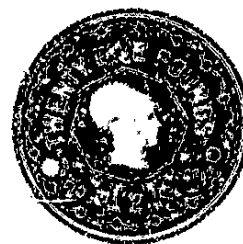


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**1**

No. of Certificate **561997**

Form No. 25.



## Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF.....

**E. FLETCHER (STOKE)**.....

**LIMITED,**

**FIVE THOUSAND**.....

Pounds, divided

into **FIVE THOUSAND**.....

Shares of.....

**ONE POUND**.....

each:

Signature.....

Description.....

**SECRETARY.**

(State whether Director or Secretary)

Dated the **14th** day of **February,** 19 **56.**

Presented for registration by.....

PHONE: HOLBORN 3655 (3 lines).

TELEGRAMS: "DENTERTIME, LONDON."

**SHAW & BLAKE, LIMITED,**  
Company Registration Agents, Printers & Stationers,  
8, Bell Yard, Temple Bar, London, W.C. 2

**REGISTERED**



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

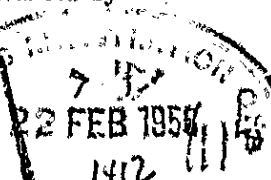
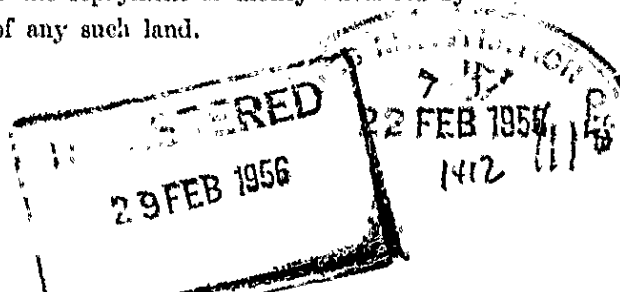
# Memorandum of Association

OF

## E. FLETCHER (STOKE) LIMITED

1. The name of the Company is "E. FLETCHER (STOKE) LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—

- (a) To carry on business as builders, contractors and decorators, slabbers, glaziers, joiners, plasterers, painters, plumbers, paperhangers, polishers, carpenters, shopfitters, hydraulic, electrical, refrigerating, heating, sanitary and general engineers, carriers and cartage contractors and to undertake the erection or demolition, construction, maintenance, repair, decoration and cleansing of buildings, erections, constructions and works of all kinds.
- (b) To manufacture and deal in builders', contractors' and decorators' plant, tools, materials and requisites of every description and sanitary, pottery, electrical, hydraulic, heating and mechanical apparatus and fittings of all kinds and to buy, take on lease or otherwise acquire, land for the purposes of development by the erection, construction and reconstruction of buildings, roads, sewers, drains, waterworks and other works and to sell, let on lease and otherwise turn to account such land and to advance money and to guarantee and secure the repayment of money advanced by others on the security of any such land.



- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company
- (d) To buy, take on lease or hiring agreement or otherwise acquire land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d' invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such Company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

ALL  
obj  
dow

share

- (n) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue and placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (q) To promote the Company's interest by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £5,000 divided into 5,000 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.
<i>Edward Stittchen</i> <i>Hill Crest</i> <i>62 Rowley Hill</i> <i>Kiddermister</i> <i>Company Director</i>	one
<i>Geoffrey Edward Stittchen</i> <i>Hill Crest</i> <i>62 Rowley Hill</i> <i>Kiddermister</i> <i>Company Director</i>	one

DATED this 14<sup>th</sup> day of February 1956

WITNESS to the above signatures:—

*John King*  
*26, Galloway Road,*  
*Birmingham, 15.*  
*Chartered Accountant.*

## THE COMPANIES ACT, 1948.

## COMPANY LIMITED BY SHARES.

## Articles of Association

OF

## E. FLETCHER (STOKE) LIMITED

## PRELIMINARY.

1. The Regulations set out in Table A (Part II) of the first Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

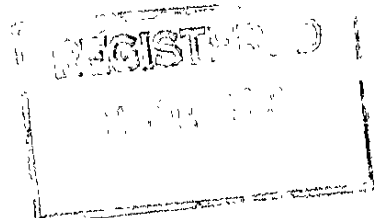
2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

## CAPITAL.

3. The initial share capital of the Company is £5,000 divided into 5,000 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

See  
doc  
28.



5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

#### VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

#### TRANSMISSION OF SHARES.

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of Trustees to the Trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

#### VOTES OF MEMBERS.

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS.

10. The number of Directors shall not be less than two or more than five and the first Directors of the Company shall be EDWARD FLETCHER and GEOFFREY EDWARD FLETCHER.



## POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in manner required by Section 129 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

14. The office of Director shall be vacated if the Director :—

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Become bankrupt 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) Resigns his office by notice in writing to the Company.

## BORROWING POWERS.

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

## MANAGING DIRECTORS AND MANAGERS.

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall be subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

### SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

### NOTICES.

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

---

### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Edward Fletcher:*

*Hill Crest  
62, Bewdley Hill  
Kiddersminster*

*Company Director*

*Geoffrey Edward Fletcher*

*Hill Crest  
62, Bewdley Hill  
Kiddersminster*

*Company Director*

---

DATED this *12<sup>th</sup> day* of *January* 1956

WITNESS to the above signatures:—

*John King,  
36, Galthorpe Road,  
Birmingham 15.  
Kiddersminster.*

Duplicate for and fee

No. 561997



## Certificate of Incorporation

I Hereby Certify That

**M. JEROME (SHOPS) LIMITED**

is this day Incorporated under the Companies Act, 1928, and that the  
Company is Limited.

Given under my hand at London this... Twenty-ninth ...day of

February ... One Thousand Nine Hundred and Fifty... six ..

*L. R. (and for)*  
Registrar of Companies

Certificate  
received by

Date. 29/2/56

No. of Company

561997

Form 103.

# THE COMPANIES ACT, 1948.

Notice of Place where Register of  
Members is kept or of any Change  
in that Place.

(Pursuant to Section 110 (3).)

COMPANIES  
REGISTRATION

A £s. Companies  
Registration Fee  
Stamp must be  
impressed here.

Name of Company E. Fletcher (Stoke) Limited.

the REGISTRAR OF COMPANIES.

E. Fletcher (Stoke) Limited hereby gives you notice, in  
accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the register  
of members of the company is kept at Lombard House, Great Charles

West, Birmingham

Signature

(State whether Director or Secretary)

Secretary

-6 JUN 1963

27 MAY 1963

19

Signed the day of

PUBLISHED AND SOLD BY

Waterlow & Sons Limited, 35 & 36, London Wall, London, E.C.2; 49, Parliament Street, Westminster, S.W.1; 107, Park Lane, Marble Arch, W.1;  
77, Colmore Row, Birmingham, 3; 109, The Headrow, Leeds, 1; 12 & 14, Brown Street, Manchester, 2.

RUSSELL, DUNN KERR, WATSON, & CO.,  
LOMBARD HOUSE,  
GREAT CHARLES STREET.

Printed by

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Copy

SPECIAL RESOLUTION

of

E. FLETCHER (STOKE) LIMITED.

Passed the 29th day of May 1968

At an Extraordinary General Meeting of the Members of the above  
company duly convened and held at 35 High Street Kingswinford Staffordshire  
the 29th day of May 1968, the following Resolution  
duly passed as a SPECIAL RESOLUTION:-

1. THAT Regulation 113 of Part 1 of Table A of the Companies Act  
1948 shall not apply to this Company and that Clause 2 of the Articles  
of Association shall now read as follows :-

"Regulations 2, 3, 40-43 (inclusive), 62, 66, 75, 84, 88, 107, 108,  
113, and 134 of Part 1 of Table A and Regulation 3 of Part 11 of  
Table A shall not apply to the Company.

2. THAT the following Clause be added to the Articles of  
Association of the Company as Clause 20 :-

"THE SEAL

20. THE Directors shall provide for the safe custody of the Seal,  
which shall only be used by the authority of the Directors or of a  
committee of the Directors authorized by the Directors in that behalf,  
and every instrument to which the Seal shall be affixed shall be signed  
by a Director or by some other person appointed by the Directors for  
the purpose and shall be countersigned by the Secretary or by a  
second Director or by some other person appointed by the Directors  
for the purpose."



*S. Fletcher*

At an Extraordinary General Meeting of the  
above Company duly convened and held at  
35, High Street, Kingswinford Staffs on the  
8th day of August 1969  
the following Resolution was passed as a  
Special Resolution:-

SPECIAL RESOLUTION

THAT the Regulations contained in the printed document  
annexed hereto and for the purpose of identification signed  
by the Chairman be approved and adopted as the Articles of  
Association of the Company in substitution for and to the  
exclusion of the existing Articles of Association of the  
Company

DATED the 8th day of August 1969.

.....*e.o.f.c.*.....

Chairman of the Meeting



THE COMPANIES ACTS 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

. NEW

## Articles of Association

OF

### E. FLETCHER (STOKE) LIMITED

*(Adopted by a Special Resolution passed on the 8th day of August, 1969)*

---

#### PRELIMINARY

1. Subject as herein provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the above-named E. FLETCHER (STOKE) LIMITED (in these Articles called "the Company").

2. (A) Regulation 1 of Part II of Table A shall be deemed to be deleted and the following substituted therefor:—

"1. Regulations 2, 3, 4, 22, 24, 27, 28, 51, 53, 69, 75 to 83, 85, 87 to 94, 96, 97, 107 to 110, 120, 125, 131, 135 and 136 of Part I of Table A shall not apply to the Company, but the remaining regulations of Part I of Table A, as altered or modified by the Articles of Association of the Company, shall apply to the Company."

(B) Regulation 3 of Part II of Table A shall be deemed to be deleted.

(C) These Articles of Association and those regulations in Parts I and II of Table A incorporated herein shall take effect subject to the requirements of the Companies Act, 1967 (as modified or re-enacted from time to time) and of every other act for the time being in force concerning joint stock companies and affecting the Company.

(D) In these Articles "the Statutes" shall mean the Companies Acts, 1948 and 1967 and every other Act for the time being in force concerning joint stock companies and affecting the Company.

(E) In these Articles "the Company's ultimate holding company" shall mean the company which is the holding company of the Company within the meaning of S. 154 of the Companies Act, 1948, and which is not the subsidiary within the meaning of that section of any other company.

### SHARE CAPITAL

3. The Share Capital of the Company at the date of adoption of these Articles is £5,000 divided into 5,000 Ordinary Shares of £1 each.

4. (A) Unless otherwise determined by the Company by Ordinary Resolution or otherwise agreed in writing by the holders of all the shares for the time being issued, all unissued shares shall before issue be offered for subscription to the members in proportion as nearly as the circumstances will admit to the number of shares then held by them.

(B) Any such offer as aforesaid shall be made by notice specifying the number and class of shares and the price at which the same are offered and limiting the time (not being less than 28 days, unless the member to whom the offer is to be made otherwise agrees) within which the offer if not accepted will be deemed to be declined.

(C) Subject as aforesaid all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over or otherwise deal with or dispose of the same to such persons, at such times, and generally on such terms as they think proper, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

(D) Without prejudice to any special rights or privileges attached to any then existing shares in the Capital of the Company, any new shares may be issued upon such terms and conditions, and with such rights and privileges attached thereto, as the Company by Ordinary Resolution may direct, or, if no such direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential, qualified or deferred right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting, and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed.



### ALTERATION OF CAPITAL

5. The words "Subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company" shall be deemed to be inserted before the first words of Regulations 44, 45 and 46 of Part I of Table A.

### TRANSFER OF SHARES

6. (A) The Directors may, but not without the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The instrument of transfer of a share shall be signed by or on behalf of the transferor (and in the case of a transfer of a partly paid share also by the transferee), and 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. Shares of different classes shall not be comprised in the same instrument of transfer.

(B) No share shall in any circumstances be allotted transferred to or renounced in favour of any infant bankrupt or person of unsound mind.

### MODIFICATION OF CLASS RIGHTS

7. All or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class.

### LIEN AND CALLS ON SHARES

8. In Regulation 11 of Part I of Table A the words and brackets "(not being a fully-paid share)" and "(other than fully-paid shares)" shall be deemed to be deleted.

9. In Regulation 15 of Part I of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be deemed to be deleted.

## GENERAL MEETINGS

10. (A) Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act as to giving information to members in regard to their right to appoint proxies.

(B) The penultimate sentence in Regulation 47 of Part I of Table A shall be deemed to be deleted.

(C) The words "Subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company" shall be deemed to be inserted before the first word of Regulation 49 of Part I of Table A, and the words "whenever they think fit" in the first sentence of the said Regulation 49 shall be deemed to be deleted.

(D) Regulation 54 of Part I of Table A shall be read and construed as if the words "meeting shall be dissolved" were substituted for the words "members present shall be a quorum".

(E) Regulation 57 of Part I of Table A shall be read and construed as if the words "to a time and place first approved in writing by the Company's ultimate holding company under the hand of two directors or one director and the secretary of such company" were substituted for the words "from time to time and from place to place".

(F) The penultimate paragraph of Regulation 58 of Part I of Table A shall be modified by inserting after the words "or lost" the words "or not carried by a particular majority".

## DIRECTORS

11. The Directors shall not be less than two in number.

12. (A) The words "Subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the Secretary of such company" shall be deemed to be inserted before the first word of Regulation 95 of Part I of Table A and the last sentence in the said Regulation 95 shall be deemed to be deleted.

(B) The Directors shall not be subject to retirement by rotation.

(C) The last sentence in Regulation 98 of Part I of Table A shall be deemed to be deleted and the following shall be deemed to be substituted therefor:—

"A Director for the time being out of the United Kingdom shall not be entitled to notices of meetings of the Directors but the alternate Director (if any) in the United Kingdom acting in his place shall be entitled to notice of such meetings".

13. The Directors shall be entitled to be paid out of the funds of the Company all their travelling, hotel and other expenses, properly incurred by them in and about the business of the Company, including their expenses of travelling to and from meetings of the Directors, or Committee Meetings, or General Meetings. The Directors may be paid out of the funds of the Company by way of ordinary remuneration (which shall be deemed to accrue from day to day) for their services as Directors (as distinct from remuneration as the holders of any Executive or other office) such sum as the Company's ultimate holding company shall specify in writing under the hand of two directors or one director and the secretary of such company. Unless the Company shall by Ordinary Resolution direct to the contrary such remuneration shall be divided between the Directors in such shares as they shall agree and in default of agreement it shall be divided between them equally.

14. (A) A Director need not hold any share qualification, but a Director or an alternate Director acting in his place (other than a Director or such alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notice of and attend all General Meetings of the Company and Regulation 134 of Part I of Table A shall be deemed to be modified accordingly.

(B) No Director shall vacate his office or be ineligible for re-election as a Director, nor shall any person be ineligible for appointment as a Director by reason only of his having attained any particular age.

15. The Company's ultimate holding 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 (provided that the total number of Directors shall not exceed any maximum number from time to time prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by one director of the Company's ultimate holding company. Any such appointment or removal shall take effect when the Notice effecting the same is delivered to the Registered Office of the Company or to the Secretary or is produced at a Meeting of the Directors and any such removal shall be without prejudice to any claim which a Director so removed may have for damages for breach of any contract of service between him and the Company.

## ALTERNATE DIRECTORS

16. Each Director shall have the power to nominate any other Director, or with the approval of a majority of the other Directors, any other person to act as alternate Director, in his place, at any meeting of the Directors at which he is unable to be present, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company and each alternate Director, whilst acting in the place of an absent Director, shall exercise and discharge all the duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Any Director of the Company who is appointed an alternate Director shall be entitled to vote at a meeting of the Directors on behalf of the Director so appointing him as distinct from the vote to which he is entitled in his own capacity as a Director of the Company, and shall also be considered as two Directors for the purpose of making a quorum of Directors when such quorum shall exceed two. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed vacates his office as Director or removes him by written notice to the Company. A Director retiring at a General Meeting of the Company who is re-elected a Director at the same meeting shall not for the purposes of this Article be deemed to have vacated his office as a Director.

## DISQUALIFICATION OF DIRECTORS

17. The office of a Director shall *ipso facto* be vacated:—

- (A) If he is prohibited from being a Director by reason of any order made under the statutes; or
- (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors; or
- (C) If he is found a lunatic or becomes of unsound mind; or
- (D) If he absents himself from attendance at meetings of the Directors continuously for the period of six months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office; or
- (E) Save as provided by any contract between him and the Company to the contrary, if, by notice in writing to the Company he resigns his office; or
- (F) If he is removed pursuant to Article 15.

## BORROWING POWERS

18. The Directors may borrow or raise from time to time such sums of money as they think necessary for the purposes of the Company. The aggregate amount at any one time owing by the Company and all its subsidiaries in respect of moneys borrowed by it or them or any of them (exclusive of moneys borrowed by the Company or any of its subsidiaries from any other of such companies) shall not at any time, without the prior consent in writing of the Company's ultimate holding company, such consent to be given under the hand of two directors or one director and the secretary of such company and to be subject to such conditions as the Company's ultimate holding company may impose, exceed a sum equal to twice the aggregate of:—

- (i) the nominal capital of the Company for the time being issued and paid-up;
- (ii) the amounts standing to the credit of the consolidated capital and revenue reserves (including share premium account, capital redemption reserve fund and profit and loss account) of the Company and its subsidiary companies;

all as shown in a consolidation of the then latest audited balance sheets of the Company and each of its subsidiary companies. Provided that the Directors shall not, if and so long as the Company is at any time a subsidiary company of any other company, exercise the rights conferred on them by this Article 18 in any manner contrary to any restrictions as to borrowing imposed on its ultimate holding company and the ultimate holding company's subsidiary and sub-subsidiary companies.

## POWERS AND DUTIES OF DIRECTORS

19. The Directors shall, not less than two clear days (Saturdays, Sundays and Bank Holidays excepted) before each meeting of the Board of the Company, lodge with the Company's ultimate holding company at the registered office for the time being of such company, a copy of the agenda for each such meeting, and not later than five clear days (Saturdays, Sundays and Bank Holidays excepted) after each such meeting, lodge with the Company's ultimate holding company at the registered office for the time being of such company, a copy of the draft minutes of each such meeting.

20. In Regulation 86 of Part I of Table A the words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be deemed to be deleted and the said Regulation 86 (as amended) shall apply to the Company subject to the provisions of Article 19 hereof.

21. The words "Subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company, which approval may be given subject to such terms and conditions as the Company's ultimate holding company may think fit" shall be deemed to be inserted before the first word of Regulation 102 of Part I of Table A.

## MANAGING DIRECTORS AND OTHER APPOINTMENTS

22. Subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company, the Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors or to hold such other office in the management, administration or conduct of the business of the Company for such period, on such terms and conferring such powers as shall first be approved in writing by the Company's ultimate holding company in manner aforesaid, 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 a Managing Director or a Director appointed to any other office as aforesaid shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and unless the Directors shall resolve to the contrary shall *ipso facto* and immediately cease to be Managing Director or to hold such other office in the management, administration or conduct of, the business of the Company if he cease to hold the office of Director from any cause.

## REMUNERATION OF MANAGING DIRECTORS AND OTHERS

23. The remuneration and other terms and conditions of appointment of a Managing Director or Director holding any other office in the management administration or conduct of the business of the Company shall from time to time (subject to the provisions of any agreement between him and the Company) be fixed by the Directors subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company, and may be by way of fixed salary, or commission on the dividends, profits or turnover of the Company, or of any other company in which the Company is interested or other participation in any such profits, or (subject to the approval of the Company in General Meeting in any case in which such approval is required by Section 191 of the Act) by provision for himself or any

of his dependants (whether by way of pension, superannuation, life assurance or other benefits) after determination of his services, or by any or all or partly by one and partly by another or others of those modes, and (subject as aforesaid) the remuneration so fixed shall be additional to the fees to which he shall be entitled as a Director of the Company.

### SECRETARY

24. The Secretary shall be appointed by the Directors subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary, for such term, at such remuneration and upon such conditions as the Company's ultimate holding company shall approve in writing in manner aforesaid. Any secretary so appointed may only be removed by the Directors with the prior written approval of the Company's holding company given in manner aforesaid.

### REGISTERS

25. The Register of Members, the Registers of the interests of the Directors and of their families, and the copies or memoranda of Directors' service contracts required by the Statutes to be maintained and available for inspection may be closed to inspection at such times and for such periods as the Directors may (subject to the Statutes) from time to time determine.

### DIVIDENDS

26. The words "but no dividend shall exceed the amount recommended by the directors" shall be deemed to be deleted from Regulation 114 of Part I of Table A.

### ACCOUNTS

27. The Company's ultimate holding company may inspect the accounts and books of the Company at any time.

28. The words "and to the Company's ultimate holding company at the registered office for the time being of such company" shall be deemed to be inserted in Regulation 127 of Part I of Table A after the words "regulation 31" where they appear at the end of the first sentence of the said Regulation 127.

## CAPITALISATION OF PROFITS

29. The words "Subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company" shall be deemed to be inserted before the first word of Regulation 128 of Part I of Table A.

## AUDIT

30. The words "Subject to the prior written approval of the Company's ultimate holding company given under the hand of two directors or one director and the secretary of such company" shall be deemed to be inserted before the first word of Regulation 130 of Part I of Table A.

## NOTICES

31. Any summons, notice, order or other document required to be sent to or served upon the Company or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid letter envelope or wrapper, addressed to the Company or such officer at the Registered Office of the Company.

32. A notice may be given by the Company to any member either personally or by sending it by recorded delivery post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effected at the expiration of 24 hours after the letter containing the same is posted but only on production of proof of posting. Copies of all notices shall be sent to the Company's ultimate holding company at the registered office for the time being of such company and Regulation 134 of Part I of Table A shall be deemed to be further modified accordingly.

## INDEMNITY

33. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be



incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

#### WINDING UP

34. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such Resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such Resolution were a Special Resolution passed pursuant to Section 287 of the Act.

561997

1/4/84

COMPANIES ACT 1948-1976  
COMPANY LIMITED BY SHARES

## SPECIAL RESOLUTION

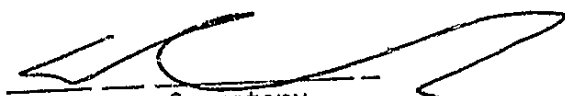
OF E. FLETCHER (STOKE) LIMITED

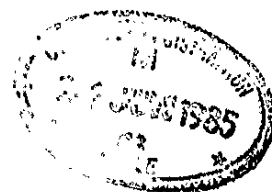
Passed the TWENTY EIGHTH day of NOVEMBER 19 84

at Victoria Road, Fenton, Stoke on Trent.

That in accordance with Section 12 of the Companies Act  
of 1981 Auditors will not be appointed.

By Order of the Board

  
Secretary



Company Number. 561997

Company Number: 561907

THE COMPANIES ACT 1948 to 1985

## SPECIAL RESOLUTION

- of -

E FLETCHER (STOKE) LIMITED

At the Annual General Meeting of the Members of the above-named Company held at The Courtyard, Pannells Court, Guildford, Surrey on 9 June 1988, the following Resolution was duly passed as a Special Resolution of the Company:-

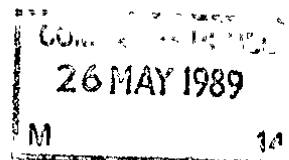
### RESOLUTION

That, pursuant to Section 252 of the Companies Act 1985, auditors should not be appointed for the ensuing year.

Dated this 9th day of June 1988



B J Croucher  
Director



Company No. 561997


E. FLETCHER (STOKE) LIMITED

SPECIAL RESOLUTION

PASSED 14 JUNE 1991

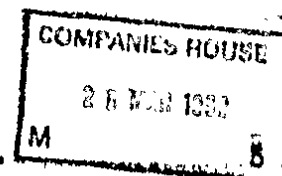
At a general meeting of the above Company held on 14 June 1991 the following Special Resolution was duly passed.

"THAT no auditors be appointed the Company being dormant within the provisions of S.250 of the Companies Act 1985"

  
.....  
Secretary

FOR AND ON BEHALF OF  
E. FLETCHER (STOKE) LIMITED

KJW08(4)



Company No: 561997

COMPANIES ACT 1985

E FLETCHER (STOKE) LIMITED

SPECIAL RESOLUTION

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PASSED 7 MAY 1992

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At the Annual General Meeting of the Company held on 7 May 1992 the following resolution was passed as a Special Resolution:

"That no auditors be appointed, the Company being dormant within the provisions of Section 250 of the Companies Act 1985"

FOR AND ON BEHALF OF  
EVERED SECONDARY DIRECTORS LTD

  
Secretary

