

MEMORANDUM OF ASSOCIATION of
STELRAD BATHROOM PRODUCTS
LIMITED

(Incorporated 18 March 1955)

(As altered by Special Resolutions
passed on the 23rd March, 1973
and 5th March, 1981)

- 1.* The name of the Company is "P. & S. PLASTICS
LIMITED".
2. The registered office of the Company will be situate
in England.
3. The objects for which the Company is established
are:-
 - (a) To carry on in all their respective branches all or
any of the businesses of manipulators,
manufacturers, exporters, importers, wholesalers,
retailers, and agents for the sale of and dealers in
plastic and similar materials, articles, goods and
equipment of all kinds, manufacturers of and dealers
in chemicals and industrial preparations substances
and compounds, research workers and industrial
designers, general electrical and mechanical
engineers and contractors, builders and painters;

* Name changed to P. & S. (CIRENCESTER) LIMITED on 3rd
September, 1968 and to DOULTON SANITARYWARE (BATHS)
LIMITED on 21st April, 1975 and to ALLIA DOULTON
BATHROOMS LIMITED on 1st April, 1981 and to ALLIA
(UK) LIMITED on 30th June, 1983 and to STELRAD
BATHROOM PRODUCTS LIMITED on 22nd December, 1987.

- (b) To carry on in all or any branches or branch thereof the trade or trades, business or businesses of manufacturers and producers of and vendors and dealers in (whether wholesale or retail) all kinds of sanitaryware, earthenware, pottery ware, ceramic ware, sanitary fittings, bricks, tiles, pipes, china, clay, earth, terracotta, glazes, glazed goods, and as quarry owners, colliery proprietors, coke manufacturers, miners, contractors, chemists, electrical and mechanical engineers, and to manufacture, produce, sell, deal in, import and export all materials, goods, commodities, machinery, plant and apparatus used or dealt in in connection with any of the business or object of the Company.
- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the business which the Company is authorised to carry on or calculated to enhance the value of or render profitable any of the Company's properties or rights. Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers liability assurance, industrial assurance, motor assurance or any business of insurance or re-insurance within the meaning of

the Assurance Companies Act 1909 to 1946 or any Act amending, extending or re-enacting the same.

- (d) To buy, sell, manufacture and deal in articles and things of all kinds which may be require for the purposes of or be commonly dealt in by persons engaged in any such business or required by workmen and others employed by the Company.
- (e) To purchase or otherwise acquire for any estate or interest any business, undertaking, property, assets or rights of any kind, patents, patent rights, inventions and concessions and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (f) To sell, exchange, lease, grant licences and other rights over or otherwise deal with or dispose of the undertaking and all or any part of the property of the Company for such consideration as may be thought fit and in particular for stocks or shares (whether fully paid up or not) or any securities of any other Company.
- (g) To enter into partnership or into any arrangement for sharing profits, union of interests, joint-adventure, co-operation, amalgamation, reciprocal concessions or for any other purpose with any corporation, firm or person carrying on or about to carry on any business which this Company is authorised to carry on.

- (h) To give credit to customers of the Company and others, to lend money with or without security and to guarantee the contracts or obligations of or the capital or principal of and the dividends or interest on any stock, shares or securities of any corporation, firm or person.
- (i) To invest moneys of the company not immediately required in such manner as may from time to time be determined and to hold, sell, or otherwise deal with such investments.
- (j) To borrow or raise or secure the payment of money in such manner and on such terms as the Directors may deem expedient and in particular by the issue of bonds, debentures or debenture stock perpetual or redeemable or by mortgage, charge or lien upon the whole or any part of the property of the Company, present or future, including uncalled capital.
- (k) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.
- (l) To promote or assist in promoting or contract with any person or company for the promotion of any other company or business whatsoever.
- (m) To underwrite, subscribe for, conditionally or unconditionally, purchase or otherwise acquire and

to hold, dispose of and deal in the stocks, shares and securities of any other company.

- (n) To distribute any property of the Company amongst the members of the Company in specie.
- (o) To establish and maintain or procure the establishment and maintenance of any pension or superannuation fund (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or who may be or have been Directors or officers of the Company, or of such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid may be interested, and the wives, widows, families and dependents of any such persons.
- (p) To undertake and carry on the office or offices and duties of trustee, executor, administrator, liquidator, receiver, attorney or nominee of, or for, any person, company, corporation, association, scheme, trust fund, government, state, municipal, or other body politic or corporate.

- (q) To undertake and execute any trust or discretion, the undertaking whereof may seem desirable, and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto, of any income, capital or annuity, whether periodically or otherwise, and whether in money or specie, in furtherance of any trust direction, discretion or other obligation or permission.
- (r) For the purposes aforesaid to hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in or over or upon any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property and to undertake and carry on any business undertaking or transaction.
- (s) In the matters and for the purposes aforesaid to act solely or jointly with any other person company corporation or body as the circumstances may require.
- (t) To apply for, promote and obtain any Act of Parliament and any order or sanction of any authority, national, local, municipal or otherwise for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or any extension of its powers or for any other purpose

which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company or its objects.

- (u) To do whatever may be necessary or expedient to procure the Company to be registered or incorporated as a body politic or corporate or otherwise to establish for the Company a legal domicile or representation and to enable the affairs and operations of the Company to be effectively carried on in any part of the world.
- (v) To carry out all or any of the foregoing objects in any part of the world and either as principals, agents, contractors, trustees or otherwise.
- (w) to do all such other things as may be considered conducive to the foregoing objects or any of them.

And it is hereby declared that the word "company" in this clause except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any such paragraph) shall be separate and distinct objects and shall not be in anywise limited or restricted by reference to or inference

from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5.* The share capital of the Company is £100, divided into one hundred shares of £1 each.

* At 7th April 1978 the share capital of the Company was £5,500 divided into 850 Ordinary Shares of £1 each and 4,650 Deferred Shares of £1 each.

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

Names, Addresses and Descriptions
of Subscribers

Number of Shares
taken by each
Subscriber

DONALD WILLIAM BENJAMIN
90 Kenworthy Road,
Homerton,
London E.9.

Law Clerk.

One

PHILIP JAMES MILLS,
85 Rye Lane,
Peckham,
London
S.E.15

Law Clerk.

One

Dated the 11th day of March 1955.

Witness to the above Signatures:-

B.A. BALDRY
1 Broad Street Place,
London E.C.2.

Solicitor

NEW ARTICLES OF ASSOCIATION of
STELRAD BATHROOM PRODUCTS LIMITED

As at 7 April 1978

(Adopted by Special Resolution passed on 3rd June 1974)

1. The regulations contained in Part II of Table A in the first Schedule to the Companies Act 1948 (as amended by Part III of the Eighth Schedule to the Companies Act 1967) (hereinafter called "Table A") shall apply save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77 and 89 to 97 (inclusive in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The Share capital of the Company at the date of adoption of these Articles of Association is £5,500 divided into 4,650 Deferred Shares of £1 each and 850 Ordinary Shares of £1 each. The respective rights and privileges attached to the Ordinary Shares and the Deferred Shares are as follows:-

- (a) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any

such profits.

(b) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied first in paying to the holders of the Ordinary Shares the sum of £20,000 per Share and secondly in repaying to the holders of the Deferred Shares the amount paid up on such shares. The balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(c) As regards voting. The holders of the Deferred Shares shall have the right to receive notice and to be present but no right to speak or to vote either in person or by proxy at any General Meeting by virtue of their holdings of such Deferred Shares.

4. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

5. Unless and until otherwise determined by the Company in general meeting the Directors shall not be less than two in number.

6. 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.

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall, except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an Officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.

8. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the

Company and at any separate meeting of the holders of any class of shares in the Company.

9. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

10. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal or revocation shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

11. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age.