# THE COMPANIES ACTS 1985 TO 2006

# UNLIMITED COMPANY HAVING A SHARE CAPITAL

# MEMORANDUM OF ASSOCIATION OF



15/11/2008 COMPANIES HOUSE

# **BUTTERLEY AGLITE\***

- The name of the Company is "BUTTERLEY AGLITE".
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are -
  - (a) (1) To promote the sale and application of Aglite lightweight bloated sintered and calcined aggregates and preformed concrete units.
    - (ii) To carry on business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as timplate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers, machinists, smiths, scrap merchants, fuel merchants, machinery, metal and wooden goods manufacturers.
    - (111) To carry on business as builders' merchants and as builders, owners, and managers of mills, furnaces. quarries, mines, ships, warehouses, docks, stores, wharves and as manufacturers, workers, merchants, and dealers of and in cake spelter, pig lead, ingot, iron, steel, zinc, lead, copper, brass, tin metals, ores, alloys, tinplate, gases, oils, chemicals, manures, lime, cement, rock, clay, artificial aggregates, concrete, bricks, stone, gravel, coke, minerals, byproducts and substances of every description and as haulage and transport contractor and carriers, and to carry on all descriptions of trade or business connected with any of the above-mentioned trades, articles or services.

<sup>\*</sup> The Company was incorporated as Aglite (Midlands) Limited on 3 December 1955 By a special resolution passed on 21 March 1978, the name of the company was changed to Butterley Aglite Limited. Re-registered as an unlimited company pursuant to the terms of a special resolution passed on 13 November, 2008 with the result that the name was changed to BUTTERLEY AGLITE

- To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (c) To purchase or by any other means acquire and take options over any freehold, leasehold or other real or personal property for any estate or interest whatever, and any rights or privileges of any kind over or in respect of any real or personal property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, resting and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this . Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, both real and personal.

- (g) To invest and deal with the 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 any investments made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become security for any persons, firms, or companies.
- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

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- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other authority for
  enabling the Company to carry any of its objects
  into effect, or for effecting any modification of
  the Company's constitution, 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's
  interests.
- (1) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects

altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

- (n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (o) To remunerate any person, firm or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, celling, or guaranteeing the subscription of any Shares or other securities of the Company.
- (q) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or i\_s employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons end of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding Company and to lend

money to any such employees or to trustees on their behalf to enable any such there purchase schemes to be established or maintained.

- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To distribute among the Members of the Company in kind any property of the Company of any kind.
- (u) To procure the Company to be registered or recognized in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified

Or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company

- 4 The liability of the Members is unlimited
- The Company's share capital consists of 200 ordinary shares of £1 00 each and 600 deferred ordinary shares of £1.00 each \*

<sup>\*</sup> By special resolution passed on 4 April 1967, the authorised share capital of the Company was increased from £200 to £800 by the creation of 600 deferred ordinary shares and by special resolution passed on the same date the initial share capital was re-designated into 200 ordinary shares

# THE COMPANIES ACTS 1985 TO 2006 UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

**BUTTERLEY AGLITE** 

(As amended by special resolution passed on 13 November 2008)

# THE COMPANIES ACTS 1985 TO 2006 UNLIMITED COMPANY HAVING A SHARE CAPITAL

#### ARTICLES OF ASSOCIATION

- of -

#### BUTTERLEY AGLITE

(the "Company")

(As amended by special resolution passed on 13 November 2008)

#### 1. PRELIMINARY

- The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (as amended, including by The Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007) (each such regulation being a "Regulation") shall apply to the Company save insofar as they are excluded or varied in or are otherwise inconsistent with these articles, and such regulations (save as so excluded or varied) and the following articles shall be the articles of association of the Company (the "Articles", and each such article being an "Article")
- 1 2 Regulations 3, 32, 34 and 35 shall not apply to the Company <sup>2</sup>

#### 2. SHARES

- The Company's authorised share capital is £800<sup>3</sup> divided into 200 ordinary shares of £1 00 each and 600 deferred ordinary shares of £1 00 each <sup>2</sup>
- The following rights are attached to the ordinary and deferred ordinary shares

<sup>&</sup>lt;sup>1</sup> The Company was incorporated as Aglite (Midlands) Limited on 3 December 1955 By a special resolution passed on 21 March 1978, the name of the company was changed to Butterley Aglite Limited By a special resolution passed on 13 November 2008, the name of the Company was changed to "Butterley Aglite" and by an application on the same date the Company was re-registered as an unlimited company having a share capital

<sup>&</sup>lt;sup>2</sup> By a special resolution passed on 13 November 2008, the articles of association of the Company were amended to incorporate Table E of the Companies (Tables A to F) (Amendment) Regulations 1985 (as amended) this necessitated consequential amendments to the numbering of the individual articles of these articles of association

<sup>&</sup>lt;sup>3</sup> By special resolution passed on 4 April 1967, the authorised share capital of the Company was increased from £200 to £800 by the creation of 600 deferred ordinary shares and by special resolution passed on the same date the initial share capital was re-designated into 200 ordinary shares

#### (A) Dividend

All profits which it is determined to be distribute by way of dividend in respect of any period commencing after 31 March 1967 shall be applied first in paying a non-cumulative dividend in respect of such period on the ordinary shares at a rate not exceeding 60 per cent per annum and the balance, if any, remaining after a dividend at a full rate of 60 per cent per annum has been paid on the ordinary shares shall be applied (1) in paying (a) a further dividend in respect of such period on the ordinary shares in such a manner that the said further dividend on the ordinary shares and the dividend on the deferred ordinary shares in respect of such period shall be at the same rate per cent per annum and (2) any profits determined to be distributed in respect of any such period as aforesaid and remaining undistributed shall be divided amongst the holders of the ordinary shares

## (B) Capital

On a return of assets whether in a winding-up or otherwise the holders of the ordinary shares shall be entitled to repayment of the capital paid up thereon in priority to all other shares in the capital of the company and any surplus assets remaining after payment off of the nominal amount on the ordinary shares shall be divided rateably between the holders of the ordinary and Deferred ordinary shares in proportion to their respective holdings

### (C) Voting

On a show of hands every holder of the ordinary and deferred ordinary shares present in person shall have one vote and on a poll every holder of the ordinary of deferred ordinary shares shall have one vote for each share of which he is a holder

# (D) Variation of Rights

Any proposal to issue further ordinary shares or deferred ordinary shares shall be deemed to be a direct and adverse variation of the rights of the other class of shares

### 2.3 The Company may by special resolution

- (A) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,
- (B) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares,
- (C) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,
- (D) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and
- (E) reduce its share capital and any share premium account in any way <sup>2</sup>
- Subject to the Act and these Articles (and to any resolution of the Company passed pursuant to these Articles), any unissued shares shall be at the disposal of the directors, who may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as they may decide (including, without limitation, terms relating to the renunciation of any

allotment) provided that no shares shall be issued at a discount. With regard to any such shares which are equity securities (as defined in section 94(2) of the Companies Act 1985 or section 560(1) of the Companies Act 2006), the directors are further authorised to allot, grant options over, convert any security into or otherwise dispose of the same, or agree to do any of the same, as if section 89(1) of the Companies Act 1985 and section 561(1) of the Companies Act 2006 do not apply to the allotment of such shares

#### 3. TRANSFER OF SHARES

Regulation 24 shall not apply to the Company The directors may in their absolute discretion and without giving any reason decline to register any transfer of any share, whether or not it is a fully paid share

#### 4. PROCEEDINGS AT GENERAL MEETINGS

- The words "and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during an adjourned meeting such a quorum ceases to be present, the meeting shall stand dissolved" shall be added at the end of Regulation 41
- Regulation 46 shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) of such Regulation, and paragraphs (c) and (d) of such Regulation shall not apply to the Company

#### 5. SHARE CERTIFICATES

The Company may execute share certificates in accordance with the provisions of the Act regarding the execution of documents by companies and the provisions of Regulation 6 shall be varied accordingly

#### 6. VOTES OF MEMBERS

Regulation 59 shall not apply to the Company On a poll, votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative

#### 7. DIRECTORS

- 7 1 Regulations 76 and 77 shall not apply to the Company
- 7 Unless and until otherwise determined by ordinary resolution there shall be no maximum number of directors and the minimum number of directors shall be one and Regulation 89 shall be varied accordingly. A sole director shall have authority to exercise all the powers of the Company vested in the directors.
- 7 3 The holder or holders for the time being of a majority in number of the issued shares of the Company entitled at the time to vote at general meetings may at any time and from time to time, by written notice given to the Company at its registered office for the time being (such notice to take effect on delivery), appoint any person as a director and/or secretary of the Company and/or remove any person as a director and/or secretary of the Company, howsoever appointed
- If any director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a meeting of the directors of the

Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a director

In paragraph (c) of Regulation 85 there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs"

#### 8. ALTERNATE DIRECTORS

- The same person may be appointed as the alternate director of more than one director
- Subject to the provisions of these Articles, an alternate director shall be entitled to attend and vote at all meetings of directors, and of all meetings of committees of directors of which his appointor is a member, at which his appointor is not personally present and generally at such meetings to perform all the functions of his appointor as a director Regulation 66 shall be varied accordingly
- A person appointed as an alternate director who is not a director is not and shall not be deemed to be a director by reason of such appointment and, except as provided in these Articles, shall not have power to act as a director. An alternate director shall owe the Company the same duties in the performance of his office as are owed by a director. Subject as provided in Article 9.1, the provisions of these Articles relating to whether or not a director may vote or be counted in the quorum on resolutions concerning matters in which such director has an interest or duty and to the disclosure of any such interest or duty shall accordingly apply in the same way to every such alternate director. The provisions of Regulations 85, 86 and 94 (as varied by these Articles) shall apply to alternate directors except that paragraph (b) of Regulation 85 shall extend to the Company in addition to the bodies corporate referred to in that paragraph. An alternate director shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor except in relation to matters in which he acted (or failed to act) on the direction or at the request of his appointor. Regulation 69 shall not apply to the Company
- The last sentence of Regulation 66 shall not apply to the Company

### 9. POWERS AND DUTIES OF DIRECTORS

- Subject to a director complying with the provisions of the Act relating to the duty to declare an interest in existing or proposed transactions or arrangements, he shall be entitled to vote at a meeting of directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 shall be construed accordingly
- Notwithstanding Article 9 1, the directors may resolve in accordance with section 175 of the Companies Act 2006 to authorise a director to enter into a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as described in section 175(1) of the Companies Act 2006.
- 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, assistant managing director or in any other executive office or employment under the Company, or indirectly as an executive officer or employee of any subsidiary 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 engagement of any such person. Regulation 87 shall not apply to the Company

#### 10. DISQUALIFICATION OF DIRECTORS

Regulation 81 shall not apply to the Company The office of director shall be vacated if the director

- (A) resigns his office by notice in writing to the Company,
- (B) becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (C) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
- (D) becomes of unsound mind

#### 11. PROCEEDINGS OF DIRECTORS

Notices of meetings of directors shall be given to all directors and to any alternate directors appointed by them. Notice of the meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or at any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned. A director absent or intending to be absent from the United Kingdom may request that notices of meetings of the directors shall, during his absence, be sent in writing to him at an address given by him to the Company for this purpose. Regulation 88 shall be varied accordingly and the words "(other than a notice calling a meeting of the directors)" in Regulation 111 shall not apply to the Company

# 11.2 Regulation 90 shall not apply to the Company

All or any of the directors or the members of any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any other communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is

#### 12. NOTICES

Neither the last sentence of Regulation 112 nor the words "within the United Kingdom" in Regulation 116 shall apply to the Company

#### 13. WINDING UP

In Regulation 117 there shall be inserted before the words "determine how the division" the words "with the like sanction"

#### 14. INDEMNITY

- Subject to and to the fullest extent permitted by the Act, but without prejudice to any indemnity to which he may be otherwise entitled
  - (A) every director and alternate director (and every director or alternate director of any company which is an associated company of the Company as defined in section 256

of the Companies Act 2006 (an "associated company")) shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any proceedings (whether civil or criminal) or any regulatory investigation or action which relate to anything done or omitted or alleged to have been done or omitted by him in his capacity as such save that no such person shall be entitled to be indemnified (whether directly or indirectly)

- (1) for any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or any associated company of the Company,
- (2) for any fine imposed in criminal proceedings which have become final,
- (3) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising,
- (4) for any liability incurred by him in defending any criminal proceedings in which he is convicted and such conviction has become final,
- (5) for any liability incurred by him in defending any civil proceedings bought by the Company or an associated company of the Company in which a final judgment has been given against him, and
- (6) for any liability incurred by him in connection with any application under sections 144(3) or (4) or 727 of the Companies Act 1985 or sections 661(3) or (4) or 1157 of the Companies Act 2006 in which the court refuses to grant him relief and such refusal has become final,
- (B) every director and alternate director (and every director or alternate director of any associated company of the Company) shall be entitled (i) to have funds provided to him by the Company to meet expenditure incurred or to be incurred by him in defending himself in any proceedings (whether civil or criminal) or in connection with an application for relief (as defined in section 205(5) of the Companies Act 2006) or in an investigation, or against action proposed to be taken, by a regulatory authority or (ii) to receive assistance from the Company as will enable any such person to avoid incurring such expenditure, where such proceedings, application, investigation or action are in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or any associated company of the Company, provided that he will be obliged to repay any funds provided to him no later than
  - (1) in the event he is convicted in such proceedings, the date when the conviction becomes final, or
  - in the event of judgment being given against him in such proceedings, the date when the judgment becomes final, or
  - in the event of the court refusing to grant him such relief, the date when the refusal becomes final, or
  - in the event he becomes liable for any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising, the date on which any appeal relating to

such sum becomes final (within the meaning of section 205(3) of the Companies Act 2006), and

- (C) every director and alternate director shall be entitled to be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any of the Company's activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) save that no director or alternate director shall be entitled to be indemnified
  - (1) for any fine imposed in criminal proceedings which have become final,
  - (2) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising, and
  - (3) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final

#### 15. PURCHASE OF INSURANCE

Subject to the Act, the directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or any associated company of the Company or in which the Company has an interest whether direct or indirect or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of any such body corporate is or has been interested indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer, employee or trustee

#### **Shareholders**

Names of Shareholders

Number of shares held

Hanson Facing Bricks Limited,

200 Ordinary

Hanson House,

14 Castle Hill,

685ron

Maidenhead,

SL6 4JJ

Hanson Facing Bricks Limited,

600 Deferred Ordinary

Hanson House,

14 Castle Hill,

EAS room

Maidenhead,

SL6 4JJ

DATED the thirteenth day of November 2008

WITNESS to the above signatures

Witness Signature

Witness Name

N.TV TYSON

Witness Occupation

Chartered Recretiony

Witness Address

2 Gadd Close woundfram Redonite 1940 slp