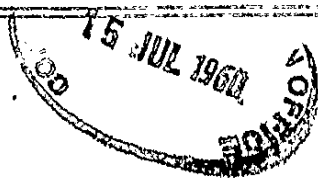
JORDAN & SONS, LTD.,  
116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD.,  
7, 8 & 9, Fetter Lane, London, E.C.4.

*Law Stationers and Company Registration Agents.*

S1223(K)L

*Presented for registration by*



Messrs. Dixon, Hopkinson & Co.,  
Lancaster House,

C1193

# The Nominal Capital

OF

Commercial Cleaning Services (Birmingham)

LIMITED,

has by a Resolution of the Company dated the twelfth day  
of July, 1960, been increased by the addition thereto of  
the sum of - - - Seven thousand, five hundred - - - Pounds,  
divided into - - - Seven thousand, five hundred unclassified - - - Shares  
of one pound - - - each,  
beyond the Registered Capital of Two thousand, five hundred pounds.

\*Signature

S. J. H. R.

Description

Secretary.

Date 13th July, 1960.

\*This Statement must be signed by an officer of the Company.

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



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

(Copy)

SPECIAL RESOLUTION

(Pursuant to the provisions of Section 141 (2) of  
the Companies Act, 1948)

of

COMMERCIAL CLEANING SERVICES (BIRMINGHAM)  
LIMITED.

Passed the 27th day of August, 1962.

At an Extraordinary General Meeting of the Members of the  
above-named Company, duly convened and held at Lancaster  
House, 67, Newhall Street, Birmingham, 3, on the 27th day of  
August, 1962, the following SPECIAL RESOLUTION was duly  
passed:-

That the name of the Company be changed to  
COMMERCIAL CLEANING SERVICES LIMITED.

CHAIRMAN.

No. 463951



Reference: C.R. 98/3921/62

BOARD OF TRADE

COMPANIES ACT, 1948

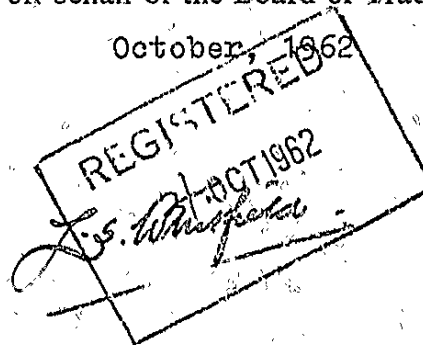
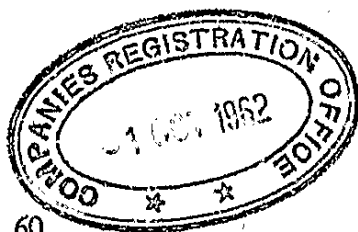
COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED

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

COMMERCIAL CLEANING SERVICES LIMITED

Signed on behalf of the Board of Trade

this thirty-first day of October 1962



No. C. 60.

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

Wt. 68470/1715 Sm. 2/62 B.L.&Co.Ltd. Gp.891/7847

DUPLICATE FOR THE FILE.

No. 463951/32



## Certificate of Incorporation on Change of Name

Whereas

COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED

was incorporated as a limited company under the  
Companies Act, 1948,

on the twenty-seventh day of January, 1949

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

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

COMMERCIAL CLEANING SERVICES LIMITED

Given under my hand at London, this thirty-first day of

October One thousand nine hundred and sixty two.

Certificate received by

Shaw & Sons, London

*L. S. Whitfield.*

Assistant Registrar of Companies.

Date 1st November 1962

4430



Company's Number 453951

453951/37

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

## Special Resolution

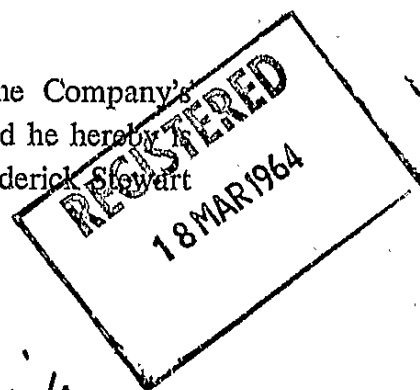
OF

## COMMERCIAL CLEANING SERVICES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Windsor House, 3, Temple Row in the City of Birmingham on Monday the Sixteenth day of March 1964, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

### SPECIAL RESOLUTION.

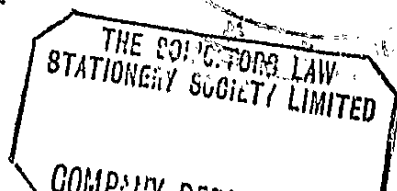
"THAT in accordance with Clause 27 in the Company's Articles of Association Douglas King, Esq., be and he hereby approved as an alternate Director for Robert Frederick Stewart Marriott."



*Robert Stewart Marriott*

Chairman.

B., M. & Co., LTD. S665201.



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Company's Number 488554



463 951 / 18  
THE COMPANIES ACT, 1948.

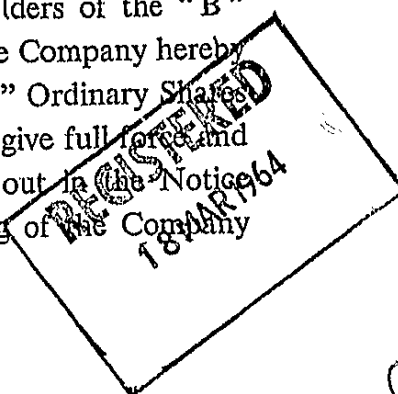
COMPANY LIMITED BY SHARES.

**Extraordinary Resolution**  
OF  
**COMMERCIAL CLEANING SERVICES LIMITED**

At a SEPARATE MEETING of the "B" Ordinary Shareholders in the capital of the Company held on the 16th day of March 1964, the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION:—

EXTRAORDINARY RESOLUTION.

"THAT this Separate Meeting of the Holders of the "B" Ordinary Shares of £1 each in the capital of the Company hereby agrees that the rights attached to the said "B" Ordinary Shares shall be so far varied as may be necessary to give full force and effect to the several Special Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the <sup>September</sup> ~~ninth~~ day of <sup>March</sup> ~~January~~ 1964."



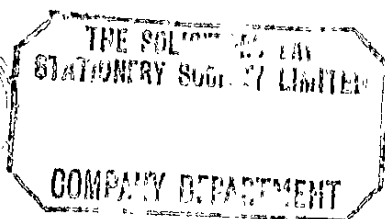
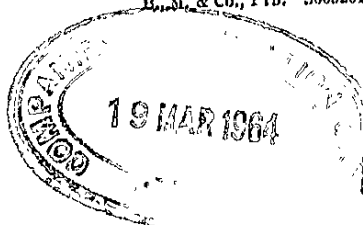
*Am. 3.*

*Paul C. Smith*

Chairman.

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H. M. & Co., Ltd. 5085201.





Company's Number 453951

453951 / 39

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

**Extraordinary Resolution**  
OF  
**COMMERCIAL CLEANING SERVICES LIMITED**

At a SEPARATE MEETING of the "A" Ordinary Shareholders in the capital of the Company held on the 16th day of March 1964, the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION: —

EXTRAORDINARY RESOLUTION.

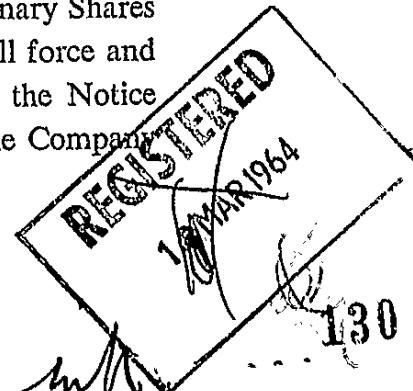
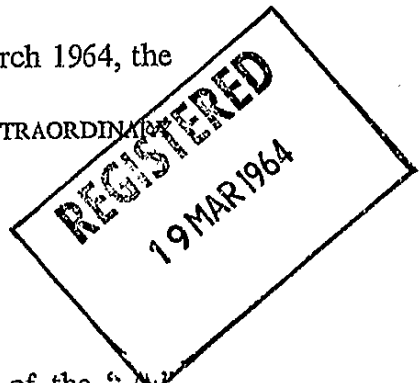
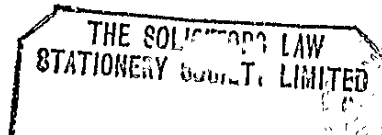
"THAT this Separate Meeting of the Holders of the "A" Ordinary Shares of £1 each in the capital of the Company hereby agrees that the rights attached to the said "A" Ordinary Shares shall be so far varied as may be necessary to give full force and effect to the several Special Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company for the <sup>seventeenth</sup> ~~ninth~~ day of <sup>March</sup> ~~January~~ 1964."

*Am. G.*

*Am. G. Smith*

Chairman.

B., M. & Co., LTD. S66529L.



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COMPANY LIMITED BY SHARES.

## Special Resolutions

OF

## COMMERCIAL CLEANING SERVICES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company held at Windsor House, 3, Temple Row in the City of Birmingham on Monday, the Sixteenth day of March 1964 the following Resolutions were duly passed as SPECIAL RESOLUTIONS.

### SPECIAL RESOLUTIONS.

1. THAT the Company in General Meeting hereby ratifies and approves all borrowings mortgages and charges whatsoever heretofore made by the Directors of the Company on its behalf and in particular (but without limitation to the generality of the foregoing) all such borrowings mortgages and charges as were or might have been made in respect of amounts in excess of the nominal amount of the share capital of the Company for the time being issued.

2. (a) THAT the existing "A" Ordinary Shares of £1 each in the capital of the Company and the existing "B" Ordinary Shares of £1 each in the capital of the Company and the existing unclassified shares of £1 each in the capital of the Company (in each case whether the same be issued or not) be and each of them hereby is converted into one uniform class of Ordinary Shares of £1 each in the capital of the Company.

(b) THAT 1,000 of the Ordinary Shares of £1 each in the capital of the Company now registered in the name of Birmingham Industrial Trust Limited be and they are hereby designated 42½ per cent. Cumulative Preference Shares of £1 each having attached thereto the rights set out in Resolution 3 below.

(c) THAT 400 of the Ordinary Shares of £1 each in the capital of the Company now registered in the name of Birmingham Industrial Trust Limited be and they are hereby designated 42½ per cent. Preferred Ordinary Shares of £1 each having attached thereto the rights set out in Resolution 3 below.

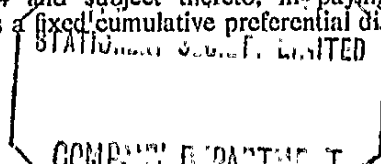
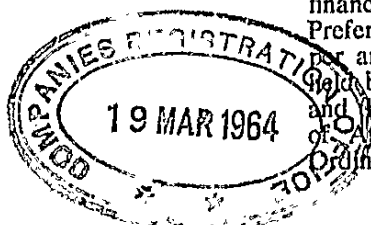
(d) THAT 895 of the Ordinary Shares of £1 each in the capital of the Company now registered in the name of Birmingham Industrial Trust be and they are hereby designated Convertible Ordinary Shares of £1 each having attached thereto the rights set out in Resolution 3 below.

3. THAT the Articles of Association of the Company be altered by inserting the following new Clauses:—

"44. The issued capital of the Company at the date of the adoption of this Article is £6,800 divided into 1,000 42½ per cent. Cumulative Preference Shares of £1 each (hereinafter called "the Preference Shares") 400 42½ per cent. Preferred Ordinary Shares of £1 each (hereinafter called "the Preferred Ordinary Shares") 895 Convertible Ordinary Shares of £1 each (hereinafter called "the Convertible Ordinary Shares") 4,505 Ordinary Shares of £1 each (hereinafter called "the Ordinary Shares"). The rights attaching to the respective classes of shares are as follows:—

#### (1) As regards Income

The profits which the Company may determine to distribute in respect of any financial year shall be applied in the first place in paying to the holders of the Preference Shares a fixed Cumulative preferential dividend at the rate of 42½ per cent. per annum on the capital paid up or credited as paid up on the Preference Shares held by them respectively and to be payable half-yearly on the 20th day of February and the 31st day of August in every year the first payment to be made on the 31st day of August 1964 and subject thereto, in paying to the holders of the Preferred Ordinary Shares a fixed cumulative preferential dividend at the rate of 42½ per centum



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Shares held by them respectively and to be payable on the 28th day of February in every year the first payment to be made on the 28th day of February 1965; and subject thereto, the balance of the said profits shall be distributed amongst the holders of the Preferred Ordinary the Convertible Ordinary and the Ordinary Shares (*pari passu* as if the same constituted one class of shares) according to the amounts paid up or credited as paid up on such shares held by them respectively.

(2) *As regards Capital*

On a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied as follows, namely: —

First, in repaying to the holders of the Preference Shares the amounts paid up or credited as paid up on such shares together with a premium equal to £4 15s. 0d. per share and together with a sum equal to any arrears or deficiency of the fixed dividend thereon to be calculated down to the date of the return of capital less an amount equal to the income tax on such arrears at the standard rate in force on that day and to be repayable irrespective of whether such dividend has been declared or earned or not; and

Secondly, in paying to the holders of the Preferred Ordinary Shares the amounts paid up or credited as paid up on such shares together with a premium equal to £4 15s. 0d. per share and together with a sum equal to any arrears or deficiency of the fixed cumulative dividend on the Preferred Ordinary Shares to be calculated down to the date of the return of capital and to be repayable irrespective of whether such dividend has been declared or earned or not, less an amount equal to the income tax on such arrears at the standard rate in force on that day; and the balance of such assets shall belong to and be distributed amongst the holders of the Preferred Ordinary the Convertible and the Ordinary Shares (*pari passu* as if the same constituted one class of shares) in proportion to the amounts paid up or credited as paid up on such shares

(3) *As regards valuation as between classes of Shares*

If at any time and from time to time it shall become necessary or desirable to apportion as between the various classes of shares in the capital of the Company the respective value to be placed on the shares comprised in such class then the following values shall be placed on such shares: —

- (a) On the Preference Shares the sum of Five Pounds Fifteen Shillings per share;
- (b) On the Preferred Ordinary Shares the sum of Five Pounds Fifteen Shillings per share and in addition the proportion attributable thereto set out below;
- (c) On the Preferred Ordinary Shares the Convertible Ordinary Shares and the Ordinary Shares, the balance if any of any sum sought to be apportioned amongst such respective classes of shares of such value (*pari passu* as if the same constituted one class of shares) in proportion to the amount paid up or credited as paid up on such shares;

It is hereby expressly declared that such basis of apportionment shall have effect as between the holders of the various classes of shares in the capital of the Company and for the purposes aforesaid and as not between any other persons whatsoever or for any other purpose whatsoever.

(4) *As regards Conversion of the Convertible Ordinary Shares into Preferred Ordinary Shares*

The holders of the Preferred Ordinary Shares or a majority thereof shall be entitled at any time on or after the 28th day of February 1971 to convert the whole (but not part only) of the Convertible Ordinary Shares into Preferred Ordinary Shares and the following provisions shall have effect: —

- (a) Such conversion shall have effect either by notice in writing signed by the holder or holders of the majority of the Convertible Ordinary Shares given to the Company or by an Ordinary Resolution passed at a Separate Meeting of the holders of the Convertible Ordinary Shares which meeting shall be convened by the Directors forthwith upon the request in writing of any holder of such shares;
- (b) Conversion of the Convertible Ordinary Shares into Preferred Ordinary Shares shall take effect immediately upon the delivery of the notice in writing to the Company, or (as the case may be) upon the passing of such resolution (hereinafter called "the date of conversion");
- (c) Forthwith after the date of conversion the holders of the Convertible Ordinary Shares then converted shall send to the Company the certificates in respect of their respective holdings of Convertible Ordinary Shares and the Company shall issue to such holders respectively certificates for the Preferred Ordinary Shares resulting from the conversion;
- (d) The Preferred Ordinary Shares resulting from the conversion shall, for the purposes of dividend and voting rank *pari passu* with the Preferred Ordinary Shares then in existence as if the same constituted one class of share, and in particular shall rank for the full amount of all dividends becoming payable on the Preferred Ordinary Shares after the date of conversion as if the same had been in issue as Preferred Ordinary Shares at the date of conversion but

shall not be entitled to any arrears of cumulative dividend payable in respect of such Preferred Ordinary Shares and shall rank for capital as provided in Part (2) of this Article and as for value as provided in Part (3) of this Article.

(5) *As regards Variation of Rights*

Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a Separate Meeting of the holders of the shares of the class but not otherwise. To every such Separate Meetings all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one person at least holding or representing by proxy one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members or that member who are or is present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. Provided that, without prejudice to the generality of this Article:—

(i) The special rights attached to the Preference Shares shall be deemed to be varied:—

- (a) By any reduction of the capital of the Company;
- (b) By any alteration or relaxation of the restrictions on the powers of the Directors to borrow, give guarantees or create charges contained in the Article hereof specifying the limitation on the Directors' powers of borrowing;
- (c) By the creation or issue of any further shares ranking in priority to or *pari passu* with the Preference Shares;
- (d) By the sale of the undertaking of the Company or any substantial part thereof;
- (e) By the application by way of capitalisation of any sum in or towards paying up any debentures or debenture stock (whether secured or unsecured) of the Company; and

(ii) The special rights attached to the Preferred Ordinary Shares shall be deemed to be varied:—

- (a) By any increase of the issued or authorised capital of the Company, or by any alteration or variation or reduction of the capital of the Company under the powers conferred by regulations 40, 44, 45, and 46 of Table A Part I;
- (b) By any alteration or relaxation of the restrictions on the powers of the Directors to borrow, give guarantees or create charges contained in the Article hereof specifying the limitation on the Directors' powers of borrowing;
- (c) By the sale of the undertaking of the Company or any substantial part thereof;
- (d) By the application by way of capitalisation of any sum in or towards paying up any debentures or debenture stock (whether secured or unsecured) of the Company.

(6) *As regards Votes of Members*

Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote, and on a poll every member who is present in person or by proxy shall (except as hereinafter provided) have one vote for every share of which he is the holder. Provided Always that if at any time the dividend payable in respect of the Preference Shares or in respect of the Preferred Ordinary Shares shall be in arrear for the period of three months then each of the holders of such shares shall be entitled on a poll to ten votes for every such share of which he is the holder.

(7) *As regards Directors*

So long as Birmingham Industrial Trust Limited (hereinafter called "B.I.T.") or an associated company of B.I.T. within the definition hereinafter contained is and remains the holder of any of the shares in the capital of the Company B.I.T. shall have the right at any time and from time to time to appoint a Director to represent it, but so that not more than one person shall hold office under this Article at any one time, and the following provisions shall have effect:—

(A) Any such appointment shall be effected by notice in writing to the Company by B.I.T.

The holders of the Preferred Ordinary Shares may in like manner at any time and from time to time remove from office any Director appointed by it pursuant to this Article and appoint any person in place of any Director so removed or dying or otherwise vacating office.

(B) Any Director appointed as aforesaid and for the time being holding office under this Article shall not be subject to retirement by rotation or be taken

required to hold a share qualification.

- (c) Only B.I.T. have the right to vote upon any resolution pursuant to Section 184 of the Companies Act 1948 for the removal of any Director for the time being holding office pursuant to this Article.
- (d) Any appointment pursuant to this Article shall be subject to the approval of the Board of Directors of the Company (such approval not to be unreasonably withheld) and the remuneration to be paid by the Company to any person appointed pursuant to this Article shall be agreed from time to time between the Company and such person appointed, and in default of agreement between them shall be such reasonable sum as shall be fixed by an umpire appointed by the President for the time being of the Institute of Chartered Accountants upon the request in writing of B.I.T. such umpire acting as an expert and not as an arbitrator.

(8) *As regards "associated company of B.I.T."*

For the purposes hereof "associated company of B.I.T." shall mean a company: —

(A) In which B.I.T. for the time being: —

- (i) owns directly or indirectly not less than fifty per cent. of the issued equity share capital; or
- (ii) controls the composition of the Board of Directors; or
- (iii) acts as managers and/or secretaries, or

(B) Which is a wholly-owned subsidiary company of a company of which B.I.T. is also a wholly-owned subsidiary.

45. 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 time and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

46. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members other than the holders of the Preference Shares 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."

4. THAT the Articles of Association be altered in manner following: —

(a) By replacing Clauses 26 (a) and 26 (b) by the following new Clause: —

"26 (a) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two and not more than six."

(b) By deleting the proviso to Regulation 79 of Table A and by substituting therefor the following proviso: —

"Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors as aforesaid shall not at any time without the written consent of B.I.T. exceed Forty five thousand pounds."

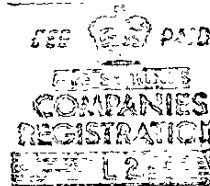
(c) By the addition of the following words in Clause 15 immediately after the words ".....a Member of the Company,": —

".....nor to a transfer of shares by B.I.T. to an associated company of B.I.T. nor to a transfer of shares by an associated company of B.I.T. to B.I.T. nor to a transfer of shares by one associated company of B.I.T. to another associated company of B.I.T. nor to a transfer between either B.I.T. or an associated company of B.I.T. on the one hand and Mr. R. M. K. Quill or his personal representatives pursuant to the provisions of Clause 8 (b) of an Agreement dated the Sixteenth day of March 1964 and made between the Company (I) the said Mr. Quill (II) and B.I.T. (III) and for the purposes hereof "associated company of B.I.T." shall bear the meaning set out in Clause 44 hereof."

(d) By the addition of the following words to Clause 16 (a) immediately after the words ".....it is a fully paid up share": —

".....Provided Always that such right of refusal shall not apply in the case of a transfer between B.I.T. and an associated company of B.I.T. nor in the case of a transfer between two associated companies of B.I.T. nor to such a transfer between B.I.T. or an associated company of B.I.T. and said Mr. Quill as is provided for in the immediately preceding Clause hereof and for the purposes hereof "associated company of B.I.T." shall bear the meaning set out in Clause 44 hereof."

Company's No. <sup>463951</sup> ~~453951~~



*The Companies Act 1948*

COMPANY LIMITED BY SHARES

**Extraordinary Resolution**  
OF  
**COMMERCIAL CLEANING SERVICES**  
LIMITED

At a separate Meeting of the Ordinary Shareholders in the capital of the Company held on the 8th day of May 1964 the following Resolution was duly passed as an Extraordinary Resolution:

**EXTRAORDINARY RESOLUTION**

"That this Separate Meeting of the Holders of the Ordinary Shares of £1 each in the capital of the Company hereby agrees that the rights attached to the said Ordinary Shares shall be so far varied as may be necessary to give full force and effect to the several Special Resolutions set out in the Notice convening the Extraordinary General Meeting of the Company for the 8th day of May 1964."

REGISTERED

11 7 1964

R. M. K. QUILL,

Chairman.

135A



463951/44  
Company's No. 453951



*The Companies Act 1948*

COMPANY LIMITED BY SHARES

## Special Resolution

OF

## COMMERCIAL CLEANING SERVICES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on the 8th day of May 1964 the following Resolutions were duly passed as Special Resolutions:

### SPECIAL RESOLUTIONS

1. "That the 895 Convertible Ordinary Shares of £1 each in the Capital of the Company be given the distinguishing numbers 1 to 895 respectively."

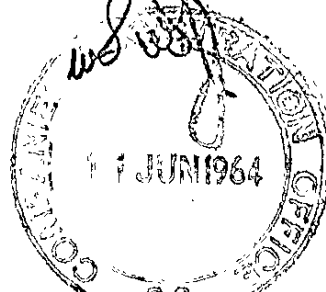
2. "That 200 of the Convertible Ordinary Shares of £1 each in the Capital of the Company bearing the distinguishing numbers 696 to 895 inclusive be converted into 200 Ordinary Shares of £1 each in the Capital of the Company to rank *pari passu* in all respects with the existing issued Ordinary Shares of £1 each in the Capital of the Company."

  
R. M. K. QUILL,

Chairman.

135B.

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THE COMPANIES ACT, 1948COMPANY LIMITED BY SHARES

## SPECIAL RESOLUTION

## COMMERCIAL CLEANING SERVICES LIMITED

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Passed 24th July, 1968

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AT a EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held on the twentyfourth day of July 1968, at nine thousand nine hundred and sixty eight the following SPECIAL RESOLUTION was duly passed:

"That the Six Hundred and Ninety-five Ordinary Shares in the Capital of the Company bearing the distinguishing numbers one to Six Hundred and Ninety-five inclusive be converted into Six Hundred and Ninety-five Ordinary Shares of One Pound each in the Capital of the Company to rank pari passu in all respects with the existing issued Ordinary Shares of One Pound each in the Capital of the Company."

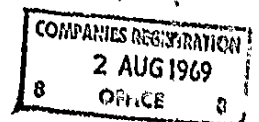


R.M.K. Quill  
Chairman

WE CERTIFY that this document has been produced by Gestetner Replicator Model No. 380 (Ink) process.



Dixon, Hopkinson & Co.  
Birmingham 3.



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THE COMPANIES ACTS, 1948 to 1957

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

COMMERCIAL CLEANING SERVICES LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of  
the above named Company duly convened and held on  
the fifth day of September, 1969 the following  
Resolutions were duly passed as SPECIAL RESOLUTIONS :-

1. THAT the 1,000 42½% Cumulative Preference Shares of £1 each and the 400 42½% Preferred Ordinary Shares of £1 each in the capital of the Company be and they are hereby converted into 1,400 Ordinary Shares of £1 each ranking pari passu in all respects with the existing issued Ordinary Shares of £1 each in the capital of the Company.
2. THAT the regulations contained in the typelithoed document laid before this Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

*Ph. C. Smith*  
Chairman.



THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION

of

COMMERCIAL CLEANING SERVICES LIMITED

(Adopted by Special Resolution passed on )

PRELIMINARY

1. The Company is a private Company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company. Subject as aforesaid reference herein to regulations in Table A shall be construed as referring to those in Part I of Table A in the First Schedule to the Companies Act, 1948.

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these presents is \$10,000 divided into 10,000 Ordinary Shares of \$1 each.

SHARES

3. Subject to the provisions of these presents the unissued shares of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is registered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 22 of Table A shall not apply.

SLAUGHTER AND MAY  
35, BASINGHALL ST.  
LONDON, E.C.2

## GENERAL MEETINGS

Subject to the provisions of the Act, a resolution in writing signed by all Members of the Company for the time being entitled to receive notice of and attend and vote at General Meetings or signed by their duly appointed attorneys shall be as valid and effectual as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys and signature in the case of a corporate body which is a Member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

## DIRECTORS

6. Unless and until otherwise determined by the Company in General Meeting, the Directors shall not be less than two nor more than ten in number. Regulation 75 of Table A shall be modified accordingly.

7. Any Director who, by request, performs special services or goes or resides abroad for any purpose of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

8. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.

9. Each Director shall have the power to nominate (1) any other Director or (2) any person approved for that purpose by a resolution of the Board to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director and, on such appointment being made, the alternate Director (except as regards the power to appoint an alternate) shall be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. Each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents and shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

10. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the registered office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect

I  
a Director of the above named Company, do hereby  
appoint  
of  
to act as alternate Director in my place during  
my absence and to exercise and discharge all my  
duties as Director of the Company.


AS WITNESS my hand the      day of  
19      .

11. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and uncalled capital or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company.

12. A Director shall be capable of contracting or participating in the profits of any contract with the Company in the same manner as if he were not a Director subject to his complying with the provisions of Section 199 of the Act and notwithstanding his interest may vote thereon and be counted in the quorum of any Meeting at which he is present. Regulation 84 of Table A shall be modified accordingly.

13. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and the Directors shall not be liable to retirement by rotation.

~~14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director.~~



15. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director appointed under this Article shall hold office until his office is vacated pursuant to Article 17 of these presents.

16. No person shall be disqualified from being elected or appointed a Director in accordance with the provisions of these presents and no Director shall be required to vacate office by reason only of the fact that he has attained the age of 70 years or any other age nor need the age of any such person, nor the fact that any such person is over 70 years old be stated in any notice or resolution relating to his appointment, nor shall it be necessary to give special notice under Section 185 of the Act of any resolution appointing or approving the appointment of a Director.

17. The office of a Director shall be vacated if the Director :-

- (a) is removed from office pursuant to Article 14 of these presents; or
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) shall for more than six consecutive months have been absent without permission of the Directors from Meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
- (f) resigns his office by notice in writing to the Company.

Regulation 88 of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

18. A resolution in writing signed by all the Directors for the time being entitled to receive Notice of a Meeting of the Directors shall be as valid and effective as if it had been passed at a Meeting of the Directors duly convened and held and may consist of several documents, in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

#### MANAGING DIRECTOR

19. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Assistant Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any Agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such Agreement as aforesaid, the appointment of any Director to an executive office as aforesaid shall be automatically determined ipso facto if he ceases from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

20. A Managing Director, Assistant Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

## ASSOCIATE DIRECTORS

21. The Directors may from time to time appoint any person or persons (not being a Director or Directors) as associate or technical Director or Directors, any person so appointed being in this Article referred to as an "Associate Director". An Associate Director shall hold office for such period with such title and shall perform such duties and be entitled to such remuneration and to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter, and either absolutely in fixed terms or by reference to the discretion from time to time of the Directors. An Associate Director shall not by reason of his holding that office be a Director of the Company and references in these presents to Directors or Members of the Board shall not include an Associate Director.

## PENSIONS AND ALLOWANCES

22. The Board may grant gratuities, retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, Manager or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such gratuities, retiring pensions, annuities and allowances in the terms of engagement of any such person.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

COMMERCIAL CLEANING SERVICES LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above  
named Company duly convened and held on the fifth day of  
September, 1969, the following Resolution was duly passed  
a SPECIAL RESOLUTION :-

RESOLUTION

THAT the Articles of Association of the Company  
be altered in the following manner :-

- (a) By the deletion of Articles 9, 10,  
11, 12, 13, 14 and 15 and
- (b) By the deletion of paragraph (e) of  
Article 30(a) and the substitution  
therefor of the following new  
paragraph :-
- "(e) resigns his office by notice in  
writing to the Company"

*[Signature]*  
Chairman.

DAUGHTER AND MAY W  
PACIFIC ST.  
1969



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

COMMERCIAL CLEANING SERVICES LIMITED

CONSENT TO ALTERATION OF  
CLASS RIGHTS

WE the undersigned being together the registered holders of all the 1,000 42½% Cumulative Preference Shares of £1 each and 400 42½% Preferred Ordinary Shares of £1 each in the capital of Commercial Cleaning Services Limited HEREBY CONSENT to the variation of the rights attached to the said Cumulative Preference Shares and Preferred Ordinary Shares by reason of the passing of the following Resolutions set out in the Notice convening an Extraordinary General Meeting of Commercial Cleaning Services Limited for the fifth day of September, 1969.

RESOLUTIONS

1. THAT the 1,000 42½% Cumulative Preference Shares of £1 each and the 400 42½% Preferred Ordinary Shares of £1 each in the capital of the Company be and they are hereby converted into 1,400 Ordinary Shares of £1 each ranking pari passu in all respects with the existing issued Ordinary Shares of £1 each in the capital of the Company.

S. A. B. R. AND MAY AGENTS  
88, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100  
LONDON, E.C.2



2. THAT the regulations contained in the typelithoed document laid before this Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

DATED this *15th* day of September, 1969.

*James*  
For and on behalf of  
Birmingham Industrial Trust Limited

THE COMPANIES ACTS, 1948 to 1967

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COMPANY LIMITED BY SHARES

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COMMERCIAL CLEANING SERVICES LIMITED

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CONSENT TO ALTERATION OF  
CLASS RIGHTS

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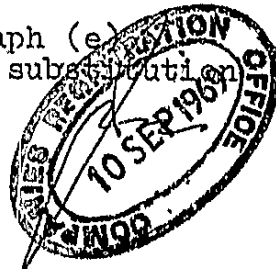
WE the undersigned being together the holders of all the 1,000 42½% Cumulative Preference Shares of £1 each and of all the 400 42½% Preferred Ordinary Shares of £1 each in the capital of Commercial Cleaning Services Limited HEREBY CONSENT to the variation of the rights attached to the said Cumulative Preference Shares and Preferred Ordinary Shares by reason of the passing of the following Resolution set out in the Notice convening an Extraordinary General Meeting of Commercial Cleaning Services Limited for the fifth day of September, 1969.

RESOLUTION

THAT the Articles of Association of the Company be altered in the following manner :-

- (a) By the deletion of Articles 9, 10, 11, 12, 13, 14 and 15 and
- (b) By the deletion of paragraph (e) of Article 30(a) and the substitution

SLAUGHTER AND MAY  
35, BASINGHALL ST.  
LONDON, E.C.2



✓  
therefor of the following new  
paragraph :-

"(e) resigns his office by notice  
in writing to the Company"

DATED this

*JH*

day of September, 1969.

*Rowe*

For and on behalf of  
Birmingham Industrial Trust Limited

COMPANY LIMITED BY SHARES

COMMERCIAL CLEANING SERVICES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the Company  
held on the 27th day of October 1970 at 6 Kollegievej  
Charlottenlund Denmark the following resolution was  
duly passed as a SPECIAL RESOLUTION:-

R E S O L U T I O N

That:

- (1) 3,392 of the issued shares in the capital of the Company registered in the name of Electrolux Limited be designated "A" Shares, all the 3,393 issued shares in the capital of the Company registered in the name of Det Danske Rengørings Selskab A/S be designated "B" Shares and 15 of the issued shares in the capital of the Company registered in the name of Electrolux Limited be designated "C" Shares such shares to carry the respective rights and privileges set out in the regulations adopted as the Articles of Association of the Company by this Resolution;
- (2) the regulations contained in the document submitted to the Meeting and signed by the Chairman thereof for identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.
- (3) the provisions of the Company's Memorandum of Association with respect to its objects be altered by deleting Clause 3(23) thereof and by substituting therefor the following new clause:-  
  
(23) To give pensions, gratuities or charitable aid to any persons who may have been Directors or employees of or who may have served the Company or its subsidiary companies (if any) or to the wives, children, or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.

*POUL ANDREASSEN*  
POUL ANDREASSEN.

COMPANY LIMITED BY SHARES

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NEW  
ARTICLES OF ASSOCIATION  
of  
COMMERCIAL CLEANING SERVICES LIMITED  
(Adopted by Special Resolution passed on 27 October 1970)

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PRELIMINARY

1. The Company is a private Company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called 'Table A' and such Act being hereinafter referred to as 'The Act') shall apply to the Company.

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these presents is £10,000 divided into 3,392 A Shares of £1 each 3,393 B Shares of £1 each 15 C Shares of £1 each and 3,200 unclassified shares of £1 each. Save as hereinafter expressly provided the A Shares, the B Shares and the C Shares shall rank pari passu in all respects and be regarded as a single class of shares.

SHARES

3. Subject to the provisions of Articles 4 and 5 hereof the unissued shares of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. Save as the Company may by Ordinary Resolution otherwise determine the unclassified shares and any new shares of the Company created after the adoption of these Articles shall prior to issue be divided into A Shares and B Shares in equal proportions and such new A Shares shall be offered by the Directors at par or at a premium and on such terms as to calls as the Directors may determine to the A Shareholders and such new B Shares shall be offered by the Directors as aforesaid to the B Shareholders, provided that such new A Shares and B Shares shall be so offered for subscription on identical terms.

Article shall be made by notice in writing specifying the number of shares offered and stating a time not being less than 30 days within which the offer if not accepted shall be deemed to be refused. Such offers shall also be on the terms that the Directors may withdraw from offer all or any shares required to be withdrawn under Article 5 hereof. Regulation 2 of Table A shall not apply.

5. If any of the A Shareholders shall not accept either the whole or any part of the A Shares offered to him the Directors shall withdraw from offer to the B Shareholders all the B Shares so offered or (as the case may be) such number of B Shares as is equal to the number of A Shares which are not accepted. If any of the B Shareholders shall not accept either the whole or any part of the B Shares offered to him the foregoing provisions of this Article shall mutatis mutandis be applied by the Directors to the offer to the A Shareholders. No shares refused by the A Shareholders or the B Shareholders or withdrawn from offer under this Article shall be allotted to a third party without the sanction of an Ordinary Resolution of the Company and the holders of the C Shares shall not be entitled to participate in any issue of further shares of the Company other than issues by way of capitalisation of reserves.

#### TRANSFER OF SHARES

6. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 22 of Table A shall not apply.

7. Except with the sanction of an Ordinary Resolution of the Company the Directors shall refuse to register a transfer of any share to any person save for a transfer completed in accordance with the procedure set out in Articles 8 to 13 inclusive. Regulation 3 of Part II of Table A shall not apply.

8. Any member or other person entitled to shares who intends to transfer or procure the transfer of shares (hereinafter called "the Vendor") shall give notice in writing (hereinafter referred to as "a Transfer Notice") to the Directors of his intention. A Transfer Notice shall state the number of shares desired to be sold and shall constitute the Directors the Vendor's agent for the sale of the said shares in one or more lots, at the discretion of the Directors, to existing holders of A B or C Shares (but so that subject as provided in Articles 10 and 11 A Shares shall be sold only to the holders of A Shares, B Shares only to the holders of B Shares and C Shares only to the holders of C Shares) at such price (hereinafter referred to as "the Transfer Price") as may be agreed upon between the Vendor and the other members of the Company for the time being or in default of agreement as may be determined by an independent Chartered Accountant to be appointed by the Vendor and the Directors or failing agreement to be appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales (at the instance of the party first applying) who shall state in writing his opinion as to the fair selling value thereof as between a willing vendor and a willing purchaser. For this

purpose such independent Chartered Accountant shall be deemed to act as an expert and not as an arbitrator and such determination shall be final and binding on all concerned. A Transfer Notice shall not be withdrawn except with the consent of the Directors.

9. Upon the Transfer Price being fixed as aforesaid the Directors shall forthwith give notice in writing to all holders of A, B or C Shares (as the case may be) (other than the Vendor) of the number and Transfer Price of the shares to be sold inviting each of them to state in writing within twenty one days from the date of the said notice whether he is willing to purchase any and, if so, what maximum number of the said shares. At the expiration of the said notice the Directors shall allocate the said shares to the holders who shall have notified their willingness to purchase as aforesaid and in case of competition in proportion (as nearly as may be and without increasing the number allocated to any member beyond the number so notified by him) to the amount of the existing A, B or C Shares (as the case may be) of which they are the holders. Upon any such allocation as aforesaid being made the Vendor shall, on payment of the Transfer Price, transfer or procure to be transferred the shares to the purchaser or purchasers and, if he makes default in so doing, the Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and may authorise some person to execute a transfer of such shares in favour of the purchaser or purchasers and may enter the name or names of the purchaser or purchasers in the Register of Members as the holder or holders by transfer of the said shares so purchased by him or them.

10. In the event of the whole of the said shares not being allocated under Article 9 to the holders of the A, B or C Shares (as the case may be), the Directors shall give notice in writing to all holders of all classes of shares of the number of the said shares not so allocated and the Transfer Price thereof inviting each of them to state in writing within twenty one days from the date of the said notice whether he is willing to purchase any and if so what maximum number of the said shares not so allocated and the provisions of Article 9 shall mutatis mutandis apply.

11. If any of the said shares are not allocated under Articles 9 and 10 or if through any fault of any purchaser the purchase of any shares in respect of which a Transfer Notice shall be given shall not be completed within twenty one days of allocation by the Directors, the Vendor may, at any time within six months after the expiration of the said period of twenty one days, transfer the shares not so allocated or purchased to any person and at any price not being less than the Transfer Price.

12. In the event of the death liquidation or bankruptcy of any member the Directors may at any time thereafter give to such member or his legal personal representatives as the case may be (hereinafter called "the Vendor") notice in writing requiring all the shares held by the Vendor to be sold and transferred and forthwith upon such notice being given the Vendor shall be deemed to have given the Directors a Transfer Notice in respect of such shares and all the provisions of Articles 8, 9, 10 and 11 shall accordingly apply.

13. Any Share which is held by a corporation may be transferred at any time to a bare trustee for such corporation or to any corporation which shall upon amalgamation or reconstruction of the original corporation acquire its goodwill undertaking and assets and any share which is held by a bare trustee of any Corporation may at any time be transferred by such bare trustee to such Corporation or to another bare trustee of such Corporation.

#### GENERAL MEETINGS

14. Subject to the provisions of the Act, an Ordinary Resolution in writing signed by all the members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

15. Notice of every General Meeting shall be given to every Member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and service of any notice shall be deemed to be effected at the time at which the letter containing the notice would be delivered in the ordinary course of post. Regulations 131, 133 and 134 of Table A shall be construed accordingly.

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 hereinafter otherwise provided two persons one holding or representing by proxy at least one half of the issued A Shares for the time being and the other holding or representing by proxy at least one half of the issued B Shares for the time being shall be a quorum. If within half an hour after the time arranged for the meeting to be held a quorum is not present the meeting shall be dissolved. Regulation 4 of Part II of Table A and Regulations 53 and 54 of Table A shall not apply to the Company.

17. The holders of the C Shares shall be entitled to receive notice of and to attend all General Meetings of the Company but no holder of C Shares may (unless otherwise entitled) vote on any resolution except a resolution for winding up the Company or for a reduction of Capital or a resolution which modifies or abrogates the rights of such holders as a class.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall not be entitled to a second or casting vote. Regulation 60 of Table A shall not apply to the Company.

19. If any vote shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution.

to the provisions of Articles 4, 5 and 7 hereof and of Regulations 40, 44 and 45 of Table A shall require the sanction of the holders of at least 75% per cent of the issued Share Capital (other than C Shares) whether present at the meeting or not.

#### APPOINTMENT OF DIRECTORS

21. Unless and until otherwise determined by Special Resolution of the Company the Directors shall not be less than three nor more than five in number of whom two shall be appointed by the holders of the A Shares and shall be called "A Directors" and three shall be appointed by the holders of the B Shares and shall be called "B Directors". Regulation 75 of Table A shall not apply to the Company.

22. In the event of any vacancy occurring among the A Directors or among the B Directors such vacancy may be filled by the holders of a majority of the A Shares or the B Shares respectively as the case may be signing and leaving at or sending to the Registered Office of the Company for the time being a memorandum appointing an additional director to fill such vacancy.

23. The A Shareholders or the B Shareholders may by a memorandum signed by the holders of a majority of the A Shares or the B Shares respectively and left at or sent to the Registered Office of the Company for the time being remove any A Director or any B Director respectively and may by a memorandum as aforesaid appoint another person in his place.

24. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.

25. Section 185 of the Act shall apply to the Company notwithstanding sub-section (8) of that Section.

26. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

#### ALTERNATE DIRECTORS

27. A Director may by writing under his hand appoint any person (approved by the other Directors of his class) to act as alternate Director in his place; and every such alternate shall be entitled to notice of and to attend meetings of Directors and in the absence of the Director appointing him to vote thereat and shall have and exercise all the powers, rights, duties and authorities of such Director appointing him to vote except that he shall not be entitled to appoint an alternate or to receive any remuneration from the Company as an Alternate Director. An alternate shall not be counted in reckoning the number of Directors in office. An instrument appointing an alternate shall be delivered to the Company before the appointment is to take effect. A Director may at any time by notice in writing delivered to the Company revoke the appointment of an alternate appointed by him, and appoint another person (approved by the other Directors of his Class) in his place, and if a Director shall die or cease to hold the

cease and determine. An alternate while acting on behalf of his appointor shall be deemed to be an A Director if his appointor was an A Director and to be a B Director if his appointor was a B Director. Every person acting as an alternate for a Director shall by virtue of such appointment 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.

28. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the Registered Office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

" I,  
a Director of the above named Company, do hereby appoint  
of  
to act as alternate Director in my place during my  
absence and to exercise and discharge all my duties  
as a Director of the Company.

AS WITNESS my hand the day of ."

#### RETIREMENT OF DIRECTORS

29. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and Directors shall not be liable to retirement by rotation.

30. The office of Director shall be vacated if the Director

- (a) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is removed from office under the provisions of Article 23.

Regulation 88 of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

31. Notice of every Meeting of Directors setting out the business to be transacted thereat shall be given to every Director and no business except that in respect of which notice has been given shall be transacted at that Meeting save with the consent of all the Directors of the Company whether or not they are present at such Meeting. Subject thereto the Directors may meet for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote. Two Directors may and the Secretary on the requisition of two Directors shall at any time summon a meeting of the Board.  
Regulation 98 of Table A shall not apply.

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. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

33. The quorum necessary for the transaction of the business of the Board shall be three Directors one of whom shall be an A Director and two of whom shall be B Directors. Regulation 99 of Table A shall not apply.

34. The continuing Directors may act notwithstanding any vacancy in their body but only for so long as their number is not reduced below the number fixed by these Articles as the necessary quorum of Directors. Regulation 100 of Table A shall not apply to the Company.

35. A resolution in writing signed by all the Directors for the time being entitled to receive Notice of a Meeting of the Directors shall be as valid and effective as if it had been passed at a Meeting of the Directors duly convened and held and may consist of several documents, in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

#### BORROWING POWERS

36. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company.

#### EXECUTIVE DIRECTORS

37. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

38. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

#### ASSOCIATE DIRECTORS

39. The Directors may from time to time appoint any person or persons (not being a Director or Directors) as associate or technical Director or Directors, any person so appointed being in this Article referred to as an "Associate Director". An Associate Director shall hold office for such period with such title and shall perform such duties and be entitled to

such remuneration and to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter, and either on fixed terms or by reference to the discretion from time to time of the Directors. An Associate Director shall not by reason of his holding that office be a Director of the Company and references in these presents to Directors or Members of the Board shall not include an Associate Director.

#### PENSIONS AND ALLOWANCES

40. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office of or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of the engagement of any such person.

#### CAPITALISATION OF RESERVES

41. All shares issued by way of capitalisation of profits and reserves shall be so issued that those allotted to the holders of the A Shares shall be A Shares, those allotted to the holders of B Shares shall be B Shares and those allotted to the holders of the C Shares shall be C Shares ranking pari passu in each case with the shares of the same class then in issue.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

— of —

COMMERCIAL CLEANING SERVICES (~~PRIVATE~~) LIMITED.

(as amended by Special Resolution on 27th October 1970)

1. The name of the Company is "COMMERCIAL CLEANING SERVICES (BIRMINGHAM) LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) (a) To carry on business as vacuum cleaners, steam cleaners, window cleaners, marble cleaners, carpet cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney sweeps, fumigators, vermin and insect destroyers, and generally to undertake cleaning and fumigation of any kind.
  - (b) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hixers, interior and exterior decorators, painters, polishers, paper-hangers, plasterers, property repairers, builders, joiners, woodworkers, engineers, electricians, carriers, haulage and removal contractors, metal and waste goods merchants, coal, coke and fuel merchants, garage proprietors, builders' merchants, and general contractors.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

This is a copy of the Memorandum of Association of Commercial Cleaning Services Limited, as amended by Special Resolution passed on 27th October 1970.

Secretary

- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licenses, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

ment for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

(22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

Inserted by  
Special Resolution  
passed 27th October  
1970.

(23) To give pensions, gratuities or charitable aid to any persons who may have been Directors or employees of or who may have served the Company or its subsidiary companies (if any) or to the wives, children, or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.

(24) To distribute any of the property of the Company among its Members in specie.

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

4. The liability of the Members is limited.

5. The Share Capital of the Company is £2,500, divided into 2,500 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act 1948.

NOTE: By Special Resolution passed on 12th July 1960 the Capital of the Company was increased to £10,000 by the creation of 7,500 additional unclassified shares

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
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Robert Frederick Stewart Marriott, 74, Portland Rd., Edgbaston, Birmingham. Auctioneer.	One
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Joyce Marguerite Marriott, 74, Portland Rd., Edgbaston, Birmingham. Married Woman.	One
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TOTAL SHARES TAKEN	Two
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Dated this 7th day of January 1949.

Witness to the above Signatures:-

D.F. Hopkinson,  
15A Steelhouse Lane,  
Birmingham, 4.  
Chartered Accountant.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

COMMERCIAL CLEANING SERVICES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at 419 Oxford Street, London W.1. on 28 June 1973, the following Resolution was passed as a SPECIAL RESOLUTION:-

R E S O L U T I O N

THAT:

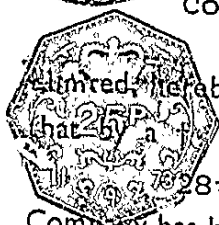
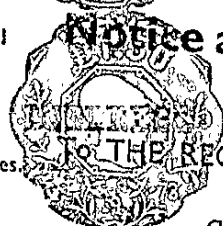
- (a) the 3,200 unclassified shares of £1 each in the capital of the Company be designated "A" shares, such shares to carry the respective rights and privileges set out in the Articles of Association of the Company as amended by this Resolution; and
- (b) the capital of the Company be increased to £250,000 by creating 118,400 "A" shares of £1 each and 121,600 "B" shares of £1 each, such shares to carry the respective rights and privileges set out as aforesaid; and
- (c) the Articles of Association of the Company be amended by deleting Article 2 and substituting therefor the following new Article:-

"2(A) The share capital of the Company at the date of adoption of this Article is £250,000 divided into 124,992 "A" shares of £1 each 124,993 "B" shares of £1 each and 15 "C" shares of £1 each. Save as hereinafter expressly provided the "A" shares, the "B" shares and the "C" shares shall rank pari passu in all respects and be regarded as a single class of shares".

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- " (B) No member shall be entitled to vote at any general meeting in respect of shares on which calls in respect of moneys unpaid on such shares (whether on account of the nominal value or by way of premium) shall be presently payable and Regulation 65 of Table A shall not apply."
- " (C) The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him and may pay interest upon all or any such money at such rate as may be agreed between the Directors and the Member paying the sum in advance. Regulation 21 of Table A shall not apply".

A handwritten signature in dark ink, appearing to read "J. J. Anderson", is written across the page.



# THE COMPANIES ACTS 1948 to 1967

## Notice and Statement\* of Increase in Nominal Capital

TO THE REGISTRAR OF COMPANIES

Commercial Cleaning Services Limited

limited, hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that on the 28th day of June 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 240,000 beyond the registered capital of £ 10,000

Special Resolution of the Company dated the 28th day of June 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 240,000 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
118,400	"A" Ordinary	£1
121,600	"B" Ordinary	£1

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:—

The new "A" shares rank pari passu in all respects with the existing "A" shares in the capital of the Company and the new "B" shares so rank with the existing "B" shares in the capital of the Company.

Signature *[Signature]*

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State whether Director or Secretary *[Signature]*

Dated the 28 day of June 1973

Presented by

Presentor's Reference... K/73013

Pinsent & Co

Birmingham B4 6BT

COMPANY LIMITED BY SHARES,

NEW  
ARTICLES OF ASSOCIATION  
of  
COMMERCIAL CLEANING SERVICES LIMITED

(Adopted by Special Resolution passed on 27th October 1970  
and amended by Special Resolutions passed on 28th June 1973  
and 3rd August 1976)

PRELIMINARY

1. The Company is a private Company and, subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter called 'Table A' and such Act being hereinafter referred to as 'The Act') shall apply to the Company.

SHARE CAPITAL

2. (A) The share capital of the Company at the date of adoption of this Article is £250,000 divided into 124,992 "A" shares of £1 each 124,993 "B" shares of £1 each and 15 "C" shares of £1 each. Save as hereinafter expressly provided the "A" shares, the "B" shares and the "C" shares shall rank pari passu in all respects and be regarded as a single class of shares.

(B) No member shall be entitled to vote at any general meeting in respect of shares on which calls in respect of moneys unpaid on such shares (whether on account of the nominal value or by way of premium) shall be presently payable and Regulation 65 of Table A shall not apply."

(C) The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him and may pay interest upon all or any such money at such rate as may be agreed between the Directors and the Member paying the sum in advance. Regulation 21 of Table A shall not apply.

SHARES

3. Subject to the provisions of Articles 4 and 5 hereof the unissued shares of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.



Articles shall prior to issue be divided into A Shares and B Shares in equal proportions and such new A Shares shall be offered by the Directors at par or at a premium and on such terms as to calls as the Directors may determine to the A Shareholders and such new B Shares shall be offered by the Directors as aforesaid to the B Shareholders, provided that such new A Shares and B Shares shall be so offered for subscription on identical terms.

The offers to be made by the Directors pursuant to this Article shall be made by notice in writing specifying the number of shares offered and stating a time not being less than 30 days within which the offer if not accepted shall be deemed to be refused. Such offers shall also be on the terms that the Directors may withdraw from offer all or any shares required to be withdrawn under Article 5 hereof. Regulation 2 of Table A shall not apply.

5. If any of the A Shareholders shall not accept either the whole or any part of the A Shares offered to him the Directors shall withdraw from offer to the B Shareholders all the B Shares so offered or (as the case may be) such number of B Shares as is equal to the number of A Shares which are not accepted. If any of the B Shareholders shall not accept either the whole or any part of the B Shares offered to him the foregoing provisions of this Article shall mutatis mutandis be applied by the Directors to the offer to the A Shareholders. No shares refused by the A Shareholders or the B Shareholders or withdrawn from offer under this Article shall be allotted to a third party without the sanction of an Ordinary Resolution of the Company and the holders of the C Shares shall not be entitled to participate in any issue of further shares of the Company other than issues by way of capitalisation of reserves.

#### TRANSFER OF SHARES

6. The instrument of transfer of a share shall be signed by or on behalf of the transferor and in the case of a share other than a fully paid share also by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof and all instruments of transfer, when registered, shall be retained by the Company. Regulation 22 of Table A shall not apply.

7. Except with the sanction of an Ordinary Resolution of the Company the Directors shall refuse to register a transfer of any share to any person save for a transfer completed in accordance with the procedure set out in Articles 8 to 13 inclusive. Regulation 3 of Part II of Table A shall not apply.

8. Any member or other person entitled to shares who intends to transfer or procure the transfer of shares (hereinafter called "the Vendor") shall give notice in writing (hereinafter referred to as "a Transfer Notice") to the Directors of his intention. A Transfer Notice shall state the number of shares desired to be sold and shall constitute the Directors the Vendor's agent for the sale of the said shares in one or more lots, at the discretion of the Directors, to existing holders of A B or C Shares (but so that subject as provided in Articles 10 and 11 A Shares shall be sold only to the holders of A Shares, B Shares only to the holders of B Shares and C Shares only to the holders of C Shares) at such price (hereinafter referred to

Independent Chartered Accountant to be appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales (at the instance of the party first applying) who shall state in writing his opinion as to the fair selling value thereof as between a willing vendor and a willing purchaser. For this purpose such independent Chartered Accountant shall be deemed to act as an expert and not as an arbitrator and such determination shall be final and binding on all concerned. A Transfer Notice shall not be withdrawn except with the consent of the Directors.

9. Upon the Transfer Price being fixed as aforesaid the Directors shall forthwith give notice in writing to all holders of A, B or C Shares (as the case may be) (other than the Vendor) of the number and Transfer Price of the shares to be sold inviting each of them to state in writing within twenty one days from the date of the said notice whether he is willing to purchase any and, if so, what maximum number of the said shares. At the expiration of the said notice the Directors shall allocate the said shares to the holders who shall have notified their willingness to purchase as aforesaid and in case of competition in proportion (as nearly as may be and without increasing the number allocated to any member beyond the number so notified by him) to the amount of the existing A, B or C Shares (as the case may be) of which they are the holders. Upon any such allocation as aforesaid being made the Vendor shall, on payment of the Transfer Price, transfer or procure to be transferred the shares to the purchaser or purchasers and, if he makes default in so doing, the Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and may authorise some person to execute a transfer of such shares in favour of the purchaser or purchasers and may enter the name or names of the purchaser or purchasers in the Register of Members as the holder or holders by transfer of the said shares so purchased by him or them.

10. In the event of the whole of the said shares not being allocated under Article 9 to the holders of the A, B or C Shares (as the case may be), the Directors shall give notice in writing to all holders of all classes of shares of the number of the said shares not so allocated and the Transfer Price thereof inviting each of them to state in writing within twenty one days from the date of the said notice whether he is willing to purchase any and if so what maximum number of the said shares not so allocated and the provisions of Article 9 shall mutatis mutandis apply.

11. If any of the said shares are not allocated under Articles 9 and 10 or if through any fault of any purchaser the purchase of any shares in respect of which a Transfer Notice shall be given shall not be completed within twenty one days of allocation by the Directors, the Vendor may, at any time within six months after the expiration of the said period of twenty one days, transfer the shares not so allocated or purchased to any person and at any price not being less than the Transfer Price.

12. In the event of the death liquidation or bankruptcy of any member the Directors may at any time thereafter give to such member or his legal personal representatives as the case may be (hereinafter called "the Vendor") notice in writing requiring all the shares held by the Vendor to be sold and transferred and forthwith upon such notice being

13. Any Share which is held by a corporation may be transferred at any time to a bare trustee for such corporation or to any corporation which shall upon amalgamation or reconstruction of the original corporation acquire its goodwill undertaking and assets and any share which is held by a bare trustee of any Corporation may at any time be transferred by such bare trustee to such Corporation or to another bare trustee of such Corporation.

#### GENERAL MEETINGS

14. Subject to the provisions of the Act, an Ordinary Resolution in writing signed by all the members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

15. Notice of every General Meeting shall be given to every Member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and service of any notice shall be deemed to be effected at the time at which the letter containing the notice would be delivered in the ordinary course of post. Regulations 131, 133 and 134 of Table A shall be construed accordingly.

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 hereinafter otherwise provided two persons one holding or representing by proxy at least one half of the issued A Shares for the time being and the other holding or representing by proxy at least one half of the issued B Shares for the time being shall be a quorum. If within half an hour after the time arranged for the meeting to be held a quorum is not present the meeting shall be dissolved. Regulation 4 of Part II of Table A and Regulations 53 and 54 of Table A shall not apply to the Company.

17. The holders of the C Shares shall be entitled to receive notice of and to attend all General Meetings of the Company but no holder of C Shares may (unless otherwise entitled) vote on any resolution except a resolution for winding up the Company or for a reduction of Capital or a resolution which modifies or abrogates the rights of such holders as a class.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall not be entitled to a second or casting vote. Regulation 60 of Table A shall not apply to the Company.

19. If any vote shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the resolution unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the resolution.

to the provisions of Articles 4, 5 and 7 hereof and of Regulations 40, 44 and 45 of Table A shall require the sanction of the holders of at least 75% per cent of the issued Share Capital (other than C Shares) whether present at the meeting or not.

#### APPOINTMENT OF DIRECTORS

21. Unless and until otherwise determined by Special Resolution of the Company the Directors shall not be less than three nor more than seven in number of whom three shall be appointed by the holders of the A Shares and shall be called "A Directors" and four shall be appointed by the holders of the B Shares and shall be called "B Directors". Regulation 75 of Table A shall not apply to the Company.

22. In the event of any vacancy occurring among the A Directors or among the B Directors such vacancy may be filled by the holders of a majority of the A Shares or the B Shares respectively as the case may be signing and leaving at or sending to the Registered Office of the Company for the time being a memorandum appointing an additional director to fill such vacancy.

23. The A Shareholders or the B Shareholders may by a memorandum signed by the holders of a majority of the A Shares or the B Shares respectively and left at or sent to the Registered Office of the Company for the time being remove any A Director or any B Director respectively and may by a memorandum as aforesaid appoint another person in his place.

24. A Director shall not be required to hold any shares in the capital of the Company to qualify him for office. Regulation 77 of Table A shall not apply to the Company.

25. Section 185 of the Act shall apply to the Company notwithstanding sub-section (8) of that Section.

26. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall (unless otherwise expressly resolved by the Company in General Meeting) receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses.

#### ALTERNATE DIRECTORS

27. A Director may by writing under his hand appoint any person (approved by the other Directors of his class) to act as alternate Director in his place; and every such alternate shall be entitled to notice of and to attend meetings of Directors and in the absence of the Director appointing him to vote thereat and shall have and exercise all the powers, rights, duties and authorities of such Director appointing him to vote except that he shall not be entitled to appoint an alternate or to receive any remuneration from the Company as an Alternate Director. An alternate shall not be counted in reckoning the number of Directors in office. An instrument appointing an alternate shall be delivered to the Company before the appointment is to take effect. A Director may at any time by notice in writing delivered to the Company revoke the appointment of an alternate appointed by him, and appoint another person (approved by the other Directors of his Class) in his place, and if a Director shall die or cease to hold the

cease and determine. An alternate while acting on behalf of his appointor shall be deemed to be an A Director if his appointor was an A Director and to be a B Director if his appointor was a B Director. Every person acting as an alternate for a Director shall by virtue of such appointment 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.

28. All appointments and removals of an alternate Director shall be effected by instrument in writing delivered at the Registered Office of the Company and the instrument of appointment shall, as nearly as circumstances will admit, be in the form or to the effect following:-

" I,  
a Director of the above named Company, do hereby appoint  
of  
to act as alternate Director in my place during my  
absence and to exercise and discharge all my duties  
as a Director of the Company.

AS WITNESS my hand the day of ."

#### RETIREMENT OF DIRECTORS

29. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company and Directors shall not be liable to retirement by rotation.

30. The office of Director shall be vacated if the Director

- (a) becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is removed from office under the provisions of Article 23.

Regulation 88 of Table A shall not apply to the Company.

#### PROCEEDINGS OF DIRECTORS

31. Notice of every Meeting of Directors setting out the business to be transacted thereat shall be given to every Director and no business except that in respect of which notice has been given shall be transacted at that Meeting save with the consent of all the Directors of the Company whether or not they are present at such Meeting. Subject thereto the Directors may meet for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote. Two Directors may and the Secretary on the requisition of two Directors shall at any time summon a meeting of the Board.  
Regulation 98 of Table A shall not apply.

the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

33. The quorum necessary for the transaction of the business of the Board shall be three Directors one of whom shall be an A Director and two of whom shall be B Directors. Regulation 99 of Table A shall not apply.

34. The continuing Directors may act notwithstanding any vacancy in their body but only for so long as their number is not reduced below the number fixed by these Articles as the necessary quorum of Directors. Regulation 100 of Table A shall not apply to the Company.

35. A resolution in writing signed by all the Directors for the time being entitled to receive Notice of a Meeting of the Directors shall be as valid and effective as if it had been passed at a Meeting of the Directors duly convened and held and may consist of several documents, in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

#### BORROWING POWERS

36. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply to the Company.

#### EXECUTIVE DIRECTORS

37. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

38. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits, or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

#### ASSOCIATE DIRECTORS

39. The Directors may from time to time appoint any person or persons (not being a Director or Directors) as associate or technical Director or Directors, any person so appointed being in this Article referred to as an "Associate Director". An Associate Director shall hold office for such period with such title and shall perform such duties and be entitled to

such remuneration and to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter, and either on fixed terms or by reference to the discretion from time to time of the Directors. An Associate Director shall not by reason of his holding that office be a Director of the Company and references in these presents to Directors or Members of the Board shall not include an Associate Director.

#### PENSIONS AND ALLOWANCES

40. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office of or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of the engagement of any such person.

#### CAPITALISATION OF RESERVES

41. All shares issued by way of capitalisation of profits and reserves shall be so issued that those allotted to the holders of the A Shares shall be A Shares, those allotted to the holders of B Shares shall be B Shares and those allotted to the holders of the C Shares shall be C Shares ranking pari passu in each case with the shares of the same class then in issue..

This is a print of the Articles of Association of the Company as amended by Special Resolutions duly passed on 28th June 1973 and 3rd August 1976.

.....*[Signature]*.....

Secretary

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

COMMERCIAL CLEANING SERVICES LIMITED

AT an EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at 6 Kollegievej, Charlottenlund, Copenhagen, Denmark on 3rd August 1976 (at which all members of the Company were represented) the following Resolution was passed unanimously as a SPECIAL RESOLUTION.

RESOLUTION

THAT the Articles of Association of the Company be amended by deleting Article 21 and by substituting therefor the following new Article:-

"21. Unless and until otherwise determined by Special Resolution of the Company the Directors shall not be less than three nor more than seven in number of whom three shall be appointed by the holders of the A Shares and shall be called "A Directors" and four shall be appointed by the holders of the B Shares and shall be called "B Directors". Regulation 75 of Table A shall not apply to the Company."

Dated 3rd August 1976



Chairman

Number of } 463951 / 86 /  
Company }



*The Companies Acts 1948 to 1967*

COMPANY LIMITED BY SHARES

## Special Resolution

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

OF

COMMERCIAL CLEANING SERVICES / LIMITED

Passed 6th April, 1978.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 92 Albert Street, Birmingham, B5 5LN.

on the 6th day of April, 1978, the subjoined SPECIAL RESOLUTION duly passed, viz. :—

### RESOLUTION

That the name of the company be changed to  
Servisystem Limited.

Signature ..... *T.A. Halls*

T.A. Halls - Secretary

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

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





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 463951

/87

I hereby certify that

**COMMERCIAL CLEANING SERVICES LIMITED**

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

**SERVISYSTEM LIMITED**

Given under my hand at Cardiff the

**11TH MAY 1978**

*D. A. Pendlebury*  
D. A. PENDLEBURY

*Assistant Registrar of Companies*



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SERVISYSTEM LIMITED

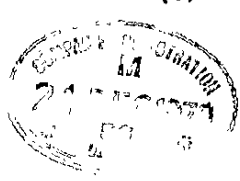
At an Extraordinary General Meeting of the company duly convened and held at the registered office of the company 92 Albert Street, Birmingham B5 5LN on 5th December 1979 the following resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT:-

- (a) The capital of the company be increased from £250,000 to £350,000 by the creation of 49,997 'A' shares of £1 each, 49,997 'B' shares of £1 each and 6 'C' shares of £1 each;
- (b) The Articles of Association of the company be amended by deleting Article 2(A) and substituting therefor the following new article:-

"2(A) The share capital of the company at the date of adoption of this Article is £350,000 divided into 174,989 'A' shares of £1 each, 174,990 'B' shares of £1 each and 21 'C' shares of £1 each. Save as hereinafter expressly provided the 'A' shares, the 'B' shares and the 'C' shares shall rank pari passu in all respects and be regarded as a single class of shares";
- (c) upon the recommendation of the directors the sum of £100,000 standing to the credit of the company's reserves be capitalised and applied in paying up in full the 100,000 new shares of £1 each created by this resolution, such shares to be allotted and distributed credited fully paid to the members of the company in proportion to their shareholdings but so that



in accordance with the Articles of Association the shares to be allotted to the holders of the 'A' shares shall be 'A' shares and those allotted to the holders of 'B' shares shall be 'B' shares and those allotted to the holders of 'C' shares shall be 'C' shares.

Director

A handwritten signature in dark ink, appearing to read "R. J. Quinn", written over a horizontal line.

No. of Company 463951 193**THE COMPANIES ACTS 1948 to 1976****Notice of Increase in Nominal Capital**

To THE REGISTRAR OF COMPANIES

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

SERVISYSTEM

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a Special Resolution of the Company dated the  
5th day of December 19 79 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 100,000  
beyond the registered capital of £ 250,000

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
49,997	A Shares	£1
49,997	B Shares	£1
6	C Shares	£1

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

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

The new shares rank pari passu in all respects with the existing shares  
of each respective class

Signature .....

State whether Director  
or Secretary

Director

Dated the 12th day of December 19 79

Presented by

Presentor's Reference 17/78069

Winsent & Co.,  
Post & Mail House, 26, Colmore Circus,  
Birmingham, B2 6BH



(see notes overleaf)

THE COMPANIES ACTS 1948 to 1980

---

COMPANY LIMITED BY SHARES

---

SPECIAL RESOLUTION

of

SERVISYSTEM LIMITED

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At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company 92, Albert Street, Birmingham, B5 5LN on 26th September 1980 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT:-

- (A) The share capital of the Company be increased by £1,000 to £351,000 by the creation of 1,000 new Ordinary shares of £1 each;
- (B) Upon the recommendation of the Directors they be authorised to capitalise the sum of £1,000 (out of the money standing to the credit of the reserves of the Company) and to apply the same in the allotment credited as fully paid to the holders of the existing 'A' and 'B' shares of the Company of 1,000 Ordinary shares of £1 each at the rate of 1 new Ordinary share of £1 for every 350 or part holding of 350 'A' or 'B' shares of £1 each of the Company as at 26th September, 1980;
- (C) Forthwith upon allotment of such new Ordinary shares the existing 'A' 'B' and 'C' shares of £1 each of the Company be converted into Deferred shares of £1 each carrying the rights attached thereto by the new Articles of Association of the Company adopted by this Resolution; and
- (D) The Regulations produced to the meeting and signed by the Chairman for identification be adopted as the Articles of Association of the Company to the exclusion of all existing Regulations.

.....  
Secretary

31 OCT 1980

*Pauline*

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

SERVISYSTEM LIMITED

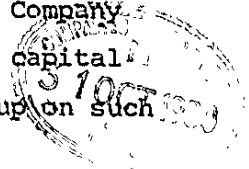
(Adopted by Special Resolution passed on 26th September 1980)

PRELIMINARY

- 1 Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called 'Table A') shall apply to the Company.

SHARES

- 2 The shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors and they may allot, grant options over, or otherwise dispose of them to such persons, at such times and on such terms as they may think proper.
- 3 The share capital of the Company at the date of adoption of this Article is £351,000 divided into 1,000 Ordinary shares of £1 each and 350,000 Deferred shares of £1 each. The Deferred shares confer on the holders thereof:-
  - (1) no right to participate in any dividend declared by the Company and as to return of capital on liquidation reduction of capital or otherwise the right to receive only the amount paid up on such



shares payable after the holders of the Ordinary shares have received the sum of £2,000 per share of £1; and

- (2) no right to receive notice of or attend and vote at any General Meeting of the Company.

#### DIRECTORS

- 4 The number of Directors shall be not less than two. No share qualification shall be necessary for a Director.
- 5 A member or members together holding not less than a majority of the shares of the Company for the time being issued may nominate Directors of the Company by notice in writing delivered to the registered office of the Company and may (by like notice) from time to time remove any Director (whether or not so nominated) from the Board and may fill any vacancy therein which may arise from any cause.
- 6 None of the Directors of the Company (whether or not so nominated) shall be liable to retirement by rotation but, subject to Regulation 88 of Part I of Table A shall hold office until removed from office under Article 5.
- 7 Subject to the provisions of Section 199 of the Act as to disclosure of interests, a Director 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 of the Directors at which such contract or arrangement is considered, and accordingly sub-clause (2) of Regulation 84 of Part I of Table A shall be omitted.

#### PROCEEDINGS OF DIRECTORS

- 8 Notice of every Meeting of Directors setting out the business to be transacted thereat shall be given to every Director and no business except that in respect of which notice has been given shall be transacted at that Meeting save with the consent of all the Directors of the Company whether or not they are present at such Meeting. Subject thereto the Directors may meet for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote. Two Directors may and the Secretary on the requisition of two Directors shall at any time summon a meeting of the Board. Regulation 98 of Table A shall not apply.

## NOTICES

- 9 In Regulation 13. of Part I of Table A the words "in the case of a notice of a meeting" and the words from and including the words "and in any other case" down to the end of the said Regulation shall be omitted.
- 10 The Directors shall not be required to sign an attendance book of meetings of Directors and accordingly the words "and every Director present" down to the end of Regulation 86 of Table A shall be omitted.
- 11 Notice of every General Meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notice and service of any notice shall be deemed to be effected at the time at which the letter containing the notice would be delivered in the ordinary course of post. Regulations 131, 133 and 134 of Part I of Table A shall be construed accordingly.

## ASSOCIATE DIRECTORS

- 12 The Directors may from time to time appoint any person or persons (not being a director or directors) as associate or technical director or directors, any person so appointed being in this Article referred to as an "associate director". An associate director shall hold office for such period with such title and shall perform such duties and be entitled to such remuneration to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter and either on fixed terms or by reference to the discretion from time to time of the directors. An associate director shall not by reason of his holding that office be a director of the company and references in these Articles to directors or members of the board shall not include an associate director.

No. of Company 463951 100

## THE COMPANIES ACTS 1948 to 1976

## Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

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

SERVISYSTEM

†State whether  
Ordinary or  
Extraordinary  
or Special  
Resolution.

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948,  
that by a† Special Resolution of the Company dated the  
26th day of September 19 80 the nominal capital of the  
Company has been increased by the addition thereto of the sum of £ 1,000  
beyond the registered capital of £ 350,000

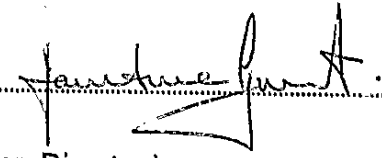
The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
1,000	Ordinary shares	£1

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

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

the new Ordinary shares rank pari passu in all respects

Signature State whether Director }  
or Secretary } Secretary

Dated the 10th day of October 19 80

Presented by

Presentor's Reference

Pinsent &amp; Co.,

Post &amp; Mail House,

26 Colmore Circus, Birmingham B4 6BH

(see notes overleaf)

NO: 463951

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THE COMPANIES ACTS 1948-1980

COMPANY LIMITED BY SHARES

CLASS CONSENT OF SERVISYSTEM LIMITED

We the Undersigned together holding as at 26th September 1980 all the issues 'A' 'B' and 'C' shares of £1.00 each in the capital of Servisystem Limited hereby consent to the variations in the rights attaching to each class of shares effected by the special resolution of the company passed on 26th September 1980.

DATED 20<sup>th</sup> July 1981

*For Electrolux*  
.....  
For and on behalf of Electrolux Limited

*For ISS International*  
.....  
For and on behalf of ISS International Servisystem a.s.



THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SERVISYSTEM LIMITED

*Certified a true  
copy  
CRKip Ambrose  
Director  
7.10.81.*

At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company 92, Albert Street, Birmingham, B5 5LN on 26th September 1980 the following Resolution was duly passed as a Special Resolution:-

RESOLUTION

THAT:-

- (A) The share capital of the Company be increased by £1,000 to £351,000 by the creation of 1,000 new Ordinary shares of £1 each;
- (B) Upon the recommendation of the Directors they be authorised to capitalise the sum of £1,000 (out of the money standing to the credit of the reserves of the Company) and to apply the same in the allotment credited as fully paid to the holders of the existing 'A' and 'B' shares of the Company of 1,000 Ordinary shares of £1 each at the rate of 1 new Ordinary share of £1 for every 350 or part holding of 350 'A' or 'B' shares of £1 each of the Company as at 26th September, 1980;
- (C) Forthwith upon allotment of such new Ordinary shares the existing 'A' 'B' and 'C' shares of £1 each of the Company be converted into Deferred shares of £1 each carrying the rights attached thereto by the new Articles of Association of the Company adopted by this Resolution; and
- (D) The Regulations produced to the meeting and signed by the Chairman for identification be adopted as the Articles of Association of the Company to the exclusion of all existing Regulations.

*[Signature]*  
Secretary



Tac 400.

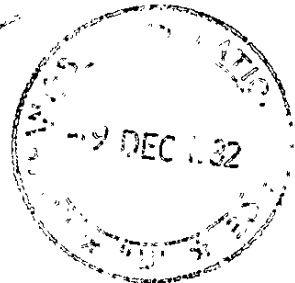
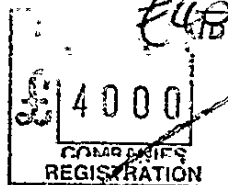
No: 463951

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION  
-OF-  
SERVISYSTEM LIMITED

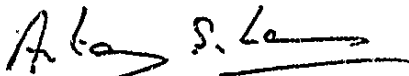


At an Extraordinary General Meeting of the Company duly convened and held at 92 Albert Street, Birmingham B5 5LN on Monday 22nd November 1982 the following resolution was duly passed as a special resolution:

RESOLUTION

THAT the name of the Company be changed to ISS Servisystem Limited.

DATED 22<sup>nd</sup> November 1982

  
A.S. Lane  
Director



Bar  
£40  
19237

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

463951

/108

I hereby certify that

SERVISYSTEM LIMITED

having by special resolution changed its name, is now  
incorporated under the name of

ISS SERVISYSTEM LIMITED

Given under my hand at Cardiff the

29TH DECEMBER 1982

A handwritten signature in dark ink, appearing to read 'E. J. Wilson', written over a horizontal line.

Assistant Registrar of Companies

C172

5/3

THE COMPANIES ACTS 1948-81

ISS SERVISYSTEM LIMITED

Co.No. 463951

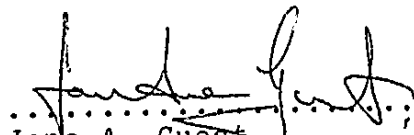
113

At an Extraordinary General Meeting of the Members of the Company duly convened and held at 6 Kollegievej, DK 2920 Charlottenlund, Denmark on Wednesday 14th December 1983 at 10.30 a.m. the following Special Resolutions were passed:

RESOLUTIONS

1. That the Share Capital of the Company be increased to £601,000 by the creation of 250,000 Ordinary Shares of £1 each.
2. The Articles of Association of the Company be amended by deleting Clause 3. and substituting therefor the following new Article:-  
  
"3. The Share Capital of the Company at the date of adoption of this Article is £601,000 divided into 251,000 Ordinary Shares of £1 each and 350,000 Deferred Shares of £1 each. The Deferred Shares confer on the holders thereof:-"

Sub-Clauses 3(1) and 3(2) remain unchanged.

  
.....  
Jane A. Guest  
Company Secretary

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Memorandum  
of the Companies Articles and  
Memorandum

THE COMPANIES ACTS 1948-1980

*[Signature]*  
Company Secretary

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

ISS SERVISYSTEM LIMITED

Pinsent & Co.  
Solicitors  
Birmingham  
B4 6BH



THE COMPANIES ACT, 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

ISS SERVISYSTEM LIMITED

(as amended by Special resolution on 27th October 1970)

- 1 The name of the Company is "ISS SERVISYSTEM LIMITED" \*
- 2 The Registered Office of the Company will be situate in England.
- 3 The objects for which the Compny is established are:-
  - (1) (a) To carry on business as vacuum cleaners, steam cleaners, window cleaners, marble cleaners, carpet cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney sweeps, fumigators, vermin and insect destroyers, and generally to undertake cleaning and fumigation of any kind.
  - (b) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, interior and exterior decorators, painters, polishers, paper-hangers, plasterers, property repairers, builders, joiners, woodworkers, engineers, electricians, carriers, haulage and removal contractors, metal and waste goods merchants, coal, coke and fuel merchants, garage proprietors, builders' merchants, and general contractors.

\* Name changed from Commercial Cleaning Services Limited to Servisystem Limited on 11th May 1978 and to ISS Servisystem Limited on 29th December 1982.

- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, road, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's capital, or any Debentures, Debenture Stock or other Securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, Promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To give pensions, gratuities or charitable aid to any persons who may have been Directors or employees of or who may have served the Company or its subsidiary companies (if any) or to the wives' children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and

benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants,

- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4 The liability of the Members is limited.

5 \*The Share Capital of the Company is £601,000 divided into 251,000 Ordinary Shares of £1 each and 350,000 Deferred Shares of £1 each. Any Shares in the original capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards dividends, capital, voting or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected or interfered with except in the manner provided in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act 1948.

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 shares in the capital of the Company set opposite our respective names.

\* Increased by Special Resolution passed on 14th December 1983.

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**NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS**

---

**NO OF SHARES TAKEN  
TAKEN BY EACH  
SUBSCRIBER**

Robert Frederick Stewart Marriott  
74 Portland Road  
Edgbaston  
Birmingham  
Auctioneer

ONE

Joyce Marguerite Marriott  
74 Portland Road  
Edgbaston  
Birmingham  
Married Woman

ONE

**TOTAL SHARES TAKEN**

            
TWO

---

Dated this 7th day of January 1949

Witness to the above signatures:-

D.F. Hopkinson  
15A Steelhouse Lane  
Birmingham 4  
Chartered Accountant.

THE COMPANIES ACT, 1948 TO 1980

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

-of-

**ISS SERVISYSTEM LIMITED \***

(Adopted by Special Resolution passed on 26th September 1980)

PRELIMINARY

- 1 Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called 'Table A') shall apply to the Company.

SHARES

- 2 The shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors and they may allot, grant options over, or otherwise dispose of them to such persons, at such times and on such terms as they may think proper.
- 3 \*\*The Share capital of the Company at the date of adoption of this Article is £601,000 divided into 251,000 Ordinary shares of £1 each and 350,000 Deferred shares of £1 each. The Deferred shares confer on the holders thereof:-
  - (1) no right to participate in any dividend declared by the Company and as to return of capital on liquidation reduction of capital or otherwise the right to receive only the amount paid up on such shares payable after the holders of the Ordinary shares have received the sum of £2,000 per share of £1; and

\* Name changed from Commercial Cleaning Services Limited to Servisystem Limited on 11th May 1978 and to ISS Servisystem Limited on 29th December 1982.

\*\* Amended by Special Resolution of the Company passed on 14th December 1983.

- (2) no right to receive notice of or attend and vote at any General Meeting of the Company.

#### DIRECTORS

- 4 The number of Directors shall be not less than two. No share qualification shall be necessary for a Director.
- 5 A member or members together holding not less than a majority of the shares of the Company for the time being issued may nominate Directors of the Company by notice in writing delivered to the registered office of the Company and may (by like notice) from time to time remove any Director (whether or not so nominated) from the Board and may fill any vacancy therein which may arise from any cause.
- 6 None of the Directors of the Company (whether or not so nominated) shall be liable to retirement by rotation but, subject to Regulation 82 of Part I of Table A shall hold office until removed from office under Article 5.
- 7 Subject to the provisions of Section 199 of the Act as to disclosure of interests, a Director 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 of the Directors at which such contract or arrangement is considered and accordingly sub-clause (2) of Regulation 84 of Part I of Table A shall be omitted.

#### PROCEEDINGS OF DIRECTORS

- 8 Notice of every Meeting of Directors setting out the business to be transacted thereat shall be given to every Director and no business except that in respect of which notice has been given shall be transacted at that Meeting save with the consent of all the Directors of the Company whether or not they are present at such Meeting. Subject thereto the Directors may meet for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote. Two Directors may and the Secretary on the requisition of two Directors shall at any time summon a meeting of the Board. Regulation 98 of Table A shall not apply.

#### NOTICES

- 9 In Regulation 131 of Table A the words "in the case of a notice of a meeting" and the words from and including the words "and in any other case" down to the end of the said Regulation shall be omitted.
- 10 The Directors shall not be required to sign an attendance book of meetings of Directors and accordingly the words "and every Director present" down to the end of Regulation 86 of Table A shall be omitted.
- 11 Notice of every General Meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notice and service of any notice shall be deemed to be effected at the time at which the letter containing the notice would be delivered in the ordinary course of post. Regulations 131, 133 and 134 of Part I of Table A shall be construed accordingly.

ISS SERVISYSTEM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1982

	<u>1982</u>	<u>1981</u>
	£	£
2. PROFIT BEFORE TAXATION		
The profit before taxation is stated after charging:		
Emoluments of directors (note 3)	43,139	34,673
Depreciation of fixed assets	373,211	269,861
Auditors' remuneration	24,800	11,400
Interest payable:		
Bank loans and overdrafts	84,588	61,247
	<u>          </u>	<u>          </u>

3. DIRECTORS EMOLUMENTS

Management services	35,430	27,636
Fees	5,300	5,000
Pension scheme contributions	2,409	2,037
	<u>43,139</u>	<u>34,673</u>

The emoluments of the directors disclosed above, excluding contributions to the pension scheme, included amounts paid to:

The Chairman	£ 1,000	£ 1,000
The highest paid director	£35,430	£27,636

The number of other directors who received emoluments, excluding contributions to the pension scheme, in the following ranges were:

	<u>Number</u>	<u>Number</u>
Up to £5,000	4	4

4. TAXATION

Corporation tax at 52% (1981 : 52%)	(93,370)	(98,000)
Prior years adjustment	10,718	( 284)
Tax attributable to extraordinary items (see note 5)	( 6,800)	-
	<u>(89,452)</u>	<u>(98,284)</u>

The taxation charge has been reduced by £49,000 in respect of excess tax allowances over depreciation and £34,000 in respect of stock relief.

ISS SERVISYSTEM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1982

	<u>1982</u>	<u>1981</u>
	£	£
5. EXTRAORDINARY ITEMS		
Goodwill arising on consolidation written off	( 87,769)	(103,870)
Re-organisation costs	( 28,385)	-
Life assurance receipt on death of employee	5,110	-
Attributable taxation	6,800	-
	<u>(104,244)</u>	<u>(103,870)</u>
6. PROFIT ATTRIBUTABLE TO ORDINARY SHAREHOLDERS		
Amount dealt with in the financial statements of the parent company	<u>53,927</u>	<u>92,570</u>
7. DIVIDENDS		
Final dividend paid of 15p per share	<u>-</u>	<u>(52,650)</u>
8. RESERVES		
Attributable as follows:		
Parent company	448,066	398,216
Subsidiary companies	<u>( 6,398)</u>	<u>-</u>
	<u>441,668</u>	<u>398,216</u>

ISS SERVISYSTEM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1982

9. FIXED ASSETS	Freehold property £	Improvements to Leasehold properties £	Plant, equipment and motor vehicles £	TOTAL £
GROUP :				
COST				
1 January 1982	165,009	7,561	1,522,030	1,694,600
Acquisition of subsidiaries	-	44,148	403,994	448,142
Additions	-	648	402,235	402,883
Disposals	( 5,705)	( 8,976)	( 462,706)	( 477,387)
31 December 1982	<u>159,304</u>	<u>43,381</u>	<u>1,865,553</u>	<u>2,068,238</u>
DEPRECIATION				
1 January 1982		4,642	593,639	598,281
Acquisition of subsidiaries		5,631	162,604	168,235
Charge for the year		2,775	370,436	373,211
On disposals		( 6,939)	( 334,948)	( 341,887)
31 December 1982		<u>6,109</u>	<u>791,731</u>	<u>797,840</u>
NET BOOK VALUE				
31 December 1981	<u>165,009</u>	<u>2,919</u>	<u>928,391</u>	<u>1,096,319</u>
31 December 1982	<u>159,304</u>	<u>37,272</u>	<u>1,073,822</u>	<u>1,270,398</u>
Depreciation rates	Nil	over period of lease and 20%	20%	

COMPANY :

COST				
1 January 1982	165,009	7,561	1,522,030	1,694,600
Additions	-	-	355,152	355,152
Disposals	( 5,705)	( 7,561)	( 330,707)	( 343,973)
31 December 1982	<u>159,304</u>	<u>-</u>	<u>1,546,475</u>	<u>1,705,779</u>
DEPRECIATION				
1 January 1982		4,642	593,639	598,281
Charge for the year		882	296,417	297,299
On disposals		( 5,524)	( 274,631)	( 280,155)
31 December 1982		<u>-</u>	<u>615,425</u>	<u>615,425</u>
NET BOOK VALUE				
31 December 1981	<u>165,009</u>	<u>2,919</u>	<u>928,391</u>	<u>1,096,319</u>
31 December 1982	<u>159,304</u>	<u>-</u>	<u>931,050</u>	<u>1,090,354</u>
Depreciation rates	Nil	20%	20%	Page 13

## ISS SERVISYSTEM LIMITED

### REPORT OF THE DIRECTORS

The directors present their report and financial statements for the year ended 31 December 1982.

#### ACTIVITIES

The principal activities of the group were :-

1. The provision of a daily cleaning service for offices, shops and commercial premises.
2. The provision of a window cleaning service to supplement the daily cleaning service.
3. Specialised cleaning of schools, hospitals and other public premises.
4. The provision of an industrial cleaning service.
5. The supply of cleaning materials and equipment.

#### CHANGE OF NAME

On 22 November 1982, the name of the company was changed to ISS Servisystem Limited.

#### ACQUISITION OF SUBSIDIARY COMPANIES

On 1 February 1982 the company acquired 100% of the share capital of Darenas U.K. Limited.

On 31 December 1982 the company acquired from Darenas U.K. Limited 100% of the share capital of Robert Donaldson Limited and 79.8% of the share capital of Payton Cleaning Supplies Limited, representing the total interests of Darenas U.K. Limited in these two companies.

#### RESULTS AND DIVIDENDS

The results for the year and the state of the group's affairs are shown in the attached financial statements.

The directors do not recommend the payment of a dividend and propose that the unappropriated profit for the year be carried to reserves.

#### FIXED ASSETS

Movements in the fixed assets during the year are shown in the attached financial statements.

ISS SERVISYSTEM LIMITED

REPORT OF THE DIRECTORS

DIRECTORS

The directors set out below have held office during the whole of the period from 1 January 1982 to the date of this report. None of the directors had any interests in the shares of the company at either 31 December 1982 or 31 December 1981.

W Schmidt  
P Andreassen  
A S Lane  
M Aitken  
C R King-Farlow  
J B Redman

TAXATION STATUS OF THE COMPANY

The company is not a close company within the provisions of the Income and Corporation Taxes Act, 1970 as amended.

EMPLOYEES

The average number of employees of the group was 6,354 (1981 : 6,159) and their annual aggregate remuneration was £7,542,898 (1981 : £6,346,000).

AUDITORS

The auditors, Neville Russell, have signified their willingness to continue in office and a resolution proposing their re-appointment will be put to the forthcoming annual general meeting.

BY ORDER OF THE BOARD

  
J A GUEST

Secretary

92 Albert Street  
Birmingham  
B5 5LN

8 February 1983

REPORT OF THE AUDITORS TO THE MEMBERS OF

ISS SERVISYSTEM LIMITED

31 DECEMBER 1982

We have audited the financial statements on pages 5 to 16 in accordance with approved Auditing Standards.

In our opinion the financial statements, which have been prepared under the historical cost convention, give a true and fair view of the state of affairs of the company and group at 31 December 1982 and of the profit and source and application of funds of the group for the year then ended and comply with the Companies Acts 1948 to 1981.

The financial statements do not contain current cost statements as required by Statement of Standard Accounting Practice No. 16.

*Neville Russell*

NEVILLE RUSSELL

Lancaster House  
67 Newhall Street  
Birmingham  
B3 1NU

8 February 1983

ISS SERVISYSTEM LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 1982

	<u>Notes</u>	<u>1982</u> £	<u>1981</u> £
TURNOVER		<u>12,550,399</u>	<u>9,170,813</u>
GROUP PROFIT BEFORE TAXATION	2	244,997	294,724
TAXATION	4	( 89,452)	( 98,284)
PROFIT AFTER TAXATION		155,545	196,440
MINORITY SHAREHOLDER'S INTEREST		( 7,849)	-
		147,696	196,440
EXTRAORDINARY ITEMS	5	(104,244)	(103,870)
PROFIT ATTRIBUTABLE TO ORDINARY SHAREHOLDERS	6	43,452	92,570
DIVIDENDS	7	-	( 52,650)
RETAINED PROFIT		43,452	39,920
RESERVES AT 1 JANUARY 1982		398,216	358,296
RESERVES AT 31 DECEMBER 1982	8	<u>441,668</u>	<u>398,216</u>

ISS SERVISYSTEM LIMITED

CONSOLIDATED BALANCE SHEET

31 DECEMBER 1982

		<u>1982</u>		<u>1981</u>	
	<u>Notes</u>	£	£	£	£
FIXED ASSETS	9		1,270,398		1,096,319
GOODWILL	11		1,120		-
INVESTMENT	12		-		91,000
CURRENT ASSETS					
Stocks	14	605,047		47,085	
Debtors		1,933,113		1,276,909	
Bank and cash balances		9,614		8,401	
		<u>2,547,774</u>		<u>1,332,395</u>	
CURRENT LIABILITIES					
Creditors		1,548,985		1,078,159	
Taxation		99,229		105,396	
Bank borrowings		1,217,224		307,699	
		<u>2,865,438</u>		<u>1,491,254</u>	
NET CURRENT LIABILITIES			(317,664)		(158,859)
GROUP COMPANY BALANCES	15		(139,504)		(188,244)
NET ASSETS			<u>814,350</u>		<u>840,216</u>
Financed by :-					
SHAREHOLDERS' FUNDS					
Share capital	16	351,000		351,000	
Reserves		<u>441,668</u>	792,668	<u>398,216</u>	749,216
DEFERRED TAXATION	17		-		-
MINORITY SHAREHOLDER'S INTEREST			21,682		-
LOAN STOCK	18		-		91,000
			<u>814,350</u>		<u>840,216</u>

Approved by the Board on 8 February 1983  
and signed on its behalf

W Schmidt

*W Schmidt*  
Directors

A S Lane

*A S Lane*

ISS SERVISYSTEM LIMITEDCONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDSFOR THE YEAR ENDED 31 DECEMBER 1982

	<u>1982</u>		<u>1981</u>	
	£	£	£	£
SOURCE OF FUNDS				
Profit before taxation		244,997		294,724
Extraordinary items		(104,244)		(103,870)
		<u>140,753</u>		<u>190,854</u>
Adjustments for items not involving the movement of funds :				
Goodwill	87,769		103,870	
Depreciation	373,491		269,861	
Loss/(profit) on disposal of fixed assets	<u>71</u>	<u>461,331</u>	( 8,540)	<u>365,191</u>
TOTAL GENERATED FROM OPERATIONS		<u>602,084</u>		<u>556,045</u>
FUNDS FROM OTHER SOURCES				
Proceeds of disposals of fixed assets		<u>135,429</u>		<u>63,061</u>
		<u>737,513</u>		<u>619,106</u>
APPLICATION OF FUNDS				
Dividends paid to members of parent company	-		( 52,650)	
Dividends paid to minority shareholders	( 7,849)		-	
Tax paid	( 98,179)		( 84,215)	
Purchase of fixed assets	(402,883)		(529,494)	
Acquisition of subsidiary companies	*(500,000)	(1,008,911)	-	(666,359)
NET FUNDS DISPERSED		<u>( 271,398)</u>		<u>( 47,253)</u>
INCREASE/(DECREASE) IN WORKING CAPITAL				
Stocks	( 42,898)		( 3,139)	
Debtors	231,484		( 80,334)	
Group indebtedness	( 15,225)		( 67,513)	
Creditors	<u>103,479</u>	<u>276,840</u>	<u>(104,779)</u>	<u>(255,765)</u>
Movement in liquid funds :				
Bank and cash balances	( 1,041)		477	
Bank overdraft	(547,197)	( 548,238)	<u>208,035</u>	<u>208,512</u>
		<u>( 271,398)</u>		<u>( 47,253)</u>

\* See page 8

Page 7

ISS SERVISYSTEM LIMITED

CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED 31 DECEMBER 1982

ANALYSIS OF THE ACQUISITION OF DARENAS U.K. LIMITED

NET ASSETS ACQUIRED :

DISCHARGED BY :

	£		£
Fixed assets	279,907	Minority proportion	21,682
Goodwill	89,169	Cash paid	500,000
Stocks	600,860		
Debtors	424,720		
Cash	2,254		
Creditors	(574,305)		
Bank overdraft	(362,328)		
Group balances	63,965		
Taxation	( 2,560)		
	<u>521,682</u>		<u>521,682</u>

ISS SERVISYSTEM LIMITED

COMPANY BALANCE SHEET

31 DECEMBER 1982

		<u>1982</u>		<u>1981</u>	
	<u>Notes</u>	£	£	£	£
FIXED ASSETS	9		1,090,354		1,096,319
INVESTMENT	12		91,000		91,000
INVESTMENT IN SUBSIDIARY COMPANIES	13		961,179		373,891
CURRENT ASSETS					
Stocks	14	68,326		47,085	
Debtors		1,460,600		1,276,909	
Cash balances		<u>7,999</u>		<u>8,401</u>	
		<u>1,536,925</u>		<u>1,332,395</u>	
CURRENT LIABILITIES					
Creditors		993,641		1,078,159	
Taxation		71,766		105,396	
Bank borrowings		<u>1,136,795</u>		<u>307,699</u>	
		<u>2,202,202</u>		<u>1,491,254</u>	
NET CURRENT LIABILITIES			(665,277)		(158,859)
GROUP COMPANY BALANCES	15		(570,446)		(562,135)
NET ASSETS			<u>906,810</u>		<u>840,216</u>
Financed by :-					
SHAREHOLDERS' FUNDS					
Share capital	16	351,000		351,000	
Reserves		<u>464,810</u>	815,810	<u>398,216</u>	749,216
DEFERRED TAXATION	17		-		-
LOAN STOCK	18		91,000		91,000
			<u>906,810</u>		<u>840,216</u>

Approved by the board on 8 February 1983  
and signed on its behalf

W Schmidt

A S Lane

Waldie [Signature]  
Directors

A. S. Lane [Signature]

ISS SERVISYSTEM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1982

1. ACCOUNTING POLICIES

Basis of consolidation

The consolidated financial statements which are prepared under the historical cost convention include the financial statements of the company and its subsidiaries made up to 31 December 1982.

The profits and losses of subsidiary companies are consolidated from the date of acquisition.

The difference between the cost of acquisition of shares in subsidiaries and the amount attributable to their net tangible assets at the effective date of purchase is written off in full in the year of acquisition.

Turnover

Turnover represents the amounts invoiced, excluding value added tax, in respect of the sale of goods and services to customers outside the group.

Depreciation

Depreciation is calculated, except on freehold buildings, to write off the cost of fixed assets on a straight line basis over their estimated useful lives. No depreciation is provided on freehold buildings as in the opinion of the directors such amount would be immaterial.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost consists of direct material costs, calculated on the first in, first out basis.

Taxation

The charge for taxation is based on the profit for the year, at current rates of tax, and takes into account deferred taxation on all timing differences between the treatment of certain items for accounts purposes and their treatment for corporation tax purposes, except where it can be reasonably demonstrated that no corporation tax liabilities will arise in the foreseeable future.

SCAN UPON  
DEMAND

WE APOLOGISE THAT  
THIS PAGE/S IS MISSING

THANK YOU FOR YOUR  
UNDERSTANDING

ISS SERVISYSTEM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1982

	<u>1982</u> <u>£</u>	<u>1981</u> <u>£</u>
10. CAPITAL COMMITMENTS		
GROUP AND COMPANY :		
Capital expenditure that has been contracted for but has not been provided for in the financial statements amounted to	-	75,000
11. GOODWILL		
Purchased goodwill at cost	1,400	-
Amortized to date	( 280)	-
	<u>1,120</u>	<u>-</u>
12. INVESTMENT		
GROUP :		
15% Unsecured loan stock 1986	-	91,000
COMPANY :		
15% Unsecured loan stock 1986	<u>91,000</u>	<u>91,000</u>
13. INVESTMENT IN SUBSIDIARY COMPANIES		
Shares at cost	1,245,647	678,148
Written off to date	( 284,468)	(304,257)
	<u>961,179</u>	<u>373,891</u>
The subsidiary companies, all registered in England are as follows :	<u>% holding</u>	<u>% holding</u>
Darenas U.K. Limited acquired 1. 2.82	100.0	-
Robert Donaldson Limited acquired 31.12.82	100.0	-
Payton Cleaning Supplies Limited acquired 31.12.82	79.8	-
Chas. Bizley and Company Limited (non-trading)	100.0	100.0
Commercial Cleaning Services Limited (non-trading)	100.0	100.0
Commercial and Private Auto Valets Limited (non-trading)	100.0	100.0
West End Central Cleaning Limited (non-trading)	-	100.0
(placed into voluntary liquidation 25 January 1982)		

The direct interests in Robert Donaldson Limited and Payton Cleaning Supplies Limited were acquired from Darenas U.K. Limited at net asset value.

The investment in Darenas U.K. Limited has been written down to an amount equivalent to the net asset value of that company as at 31 December 1982.

ISS SERVISYSTEM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1982

	<u>1982</u>	<u>1981</u>
	£	£
14. STOCKS		
Goods for resale	570,336	25,432
Overhead stocks	34,711	21,653
	<u>605,047</u>	<u>47,085</u>
15. GROUP COMPANY BALANCES		
GROUP :		
Due to ultimate holding company	(139,504)	( 93,806)
Due to fellow subsidiaries	-	( 96,262)
Due from fellow subsidiaries	-	1,824
	<u>(139,504)</u>	<u>(188,244)</u>
COMPANY :		
Due to ultimate holding company	(107,745)	( 93,806)
Due to fellow subsidiaries	-	( 96,262)
Due from fellow subsidiaries	-	1,824
Due to subsidiaries	(462,701)	(373,891)
	<u>(570,446)</u>	<u>(562,135)</u>
16. SHARE CAPITAL		
Authorised :		
Ordinary shares of £1 each	<u>351,000</u>	<u>351,000</u>
Issued and fully paid :		
Ordinary shares of £1 each	<u>351,000</u>	<u>351,000</u>

ISS SERVISYSTEM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 1982

	<u>1982</u>	<u>1981</u>
	£	£
17. DEFERRED TAXATION		
The full potential liability for deferred taxation for which no provision has been made in the financial statements is as follows :		
GROUP :		
Excess of tax allowances over depreciation	405,000	340,000
Property revaluations	<u>-</u>	<u>10,500</u>
	<u>405,000</u>	<u>350,500</u>
COMPANY :		
Excess of tax allowances over depreciation	377,000	340,000
Property revaluations	<u>-</u>	<u>10,500</u>
	<u>377,000</u>	<u>350,500</u>
18. LOAN STOCK		
GROUP :		
15% Unsecured loan stock	<u>-</u>	<u>91,000</u>
COMPANY :		
15% Unsecured loan stock	<u>91,000</u>	<u>91,000</u>
19. HOLDING COMPANY		
The ultimate holding company is ISS International Service System A/S of Denmark.		
20. COMPANIES ACT 1981 REQUIREMENTS		
Neither the group nor the holding company are yet required to comply with the accounting and disclosure provisions of Part 1 of the Companies Act 1981. The group financial statements are prepared in compliance with Section 152A of, and Schedule 8A to, the Companies Act 1948. The holding company's financial statements are prepared in compliance with Section 149A of, and Schedule 8A to, the Companies Act 1948.		

NO: 463951

THE COMPANIES ACT, 1948 TO 1983

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION**

-of-

**ISS SERVISYSTEM LIMITED**

AT an Extraordinary General Meeting of the Company duly convened and held at 92 Albert Street, Birmingham, B5 5LN on Thursday the 22nd November 1984 the following Resolution was duly passed as a Special Resolution:-

THAT:-

- (1) the existing 350,000 Deferred Shares of £1 each in the capital of the Company be converted into 350,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the Company.
- (2) the share capital of the Company be increased from £601,000 to £1,351,000 by the creation of 750,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares in the Company.
- (3) the Directors be authorised to allot the 750,000 new Ordinary Shares of £1 each at any time prior to the first anniversary of the date of this resolution and as if Section 17(1) Companies Act 1980 did not apply to such allotment
- (4) regulations set out in the document produced to the meeting and signed by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations.

DATED the 22<sup>nd</sup> day of NOVEMBER, 1984

A. L. S. L.  
.....  
Director



THE COMPANIES ACT, 1948 TO 1980

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

-of-

**ISS SERVISYSTEM LIMITED \***

(Adopted by Special Resolution passed on 22nd November 1984)

PRELIMINARY

- 1 Subject as hereinafter provided the Regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called 'Table A') shall apply to the Company.

SHARES

- 2 The shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors and they may allot, grant options over, or otherwise dispose of them to such persons, at such times and on such terms as they may think proper.
- 3 The Share capital of the Company at the date of adoption of this Article is £1,351,000 divided into 1,351,000 Ordinary shares of £1 each.

\* Name changed from Commercial Cleaning Services Limited to Servisystem Limited on 11th May 1978 and to ISS Servisystem Limited on 29th December 1982.



## DIRECTORS

- 4 The number of Directors shall be not less than two. No share qualification shall be necessary for a Director.
- 5 A member or members together holding not less than a majority of the shares of the Company for the time being issued may nominate Directors of the Company by notice in writing delivered to the registered office of the Company and may (by like notice) from time to time remove any Director (whether or not so nominated) from the Board and may fill any vacancy therein which may arise from any cause.
- 6 None of the Directors of the Company (whether or not so nominated) shall be liable to retirement by rotation but, subject to Regulation 88 of Part I of Table A shall hold office until removed from office under Article 5.
- 7 Subject to the provisions of Section 199 of the Act as to disclosure of interests, a Director 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 of the Directors at which such contract or arrangement is considered and accordingly sub-clause (2) of Regulation 84 of Part I of Table A shall be omitted.

## PROCEEDINGS OF DIRECTORS

- 8 Notice of every Meeting of Directors setting out the business to be transacted thereat shall be given to every Director and no business except that in respect of which notice has been given shall be transacted at that Meeting save with the consent of all the Directors of the Company whether or not they are present at such Meeting. Subject thereto the Directors may meet for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote. Two Directors may and the Secretary on the requisition of two Directors shall at any time summon a meeting of the Board. Regulation 98 of Table A shall not apply.

## NOTICES

- 9 In Regulation 131 of Table A the words "in the case of a notice of a meeting" and the words from and including the words "and in any other case" down to the end of the said Regulation shall be omitted.
- 10 The Directors shall not be required to sign an attendance book of meetings of Directors and accordingly the words "and every Director present" down to the end of Regulation 86 of Table A shall be omitted.
- 11 Notice of every General Meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notice and service of any notice shall be deemed to be effected at the time at which the letter containing the notice would be delivered in the ordinary course of post. Regulations 131, 133 and 134 of Part I of Table A shall be construed accordingly.

## ASSOCIATE DIRECTORS

- 12 The Directors may from time to time appoint any person or persons (not being a director or directors) as associate or technical director or directors, any person so appointed being in this Article referred to as an "associate director". An associate director shall hold office for such period with such title and shall perform such duties and be entitled to such remuneration to exercise such rights and powers only as shall be determined and conferred upon him at the time of his appointment or thereafter and either on fixed terms or by reference to the discretion from time to time of the directors. An associate director shall not by reason of his holding that office be a director of the company and references in these Articles to directors or members of the board shall not include an associate director.

Walter H. Hest

Atty. S. L. L.

THE COMPANIES ACT, 1948 TO 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

**ISS SERVISYSTEM LIMITED**

(as amended by Special resolution on 27th October 1970)

- 1 The name of the Company is "ISS SERVISYSTEM LIMITED" \*
- 2 The Registered Office of the Company will be situate in England.
- 3 The objects for which the Compny is established are:-
  - (1) (a) To carry on business as vacuum cleaners, steam cleaners, window cleaners, marble cleaners, carpet cleaners, shop, office, cinema, club, hotel and theatre cleaners, house cleaners, road cleaners, chimney sweeps, fumigators, vermin and insect destroyers, and generally to undertake cleaning and fumigation of any kind.
  - (b) To carry on business as laundry proprietors, dyers, cleaners, bleachers and repairers generally, towel hirers, interior and exterior decorators, painters, polishers, paper-hangers, plasterers, property repairers, builders, joiners, woodworkers, engineers, electricians, carriers, haulage and removal contractors, metal and waste goods merchants, coal, coke and fuel merchants, garage proprietors, builders' merchants, and general contractors.

\* Name changed from Commercial Cleaning Services Limited to Servisystem Limited on 11th May 1978 and to ISS Servisystem Limited on 29th December 1982



- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, road, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's capital, or any Debentures, Debenture Stock or other Securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, Promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To give pensions, gratuities or charitable aid to any persons who may have been Directors or employees of or who may have served the Company or its subsidiary companies (if any) or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and

benefit funds for the benefit of any such persons or of their wives, children or other relatives or dependants.

(24) To distribute any of the property of the Company among its Members in specie.

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

4 The liability of the Members is limited.

5. The Share Capital of the Company is £750,000 divided into 750,000 Shares of £1 each. Any Shares in the original capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards dividends, capital, voting or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected or interfered with except in the manner provided in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act 1948.

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

NO OF SHARES TAKEN  
TAKEN BY EACH  
SUBSCRIBER

---

Robert Frederick Stewart Marriott  
74 Portland Road  
Edgbaston  
Birmingham  
Auctioneer

ONE

Joyce Marguerite Marriott  
74 Portland Road  
Edgbaston  
Birmingham  
Married Woman

ONE

TOTAL SHARES TAKEN

---

TWO

---

Dated this 7th day of January 1949

Witness to the above signatures:-

D.F. Hopkinson  
15A Steelhouse Lane  
Birmingham 4  
Chartered Accountant.

ISS SERVISYSTEM LIMITED

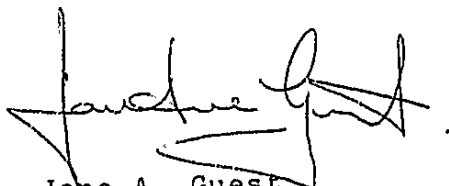
I hereby certify that the Resolutions laid out below are a true and accurate extract from the Minutes of the Annual General Meeting of the Company held on Monday 28th April 1986 at 12.45 hrs. at 92 Albert Street, Birmingham B5 5LN.

" 5. As special business, the following Special Resolution:-

"THAT

- (1) the Share Capital of the company be increased to £2,851,000 by the creation of 1,500,000 new Ordinary Shares of £1 each.
- (2) the directors be authorised to allot the new shares at any time prior to the next annual general meeting.
- (3) the Articles of Association be amended by deleting Article 3. and substituting the following new Article:-  
'3. The Share Capital of the Company at the date of adoption of this Article is £2,851,000 divided into 2,851,000 Ordinary Shares of £1 each.'

was proposed by the Chairman and seconded by Mr. Andreassen. The Resolution was put to the meeting and carried unanimously and the Chairman declared the Resolution duly carried as a Special Resolution."



Jane A. Guest  
Company Secretary

Date 10th June 1986



*Gami*

## THE COMPANIES ACTS 1948 TO 1976

## Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use Company number

125

463951

Name of Company

ISS SERVISYSTEM

Limited\*

\*delete if  
inappropriate†delete as  
appropriate

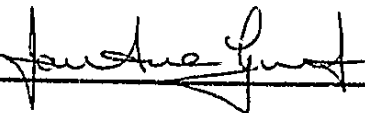
## Note

This notice and a  
printed copy of  
the resolution  
authorising the  
increase must be  
forwarded to the  
Registrar of  
Companies  
within 15 days  
after the passing  
of the resolutionhereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]  
[extraordinary] [special]† resolution of the company dated 28TH APRIL 1986the nominal capital of the company has been increased by the addition thereto of the sum of  
£ 1,500,000 beyond the registered capital of £ 1,351,000A printed copy of the resolution authorising the increase is forwarded herewith  
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
1,500,000	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)  
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follows:Please tick here if  
continued overleaf†delete as  
appropriate

Signed


[Director] [Secretary]† Date 29.4.86Presenter's name, address and  
reference (if any):ISS SERVISYSTEM LTD.  
92 Albert St.  
B'ham B5 5LNFor official use  
General section

Post room



GAM.

Number: 463951

1209

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

ISS SERVISYSTEM LIMITED

AT the Annual General Meeting of the company duly convened and held on Wednesday 29th April 1987 at 92 Albert Street Birmingham B5 5LN the following resolution was duly passed as a special resolution:-

RESOLUTION

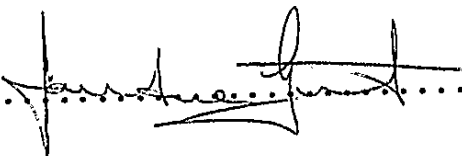
"That the company adopt the new Articles of Association set out in the attached document signed by the Chairman for the purposes of identification, with effect from today's date"

DATED:

6th May

1987

SIGNED:

.....

Secretary



Walden L. L. L.

THE COMPANIES ACT, 1948 to 1980

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

ISS SERVISYSTEM LIMITED

(Adopted by Special Resolution passed on )

PRELIMINARY

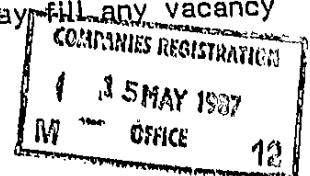
1. Subject as hereinafter provided the Regulations contained in or made applicable by Table A in the Companies (Tables A to F) Regulations 1985 as amended ("Table A") shall apply to the Company.

SHARES

2. The shares in the original or any increased capital shall save as otherwise directed by the Company in General Meeting and subject to the provisions of Sections 80 and 89 of the Companies Act 1985 ("the Act") be at the disposal of the Directors and they may allot, grant options over, or otherwise dispose of them to such persons, at such times and on such terms as they may think proper.
3. The Share capital of the Company at the date of adoption of this Article is £2,851,000 divided into 2,851,000 Ordinary shares of £1 each.

DIRECTORS

4. The number of Directors shall be not less than two. No share qualification shall be necessary for a Director.
5. A member or members together holding not less than a majority of the shares of the Company for the time being issued may nominate Directors of the Company by notice in writing delivered to the registered office of the Company and may (by like notice) from time to time remove any Director (whether or not so nominated) from the Board and may fill any vacancy therein which may arise from any cause.



6. None of the Directors of the Company shall be liable to retirement by rotation. Regulations 73 to 78 (inclusive) of Table A shall not apply. A Director appointed by the Directors to fill a vacancy or as an additional Director under Regulation 79 of Table A shall not be required to offer himself for reappointment at the next Annual General Meeting of the Company and the second and third sentences of the said Regulation 79 shall not apply to the Company.
7. Subject to the provisions of Section 317 of the Act as to disclosure of interests, a Director 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 of the Directors at which such contract or arrangement is considered and accordingly Regulations 94 to 96 (inclusive) of Table A shall not apply.

#### PROCEEDINGS OF DIRECTORS

8. Notice of every Meeting of Directors setting out the business to be transacted thereat shall be given to every Director and no business except that in respect of which notice has been given shall be transacted at that Meeting save with the consent of all the Directors of the Company whether or not they are present at such Meeting. Subject thereto the Directors may meet for the despatch of business adjourn and otherwise regulate their proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall not have a second or casting vote. Two Directors may and the Secretary on the requisition of two Directors shall at any time summon a meeting of the Board. A Director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote. Regulation 88 of Table A shall not apply.

#### NOTICES

9. The Directors shall not be required to sign an attendance book of meetings of Directors and accordingly the words "including the names of the Directors present at each such meeting" in Regulation 100 of Table A shall be omitted.
10. Notice of every General Meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notice and service of any notice shall be deemed to be effected at the time at which the letter containing the notice would be delivered in the ordinary course of post. Regulations 112 and 115 of Table A shall be construed accordingly.

#### ASSOCIATE DIRECTORS

11. The Directors may from time to time appoint any person or persons (not being a director or directors) as associate or technical director or directors, any person so appointed being in this Article referred to as an "associate director". An associate director shall hold office for such period with such title and shall perform such duties and be entitled to such remuneration to exercise such rights and powers only as shall be determined and conferred

upon him at the time of his appointment or thereafter and either on fixed terms or by reference to the discretion from time to time of the directors. An associate director shall not by reason of his holding that office be a director of the company and references in these Articles to directors or members of the board shall not include an associate director.

463951.

Graham D Hopkinson, J Barry Davis, Peter A Higgs,  
Clive R Hounsfeld, Trevor L Jones, James C Lees,  
Mary Martin, Ian M Smith

Victoria House  
50 Great Charles Street Queensway,  
Birmingham B3 2LY  
Telephone 021 236 1111  
Fax 021-236 2778



The Directors  
ISS Servisystem Limited  
92 Albert Street  
BIRMINGHAM  
B5 5LN

MJM/lh

31 July 1987

Dear Sirs

I give notice that we are resigning as auditors of ISS Servisystem Limited and its subsidiaries with effect from 31 August 1987.

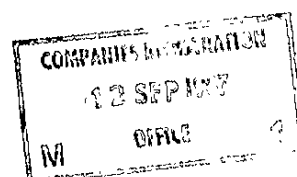
There are no circumstances connected with our resignation which we consider need to be brought to the notice of the members or creditors of ISS Servisystem and subsidiaries.

Yours faithfully

*Neville Russell*

NEVILLE RUSSELL

c.c. Peter Jaskensberg ISS.



No. 4(395)

318



THE COMPANIES ACT 1985

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_

SPECIAL RESOLUTION

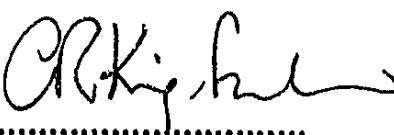
OF

ISS SERVISYSTEM LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Post & Mail House, 26, Colmore Circus, Birmingham B4 6BH on 29th June 1989 the following Resolution was duly passed as a Special Resolution.

That the name of the Company be changed to "ISS Europe Limited".

Dated: 29th June 1989

  
.....  
Director



280-BAR-707352 - P2.



**CERTIFICATE OF INCORPORATION**  
**ON CHANGE OF NAME**

No. 463951

I hereby certify that

ISS SERVISYSTEM LIMITED

having by special resolution changed its name,  
is now incorporated under the name of

ISS EUROPE LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 14 JULY 1989

A handwritten signature in black ink, appearing to read 'D. James'.

D. JAMES

an authorised officer



COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold black lettering\*Insert full name  
of company

To the Registrar of Companies

For official use

Company number

--	--	--	--

463951

Name of company

\* ISS EUROPE LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 25th July 1989 the nominal capital of the company has been increased by £ 1,000,000 beyond the registered capital of £ 3,851,000.

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

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

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

The new Ordinary Shares of £1 each rank pari passu with the existing Ordinary Shares of £1 each in all respects.

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

Signed

Designation

Director

Date

7.8.89

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

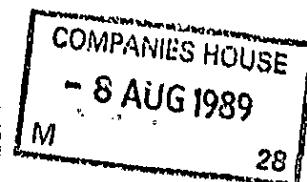
Pinsent & Co.,  
Post & Mail House,  
26, Colmore Circus,  
Birmingham,  
B4 6DH.

Ref : SPH

For official use

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The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HJ

Companies G123

1987 Edition  
487 BM

G017157

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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

OF

ISS EUROPE LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at *Posta Mail House Birmingham B4 6B4* on *25<sup>th</sup>* July 1989 the following Resolutions were duly passed in the case of those numbered 1 and 2 as Ordinary Resolutions and in the case of that numbered 3 as a Special Resolution:-

ORDINARY RESOLUTIONS

1. That the share capital of the Company be increased to £3,851,000 by the creation of 1,000,000 new Ordinary Shares of £1 each.
2. That the Directors be unconditionally and generally authorised for the purposes of Section 80 Companies Act 1985 for a period of 5 years from the date hereof to allot, grant options over or otherwise deal with the Ordinary Shares in the capital of the Company now unissued.

SPECIAL RESOLUTION

3. That the Memorandum of Association of the Company be amended with respect to its objects by deleting clause 3(a) thereof and substituting the following therefor:-  
*CWA*  
(a) to carry out the functions of a group holding company (whether or not the Company is at the same time carrying on any other business), to control, finance and manage, and to provide managerial, secretarial, accounting, legal, administrative, technical, financial, commercial or any other services or facilities for or otherwise to assist any company or companies in which the Company may be interested and to make or enter into any arrangements which may seem desirable in respect of any such company or companies and to enter into any transaction or arrangement calculated to benefit any such company or companies which would have been authorised if calculated to benefit the Company;

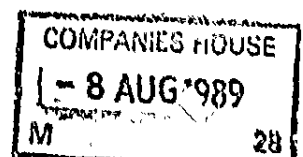
Dated

*25<sup>th</sup> July*

1989

*CRK*  
.....  
Secretary

*Dweibon*



# 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

--	--	--	--

463951

Name of company

\*Insert full name  
of company

\* ISS EUROPE LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company  
X. dated 21st December 1989 the nominal capital of the company has been  
increased by £ 500,000 beyond the registered capital of £ 3,851,000.

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

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

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

The new Ordinary Shares of £1 each rank pari passu with the existing  
Ordinary Shares of £1 each in all respects.

Please tick here if  
continued overleaf

☐

5Delete as  
appropriate

X

Signed not H. M. D. A. 7 [Director] [Secretary] Date 21/12/89

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

J.A.Guest  
ISS Servisystem Ltd.  
92 Albert St.,  
B'ham B5 5LN.

For official use

General section

Post room



No: 463951

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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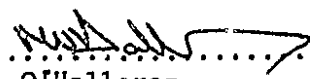
ORDINARY RESOLUTIONS OF ISS EUROPE LIMITED

X At an Extraordinary General Meeting of the Company duly convened and held at ~~ISS House, Hounslow~~.....on...21<sup>st</sup>...day of December 1989 the following Resolutions were duly passed as Ordinary Resolutions.

ORDINARY RESOLUTIONS

1. That the share capital of the Company be increased to £4,351,000 by the creation of 500,000 new Ordinary Shares of £1 each.
2. That the Directors be unconditionally and generally authorised for the purposes of Section 80 Companies Act 1985 for a period of 5 years from the date hereof to allot, grant options over or otherwise deal with the Ordinary Shares in the capital of the Company now unissued.

Dated: 21<sup>st</sup> December 1989

X   
M. O'Halloran  
Company Secretary

-7 FEB 1990

70



92 Albert Street  
Birmingham B5 5LN  
Telephone: 021-643 8831  
Fax No.: 021-631 2543

Registrar of Companies,  
Companies House,  
Crown Way,  
Maindy,  
CARDIFF CF4 3UZ.

Your Ref:

Our Ref: JAG

Date: 8.2.90

Dear Sirs,

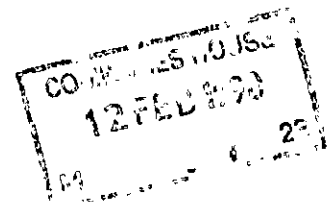
Re: ISS Servisystem Ltd. - Co. No:463951 NOW ISS EUROPE LIMITED

We write to inform you of the resignation of Messrs. KPMG Peat Marwick  
McLintock of Peat House, 2 Cornwall Street, Birmingham B3 2DL. as Auditors  
of the above company effective from the Group Reorganisation on 25.7.89.

It is anticipated that at the next Annual General Meeting of the Company,  
Messrs. Arthur Andersen & Co., of 1 Surrey Street, London, WC2R 2PS. will  
be appointed the Company's Auditors.

Yours sincerely,

Jane A. Guest  
Company Secretary



No. 463951

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

ISS EUROPE LIMITED

We the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company hereby resolve as a written resolution having effect as a Special Resolution pursuant to section 381A Companies Act 1985 as follows:

"That the share capital of the Company be reduced from 4,351,000 divided into 4,351,000 Ordinary shares of £1 each to 4,049,000 divided into 4,049,000 Ordinary shares of £1 each by cancelling 302,000 of the Ordinary shares of £1 each now registered in the name of ISS International Service System A/S and that the share premium account of 12,000,000 in the books of account of the Company be cancelled"

ISS International Service System A/S hereby consents to the passing and implementation of the above resolution notwithstanding any variation or abrogation of its rights which may be thereby entailed.



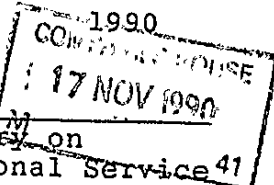
Poul Andreassen

Dated November 13

1990



Duly authorised signatory on  
behalf of ISS International Service  
System A/S



Dated November 13

1990

No. 463951

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION


OF

ISS EUROPE LIMITED


We the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company hereby resolve as a written resolution having effect as a Special Resolution pursuant to section 381A Companies Act 1985 as follows:

"That the share capital of the Company be reduced from 4,351,000 divided into 4,351,000 Ordinary shares of 1 each to 4,049,000 divided into 4,049,000 Ordinary shares of 1 each by cancelling 302,000 of the Ordinary shares of 1 each now registered in the name of ISS International Service System A/S and that the share premium account of 12,000,000 in the books of account of the Company be cancelled"

ISS International Service System A/S hereby consents to the passing and implementation of the above resolution notwithstanding any variation or abrogation of its rights which may be thereby entailed.

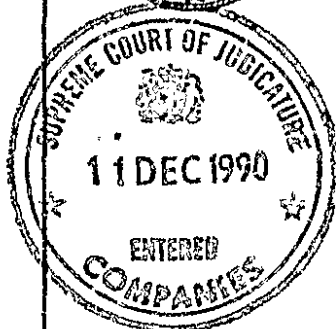
  
Poul Andreassen

Dated November 13 1990

  
Duly authorised signatory on  
behalf of ISS International Service  
System A/S

Dated November 13 1990





IN THE HIGH COURT OF JUSTICE

No 0010037 of 1990

CHANCERY DIVISION

MR JUSTICE MORRITT

MONDAY the 10th day of DECEMBER 1990

IN THE MATTER OF ISS EUROPE LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT, 1985

UPON THE PETITION of the above-named ISS Europe Limited  
(hereinafter called "the Company") whose Registered Office  
is situate at 44/50 Bath Road Hounslow Middlesex TW3 3EB  
on the 16th day of November 1990 preferred unto this Court

AND UPON HEARING Counsel for the Petitioner

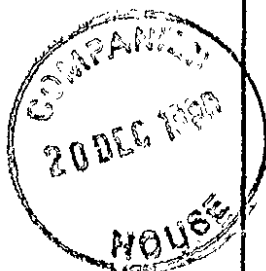
AND UPON READING the said Petition and the Evidence

THIS COURT ORDERS that the reduction of the Capital  
of the Company from £4,351,000 to £4,049,000 and the  
cancellation of the Share Premium Account of £12,000,000  
resolved on and effected by written resolution having  
effect as a Special Resolution passed on 13th November 1990  
be and the same is hereby confirmed in accordance with the  
provisions of the above-mentioned Act

AND THE COURT HEREBY APPROVES the Minute set forth  
in the Schedule hereto

AND IT IS ORDERED that this Order be produced to the  
Registrar of Companies and that an Office Copy hereof be  
delivered to him together with a copy of the said Minute

AND IT IS ORDERED that notice of the registration by  
the Registrar of Companies of this Order and of the said  
Minute be published once in the "Times" newspaper within  
21 days after such registration



THE SCHEDULE ABOVE REFERRED TO

"By virtue of a Special Resolution and with the sanction of an Order of the High Court of Justice dated the 10th day of December 1990 the Capital of ISS Europe Limited was reduced from £4,351,000 divided into 4,351,000 Ordinary Shares of £1 each to £4,049,000 divided into 4,049,000 Ordinary Shares of £1 each. At the date of registration of this Minute, all of the said Shares have been issued and are deemed to be fully paid up."



JKA

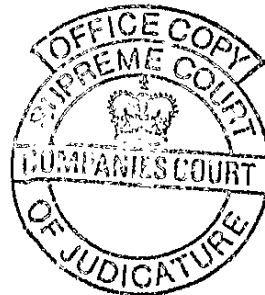
No OC10037 of 1990  
IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
MR JUSTICE MORRITT

RE: ISS EUROPE LIMITED

and

RE: THE COMPANIES ACT, 1985

O R D E R



PINSENT & CO.,  
POST & MAIL HOUSE,  
26, COLMORE CIRCUS,  
BIRMINGHAM  
B4 6BH

# FILE COPY



## CERTIFICATE OF REGISTRATION OF ORDER OF COURT AND MINUTE

ON

## REDUCTION OF SHARE CAPITAL AND CANCELLATION OF SHARE PREMIUM ACCOUNT

Whereas ISS EUROPE LIMITED

having by Special Resolution reduced its capital and cancelled its share premium account as confirmed by an Order of the High Court of Justice, Chancery Division

dated the 10TH DECEMBER 1990

Now therefore I hereby certify that the said Order and a Minute approved by the Court were registered pursuant to section 138 of the Companies Act 1985 on the 20TH DECEMBER 1990

Given under my hand at Cardiff the 2ND JANUARY 1991

No. 463951

A handwritten signature in cursive script, appearing to read 'H A Selkman'.

H A SELKMAN

An Authorised Officer

ARTHUR  
ANDERSEN

ARTHUR ANDERSEN & CO SC

11 October 1993

The Company Secretary

ISS Europe Limited  
Norfolk House  
Christmas Lane  
Farnham Common  
Slough  
Berkshire  
SL2 3JQ

Abbots House  
Abbey Street  
Reading RG1 3BD  
0734 508141 Telephone  
0734 508101 Facsimile

Our ref LEANW221

Your ref

Direct line 0734 563 645

COMPANY No: 463951

Dear Sir

As requested, we hereby submit our resignation as auditor of ISS Europe Limited with immediate effect.

As required by Section 394(1) of the Companies Act 1985, we confirm that there are no circumstances which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully

*Arthur Andersen*

