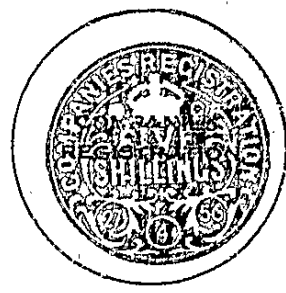
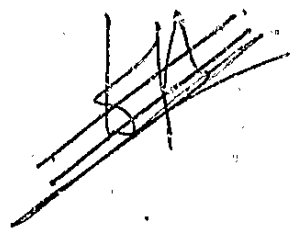


NO. OF COMPANY 565504/1

[C.F. 41]

THE COMPANIES ACT, 1948.



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

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

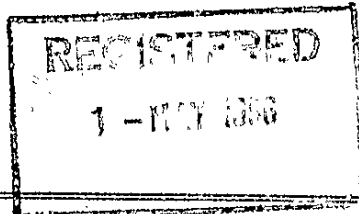
Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF COMPANY

Morse & Sons

LIMITED.



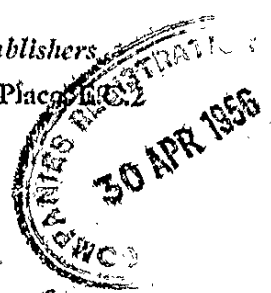
CAT. No. C.F. 41.

C511 J51647

JORDAN & SONS, LIMITED

Company Registration Agents, Printers and Publishers  
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by



I, Herbert Richard Palmer  
of 64 Lugley Street  
Newport Isle of Wight

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

of MARSH & Ruggs

LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at Ryde  
Isle of Wight

the 19<sup>th</sup> day of April

One thousand nine hundred and fifty six

before me,

Thos. G. Davis  
A Commissioner for Oaths (b)

Herbert Palmer

This margin to be reserved for binding.

NOTE.

Section 15 of The Companies Act, 1948.

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

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

565504/2

NO. OF COMPANY

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

## Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891.*

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

NAME OF  
COMPANY

*Marsh & Buggs*

LIMITED.

This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

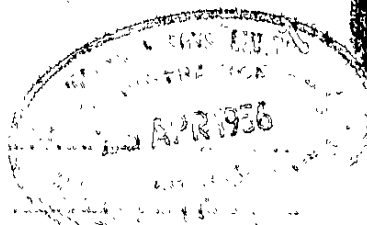
CAT. No. C.A. 25.

P132 J5T56(H)(L)

JORDAN & SONS  
LIMITED

Company Registration Agents, Printers & Publishers,  
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by





# The Nominal Capital

of *Marsh & Buggs*

LIMITED.

is £ 20,000, divided into 20,000 shares of £ 1.

each.

Signature

*W. B. Buggs*

Description

*Director*

Date

*19<sup>th</sup> April 1956*

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

L8/151- CRT  
107 gen



COMPANY LIMITED BY SHARES



## Memorandum of Association

OF

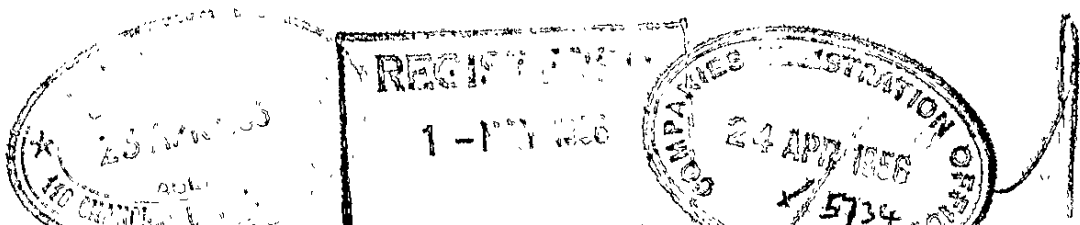
# MARSH & RUGGS LIMITED



1. The Name of the Company is "MARSH & RUGGS 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 acquire and take over as a going concern and carry on the business of Wholesale and Retail Tobacconists, Cigar Distributors and Dealers in Fancy Goods now carried on by G. F. MARSH & Co. LIMITED at No. 10 East Street, Horsham in the County of Sussex, together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto and with a view thereto to adopt and carry into effect (either with or without modification) an Agreement dated the 17<sup>th</sup> day of April 1956 and made between G. F. MARSH & Co. LIMITED of the one part and WALTER GEORGE BARTLETT and WALTER HENRY SIMCOCK for and on behalf of this Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Wholesale and Retail Tobacconists, Merchants of and Dealers in Tobacco, Cigars, Cigarettes, Snuff, Matches and Smokers' Requisites of every description, Fancy Goods Dealers, Glassware Salesmen and Dealers in Goods, Wares, and Merchandise of all kinds, Confectioners, and General Merchants and Agents (including Insurance Agents) and Traders; to open and establish Shops, Stores, and Depots for the sale, collection, and distribution of goods dealt in by the Company; and to buy, sell, and deal in all plant, machinery, articles, commodities, and things required for or capable of use in connection with the above mentioned businesses or any of them, or likely to be required by any of the customers of or by persons having dealings with the Company.



- (c) To carry on any other business (whether manufacturing or otherwise) 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.
- (d) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (e) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (f) 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, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (g) 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 limiting competition, or for mutual assistance with 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.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (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 this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (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 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, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (q) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, 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, and to the wives, widows, children, and other relatives and dependents 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 of such persons and of their wives, widows, children, and other relatives and dependents.
- (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 this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (u) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Twenty Thousand Pounds divided into Twenty Thousand Shares of One Pound each. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

WE, the several persons whose Names, 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>Walter George Dantlett</i> <i>"Glen Lynn" Avoirdupois</i> <i>Newport Isle of Wight</i> <i>Company's Managing</i> <i>Director.</i>	<i>One</i> <i>Hundred.</i>
<i>Walter Henry Pinnock</i> <i>Lythale,</i> <i>Calverley Road</i> <i>Shroton.</i> <i>Romney Heath</i> <i>Company Director</i>	<i>One</i> <i>Hundred</i>

Dated the 19<sup>th</sup> day of April, 1956.

Witness to the above Signatures:—

*Herbert R. Baines*

*Secretary.*

*Walter R.*

565504/14



The Companies Act, 1948.



COMPANY LIMITED BY SHARES

# Articles of Association OF MARSH & RUGGS LIMITED

## PRELIMINARY.

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 3, 24, 53, 75, 77, and 118 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, adopt (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said agreement shall be adopted with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Director of the Vendor Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendor Company without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.

## SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is Twenty Thousand Pounds divided into Twenty Thousand Shares of One Pound each, whereof Twelve Thousand Shares shall be 6% Cumulative Redeemable Preference Shares and the remaining Eight Thousand Shares shall be Ordinary Shares. The said 6% Cumulative Redeemable Preference Shares and Ordinary Shares shall confer on the holders thereof the rights and privileges hereinafter declared and such rights and privileges shall be subject to variation in the manner provided by Clause 4 in Part I of Table A but not otherwise.

5. Subject to the provisions of the Agreement referred to in Article 3 hereof, the Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

6. Subject to the provisions of Section 58 of The Companies Act, 1948, any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as may be provided by the Articles of Association of the Company.

7. Subject as aforesaid the said Twelve Thousand 6% Cumulative Redeemable Preference Shares may be redeemed in manner and on the terms following:-

- (A) At any time after the expiration of four years from the date of the allotment of any such Share (provided that the same is fully paid) the Company may give notice to the registered holder thereof of its intention to redeem the same at par. Such notice shall be in writing and shall fix the time (not being less than three months from the date of such notice) and place for redemption. At the time and place so fixed the registered holder of such Share shall be bound to deliver up to the Company the Certificate thereof for cancellation and thereupon the Company shall pay to him the redemption moneys payable in respect of such Share together with all arrears of dividend and any dividend payable under the next following paragraph.
- (B) All 6% Cumulative Redeemable Preference Shares redeemed in accordance with the foregoing provisions shall rank for dividend from the close of the last preceding financial year down to the date when the redemption moneys in respect of the same shall be paid and such dividend shall be paid out of the profits of the Company available for dividend.
- (C) Any such redemption moneys as aforesaid may be provided either by the application of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of redemption.

8. The lien conferred by Clause II in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### GENERAL MEETINGS.

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in 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."

### VOTES OF MEMBERS.

11. The holders of 6% Cumulative Redeemable Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue or in respect of their holdings of such Shares unless the fixed Cumulative Preferential Dividend thereon shall be twelve calendar months in arrear, or the Meeting is convened for the purpose of winding up the Company; and Clause 62 in Part I of Table A shall be modified accordingly.

### DIRECTORS.

12. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than four nor more than five.

13. The following persons shall be the first Directors of the Company namely ALBERT HENRY WOOLLATT of Shirley, Parsonage Road, Horsham, ROLAND WOOD of 39 Rusper Road, Horsham, WALTER GEORGE BARTLETT of "The Grange", Avondale Road, Newport, Isle of Wight, and WALTER HENRY SIMCOCK of "Lyndale", Salisbury Road, Romsey, Hampshire and one other to be nominated by the said WALTER GEORGE BARTLETT and WALTER HENRY SIMCOCK.

14. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than One Hundred Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

15. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

16. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

## DIVIDENDS.

17. The profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall first be applied in paying to the holders of 6% Cumulative Redeemable Preference Shares a Cumulative Preferential Dividend to the close of such year or other period at the rate of Six Pounds per centum per annum, and the balance shall be divided among the holders of Ordinary Shares. All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purposes of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

## WINDING UP.

18. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be applied: First, in repaying to the holders of 6% Cumulative Redeemable Preference Shares the amounts paid or credited as paid on such Shares respectively, together with all arrears (if any) and accruals of the said Preferential Dividend, whether earned or declared or not, down to the date of such repayment; Secondly, in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively; and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

---

Walter George Bantelb  
 "Star Lynn" Arondale Road.  
 Newport Isle of Wight  
 Company's Managing Director

Walter Henry Cenko  
 Lyndale  
 Salisbury Road  
 Portsmouth  
 Company's Director

---

Dated the 19<sup>th</sup> day of April, 1956.

Witness to the above Signatures:—

Harold R. Salmon

Solicitor

Newport Is.

DUPLICATE FOR THE FILE

No. 565504



## Certificate of Incorporation

I Hereby Certify That

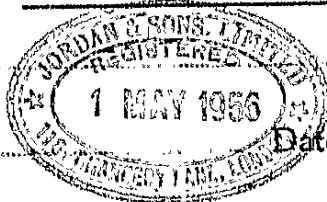
MARSH & RUGGS LIMITED

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

Given under my hand at London this First day of  
May One Thousand Nine Hundred and Fifty six.

*L. B. (ang fnd)*  
Registrar of Companies

Certificate  
received by



Date

483

EXTRA-ORDINARY GENERAL MEETING for the 25th March, 1968, at  
'Vectis' Tobacco Stores, Orchard Street, Newport, Isle of Wight.

Special Resolution

The following Special Resolution was passed as Article No. 16A;-

16A. The Directors may from time to time appoint to the office of Executive Director any employee of the Company. The Executive Directors shall not exceed two in number and shall have such duties and powers as the Directors may from time to time determine. An Executive Director shall not be required to hold any Share qualification. The Executive Directors shall be entitled to notice of and to attend at Meetings of the Directors except in cases where the Directors resolve that their presence is not required, and, except as aforesaid the Directors will consult with them on all matters of importance in the general administration of the business of the Company, but they shall not vote on any resolution submitted to a meeting of the Directors other than a resolution on which the Meeting decides that they shall be allowed to vote. The appointment of an Executive Director shall not constitute him as a Director within the meaning of the expression "Directors" as defined in the Companies Acts, 1948 and 1967, and he shall remain at all times and in all respects subject to the control of the Directors and he may at any time be removed or suspended from office by the Directors, and, if from any cause, an Executive Director shall cease to be an employee of the Company he shall ipso facto cease to be an Executive Director.

An Executive Director may be paid out of the funds of the Company such remuneration (if any) for his services as an Executive Director as the Directors shall from time to time determine in addition to his remuneration for his other employment with the Company.

*W. E. Smith*  
DIRECTOR AND CHAIRMAN of the said COMPANY

## THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MARSH &amp; RUGGS LIMITED

## SPECIAL RESOLUTIONS

Passed 28th May, 1969.

At an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday the 28th day of May 1969 the following Resolutions were passed as SPECIAL RESOLUTIONS:-

1. That the right conferred by the existing Preference Shares to a fixed cumulative preferential dividend at the rate of £6 per cent per annum on the capital paid up thereon and to rank both as regards dividend and repayment of capital in priority to the ordinary shares shall be abolished forthwith, and the existing Preference Shares shall hereafter rank pari passu with the ordinary shares of the Company in all respects and shall be called ordinary shares.
2. That the regulations contained in the document submitted to this meeting, and for the purpose of identification subscribed by the Chairman hereto, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.



CHAIRMAN.

DATED 28th May, 1969.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MARSH & RUGGS LIMITED

SPECIAL RESOLUTIONS

Passed 28th May, 1969.

At an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday the 28th day of May 1969 the following Resolutions were passed as SPECIAL RESOLUTIONS:-

1. That the right conferred by the existing Preference Shares to a fixed cumulative preferential dividend at the rate of £6 per cent per annum on the capital paid up thereon and to rank both as regards dividend and repayment of capital in priority to the ordinary shares shall be abolished forthwith, and the existing Preference Shares shall hereafter rank pari passu with the ordinary shares of the Company in all respects and shall be called ordinary shares.
2. That the regulations contained in the document submitted to this meeting, and for the purpose of identification subscribed by the Chairman hereto, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

*V. J. P. O'Kearney*

CHAIRMAN.

DATED 28th May, 1969.

THE COMPANIES ACTS 1948 to 1967

---

COMPANY LIMITED BY SHARES

---

MARSH & RUGGS LIMITED

---

ARTICLES OF  
ASSOCIATION

---

Incorporated 1st day of May, 1956

---

ARTICLES ADOPTED BY SPECIAL RESOLUTION  
ON THE 28<sup>th</sup> DAY OF May 1969.

---

This is the printed document submitted to the Extraordinary General Meeting of Marsh & Ruggs Limited held on the 28<sup>th</sup> day of May 1969, containing the Regulations proposed as the Articles of Association of the Company and subscribed by me for identification.

*V.O. Pollock*

CHAIRMAN.

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

ADOPTED BY SPECIAL RESOLUTION ON  
15 May, 1969)

OF

MARSH & RUGGS LIMITED

PRELIMINARY

1. The Regulations in Part I of Table A in the First Schedule to the Companies Act 1948 (which Table is hereinafter referred to as "Table A Part I") shall apply to the Company, save in so far as they are excluded or modified hereby. Regulations 22, 24, 53, 75, 77, 89 to 97 inclusive, shall not apply to the Company, but the remaining Regulations in Part I of Table A subject to the modifications hereinafter expressed and the Articles hereinafter contained shall constitute the Regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the Regulations in Part II of Table A, except Regulations 1 and 6 therein shall apply to the Company.

CAPITAL

3. The capital of the Company at the date of the adoption of this Article is £20,000 divided into 20,000 shares of £1 each.

TRANSFER AND TRANSMISSION

4. No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

DIRECTORS

5. Until otherwise determined by the Company in General Meeting the number of the Directors including any Managing Director for the time being shall not be less than two nor more than seven. The qualification of a Director shall be the holding of one share in the Company.

6. The Directors shall have power from time to time and at any time to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above.

7. The Company in General Meeting may, subject to the provisions of these Articles, from time to time appoint new Directors, and may increase or reduce the number of Directors in office, and may alter their qualifications.

8. Without prejudice to the powers of Section 184 of the Act and subject to the provisions of any agreement for the time being subsisting the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another person in his stead.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MARSH & RUGGS LIMITED

SPECIAL RESOLUTION

Passed 16th February, 1973.

*1 still No*

At the Annual General Meeting of MARSH & RUGGS LIMITED  
duly convened and held at Lombard Street, Redminster, Bristol  
on Friday the 16th day of February, 1973 the following RESOLUTION  
was duly passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

"That the Regulations contained in the document  
submitted to this meeting, and for the purpose  
of identification subscribed by the Chairman  
hereof, be approved and adopted as the Articles  
of Association of the Company in substitution  
for, and to the exclusion of, all the existing  
Articles thereof."

DATE 16th February, 1973.

*[Signature]*  
CHAIRMAN  
51

56000

THE COMPANIES ACTS 1948 to 1967

-----  
COMPANY LIMITED BY SHARES

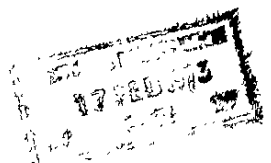
-----  
ARTICLES OF ASSOCIATION

-----  
MARSH & RUGGS  
LIMITED  
-----

This is the document submitted to the Annual General Meeting of MARSH & RUGGS LIMITED held on 16th day of February 1973 containing the Regulations proposed as the Articles of Association of the company in substitution for the existing Articles of Association subscribed by me for identification.

---

*W. Jones*  
CHAIRMAN.



THE COMPANIES ACTS 1948 to 1967

Company Limited by Shares

Articles of Association

of

MARSH & RUGGS LIMITED

PRELIMINARY

1. The Regulations in Part I of Table A in the First Schedule to the Companies Act 1948 (which Table is hereinafter referred to as "Table A Part I") shall apply to the Company, save insofar as they are excluded or modified hereby. Regulations 22, 24, 53, 75, 76, 77, 79, 84 (5), 89 to 97 inclusive, 100, 107, 108, 109 and 136 shall not apply to the Company, but the remaining Regulations in Table A Part I subject to the modifications hereinafter expressed and the Articles hereinafter contained shall constitute the Regulations of the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly the Regulations in Part II of Table A, except Regulations 1 and 6 shall also apply to the Company.

CAPITAL

3. Subject as hereinafter provided, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions, and either at a premium or at par, or (subject to the provisions of the Act) at a discount, and at such times as the Directors think fit.

TRANSFER AND TRANSMISSION

4. No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

VOTES OF MEMBERS

5. Regulation 74 of Table A Part I shall be modified by the addition of the words "Any such resolution may be expressed and if so shall be effective to authorise any person named therein to represent the Corporation at all meetings of the Company or of any class of members of the Company without the necessity of a separate resolution in respect of any such meeting. Such authority shall remain in effect until revoked by the Corporation giving written notice to that effect to the Company."

## DIRECTORS

6. Until otherwise determined by the Company in General Meeting the number of the Directors including any Managing Director for the time being shall not be less than two nor more than twelve.
7. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in the Company.
8. The continuing Directors or Director may act notwithstanding any vacancies in their body.
9. Regulation 84 of Table A Part I shall be modified by the addition after Regulation 84(2)(d) of "(e) any question or matter concerning or connected with the Company's or any other Pension Fund or any similar benevolent fund or institution".
10. The Member holding not less than 90% of the issued Ordinary Shares shall have power from time to time and at any time -
  - (a) to appoint any person to be a Director of the Company and to remove from office any person provided that the total number of Directors shall not at any time exceed the maximum number as set out in Article 6.
  - (b) to appoint one or more of the Directors to be Managing Director or Directors or Deputy or Assistant Managing Director or Directors of the Company and (subject to the terms of any agreement entered into in any particular case) to remove or dismiss him or them from office.
  - (c) to entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these Articles by the Directors (being powers of management and of carrying on the ordinary commercial business of the Company) as they may think fit, and may confer such powers for such time, and to be exercised for, such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that behalf, and to revoke, withdraw, alter or vary all or any of such powers.
- Every such appointment or removal under this Article shall be effected by an instrument in writing signed by the Member making the same or, in the case of a Member being a Corporation, signed by any one of its directors on its behalf.
11. The remuneration of the Directors shall be determined by the Member holding not less than 90% of the issued Ordinary Shares and the Directors

may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or general meetings of the Company or in connection with the business of the Company.

12. It shall not be necessary for the Directors to sign a book regarding their attendance at meetings of Directors and Regulation 86 of Table A Part I shall be modified accordingly.

13. If any Directors, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate such Director, either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.

#### BORROWING POWERS

14. Subject to the prior approval of the member holding not less than 90% of the issued Ordinary Shares the directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party:

Provided that the amount for the time being remaining undischarged of moneys borrowed or secured by the directors as aforesaid (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not at any time exceed the amount approved by the member holding not less than 90% of the issued Ordinary Shares, but nevertheless no lender or other person dealing with the company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded.

#### ALTERNATE DIRECTORS

15. A Director may, with the approval of the Directors, appoint any person to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him from office and such alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of all meetings of the Directors and to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor, but he shall not require any qualification and he shall ipso facto vacate office if and when the appointor vacates office as a Director or removes the appointee from office. Any appointment and removal under this Article shall be effected by notice in writing under the hand of the Director making the same left at the Registered Office of the Company. An alternate Director

shall not be entitled to any remuneration from the Company.

#### NOTICES

16. A notice sent by post shall be deemed to have been served 48 hours after the time of posting and Regulation 131 of Table A Part I shall be modified and construed accordingly.

17. The signature to any notice to be given by the Company may be printed.

#### INDEMNITY AND RESPONSIBILITY

18. Every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of Directors out of the fund of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act deed done by him as such officer or servant, or in any way in the discharge of his duties, including travelling expenses.

19. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto. The provisions of this and the last preceding Article shall have effect subject to the provisions of Section 205 of the Act.

No. 565504

61

THE COMPANIES ACTS 1948 to 1981

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COMPANY LIMITED BY SHARES

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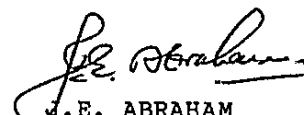
Marsh & Ruggs Limited

SPECIAL RESOLUTION

(Passed 3rd May, 1983)

At the Annual General Meeting of the above named Company duly convened and held on Tuesday the 3rd day of May 1983 the following Resolution was duly passed as a Special Resolution:-

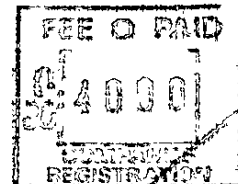
"That Section 14(1) of the Companies Act 1976 shall not apply to the Company and accordingly that Auditors be not appointed"

  
J.E. ABRAHAM  
Director



Company No. 565504

15-12-84



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

RESOLUTION

of

MARSH & RUGGS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 9th October, 1984 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the name of the Company be changed to  
ROBERT FLETCHER (GREENFIELD) LIMITED

Chairman  
9 October 1984



N.W. 1/80  
009023

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 565504 / 65

I hereby certify that

**MARSH & RUGGS LIMITED**

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

**ROBERT FLETCHER (GREENFIELD)  
LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 29TH OCTOBER 1984

*C R Williams*  
**MRS. C. R. WILLIAMS**

an authorised officer

**Notice of place where register of members is kept or of any change in that place**

# 103

**To the Registrar of Companies**

For official use      Company number

106

565504

\*delete if inappropriate

Name of company

Robert Fletcher (Greenfield)-(Formerly Marsh & Ruggs)

Limited\*

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

Robert Fletcher & Son Limited,

Stoneclough,

Radcliffe,

Manchester, M26 9EH.

in lieu of\*

104, Lombard Street,

Bedminster,

Bristol,

BS99 7JR.

where it was previously kept

~~delete as appropriate~~

**Signed**

[Director] [Secretary]† Date 2/11/84

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

I. J. Lawton,  
Robert Fletcher & Son Ltd.,  
Stoneclough, Radcliffe,  
Manchester, M26 9EH.

For official use  
General section

**Post room**



ovez

**Oyez** The Solicitors' Law Stationery Society, plc, Oyez House, 237 Long Lane, London SE1 4PU  
Companies G103

☆☆☆☆ F892  
December 1983

Company No: 565504

171  
THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES  
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ROBERT FLETCHER (GREENFIELD) LIMITED  
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At an Extraordinary General Meeting of the Company held at Greenfield on 6th November 1985 the following resolution was passed as a SPECIAL RESOLUTION of the Company:-

SPECIAL RESOLUTION

THAT the objects of the Company be altered by deleting the whole of clause 3 of its Memorandum of Association and by substituting in lieu thereof clause 3 as set out in the print annexed hereto and for the purposes of identification initialled by the Chairman.

SIGNED.....*B. J. Horn*.....  
Chairman

DATED 6th November 1985



Company No: 565504

THE COMPANIES ACT 1948  
THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

ROBERT FLETCHER (GREENFIELD) LIMITED

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This is the document submitted to the Extraordinary General Meeting of Robert Fletcher (Greenfield) Limited held on 6th November 1983 containing the Clause 3 proposed to be submitted for the existing Clause 3 of the Memorandum of Association of the Company and initialled by me for the purpose of identification.

*R. J. Horn*  
chairman



565504/  
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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ROBERT FLETCHER (GREENFIELD) LIMITED

(As altered by Special Resolution passed 6th November 1985 )

1. The name of the Company is Robert Fletcher (Greenfield) Limited
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) To manufacture and trade in all kinds of paper and articles manufactured therefrom and trade in vitriol and all or any other chemical products and all other substances goods articles or things required in such manufactures or usually dealt in by persons engaged in any business or trade which this Company is authorised to carry on
  - (2) To manufacture, buy, sell, export, import, deal in or let on hire all kinds of goods, commodities, chattels and things necessary or which may be conveniently used or dealt with in connection with the Company's business
  - (3) To subscribe for, underwrite, purchase or otherwise acquire hold and dispose of shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any Government, authority, corporation or body or by any company or body of persons and any options or rights in respect thereof.
  - (4) To carry on any other business or activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.
  - (5) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company

23/11

71 NOV 1.  
45  
OFFICE

including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this company.

- (6) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities and the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
- (7) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (8) To invest any moneys of the company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.
- (9) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (10) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (11) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (12) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the

issue of, any shares, debentures or other securities of the company or in or about the formation of the company or the conduct of its business.

- (13) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the company.
- (14) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (15) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its Members.
- (16) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building, and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the company or of its Members.
- (17) To act as secretaries, managers, registrars or transfer agents for any other company.
- (18) To distribute any of the property of the company among its Members in specie or kind.
- (19) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (20) To do all such other things as may be incidental or 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 specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by

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reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £20,000, divided into 20,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred or other special rights privileges conditions or restrictions as to dividend capital voting or otherwise.

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

25/4

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

---

Walter George Bartlett  
"Glen Lynn", Avondale Road,  
Newport, Isle of Wight

100

Company Managing Director

Walter Henry Sincock  
Lyndale,  
Salisbury Road,  
Romsey, Hants.

100

Company Director

---

DATED the 19th April 1956

**G**

COMPANIES FORM No. 123

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

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[170]

565504

Name of company

\* ROBERT FLETCHER (GREENFIELD) LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 9th June 1986 the nominal capital of the company has been  
increased by £ 980,000 beyond the registered capital of £ 20,000.

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

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

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

To rank pari passu with all ordinary shares of the Company existing at  
the date hereof.

Please tick here if  
continued overleaf† delete as  
appropriateSigned [Signature] [Director][Secretary]† Date

9.6.86.

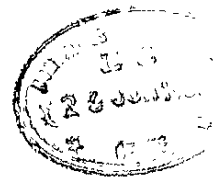
Presenter's name address and  
reference (if any):

D J Freeman & Co  
43 Fetter Lane  
London EC4A 1NA

Ref: MRN

For official Use  
General Section

Post room



**G**

COMPANIES FORM No. 225(1)

**225(1)****Notice of new accounting reference date given during the course of an accounting reference period***1.6.86*

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

078

565504

\*Insert full name of company

Name of company

\* ROBERT FLETCHER (GREENFIELD) LIMITED

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

**Note**  
Please read notes 1 to 6 overleaf before completing this form

Day Month

3 0 0 6

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] ~~[extended]~~† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

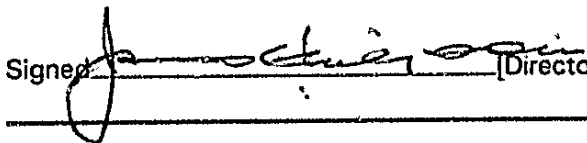
3 0 0 6 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

See note 4c and complete as appropriate

The company is a [subsidiary] ~~[holding company]~~† of Melton Medes Limited, company number 1234216the accounting reference date of which is 30th June

Signed



[Director] [Secretary]† Date

9.6.86

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

D J Freeman & Co  
43 Fetter Lane  
London EC4A 1NA

Ref: MRN

For official use  
General Section

Post room





# Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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565504
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Name of company

\* insert full name  
of company

* ROBERT FURCHER (GREENFIELD) LIMITED
---------------------------------------

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 21<sup>st</sup> OCTOBER 1987 the nominal capital of the company has been increased by £ 500,000 beyond the registered capital of £ 1,000,000.

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

A copy of the resolution authorising the increase is attached.5

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

NEW SHARES TO RANK PARI PASSU  
IN ALL RESPECTS WITH EXISTING SHARES

Please tick here if  
continued overleaf

--

† delete as  
appropriate

Signed

as Corporate Secretary.

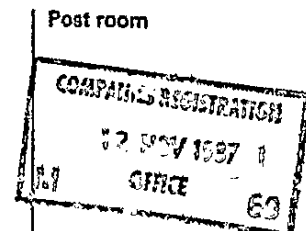
[Director][Secretary]† Date 21.10.87.

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

M.M. Secretariat Ltd.  
Environment House  
1 St. Marks Street  
Nottingham NG3 1DE

For official Use  
General Section

Post room



No of Company: 565504

THE COMPANIES ACT 1985

(Company Limited by Shares)

SPECIAL RESOLUTION

OF

(pursuant to the provision of Section 121 of the Companies Act, 1985)

ROBERT FLETCHER (GREENFIELD) LIMITED

21st day of October 1987

At an Extraordinary General Meeting of the above named Company duly convened and held on the above date, the following SPECIAL RESOLUTION was duly passed.

RESOLUTION

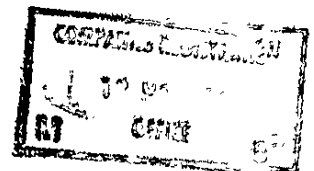
THAT the authorised share capital of the Company be and it is hereby increased by £500,000 beyond the registered capital of £100,000, such new share capital to be in ordinary shares of nominal value £1 each ranking pari passu in all aspects with existing shares.



R MOCHOR

For and on behalf of M.M. Secretariat Ltd.  
as Corporate Secretary.

Presented and printed by MM Secretariat Limited, 1 St Marks Street,  
Nottingham NG3 1DE.



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

ROBERT FLETCHER ( GREENFIELD ) LIMITED

PASSED ON THE 15th day of August 1986

WE, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at General Meetings hereby pass the following resolution as a Special Resolution to the effect that the same shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

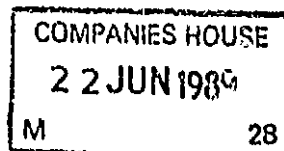
That the Articles of Association of the Company be and are hereby amended by deleting the existing article numbered 14 and by substituting the following new article:

"14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party."

DATED this 15th day of August 1986

*[Signature]*  
.....

*[Signature]*  
.....



**G**

COMPANIES FORM No. 225(1)

**225(1)****Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

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

--	--	--	--

565704

Name of company

\* insert full name of company

Robert Fletcher (Greenfield) Ltd

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 1 2

**Note**  
Please read notes 1 to 4 overleaf before completing this formThe current accounting reference period of the company is to be treated as ~~(shortened)~~ (extended)† and ~~(is to be treated as having come to an end)~~ (will come to an end)† on

Day Month Year

3 1 1 2 1 9 2 0

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~(holding company)~~† of Melton Mowat Ltdcompany number 1324216the accounting reference date of which is 31st December

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

Signed

Designation†

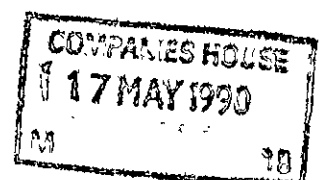
Date

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

For official Use

General Section

Post room



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

# G

COMPANIES FORM No. 123

## Notice of increase in nominal capital

# 123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

--	--	--	--

565504

Name of company

\* ROBERT FLETCHER (GREENFIELD) LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 28TH OCTOBER 1992 the nominal capital of the company has been  
increased by £ 1,000,000 beyond the registered capital of £ 1,500,000.

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

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

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

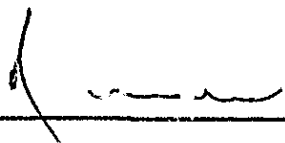
NEW SHARES TO RANK PARI PASSU IN ALL RESPECT WITH EXISTING SHARES.

Please tick here if  
continued overleaf

☐

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

Signed



Designation‡

Date

3.11.92

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

M.M. Secretariat Ltd.  
Empire House  
100 Broad Street  
Nottingham NG1 1TH

For official Use  
General Section

Post room

COMPANIES HOUSE  
10 NOV 1992  
M 5

No. of Company: 565504

THE COMPANIES ACT 1985

(Company Limited by Shares)

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SPECIAL RESOLUTION

OF

ROBERT FLETCHER (GREENFIELD) LIMITED

(pursuant to the provision of Section 121 of the Companies Act, 1985)

28TH OCTOBER 1992

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At an Extraordinary General Meeting of the above named Company duly convened and held on the above date, the following SPECIAL RESOLUTION was duly passed.

RESOLUTION

THAT the authorised share capital of the Company be and it is hereby increased by £1,000,000 beyond the registered capital of £1,500,000 such new share capital to be in ordinary shares of nominal value £1 each ranking pari passu in all respects with existing ordinary shares.

For Robert Fletcher (Greenfield) Limited

.....  
For and on behalf of MM Secretariat Ltd  
As Corporate Secretary



Presented and printed by MM Secretariat Limited, Environment House, 6 Union Road, Nottingham NG3 1FH.



Chartered Accountants

Park House Kirtley Drive Castle Marina  
Nottingham NG7 11Q  
Telephone 0602 473062  
Facsimile 0602 473062

Our ref: Mr. Minshall MRM.ER

24 November 1993

Robert Fletcher (Greenfield) Ltd  
Environment House  
6 Union Road  
Nottingham

Dear Sirs,

In accordance with s392 Companies Act 1985, we hereby give notice of our resignation as auditors.

There are no matters which need to be brought to the attention of the members or creditors.

Yours faithfully,

A handwritten signature in dark ink, appearing to be 'K. Minshall'.

Abingdon Altrincham Aylesbury Beckenham Birmingham Blackburn Boston Bristol Cambeltown Chelmsford Chester Coventry Derby Didsbury Edinburgh Glasgow Guildford Harrogate  
Hemel Hempstead Hereford Hereham Hove Hull Ipswich Kettering Leeds Leicester London Manchester Norwich Salisbury Spalding Telford Tisbury Wakefield York

*List of Partner names available for inspection at Spectrum House, 20-22 Curzon Street, London, EC1A 3HP*

*Registered to carry on audit work and authorised to carry on investment business by the Institute of Chartered Accountants in England and Wales*

A member of **HLB INTERNATIONAL** A worldwide organisation of accounting firms

Company Number: 565504

**The Companies Act 1985**  
**COMPANY LIMITED BY SHARES**  
**ELECTIVE RESOLUTIONS**



**OF**

**ROBERT FLETCHER (GREENFIELD) LIMITED**

**(Passed on 19th December 1994)**

At an Extraordinary General Meeting held on 19th December 1994 at Environment House, 6 Union Road, Nottingham, the following Resolutions were passed as Elective Resolutions:

**ELECTIVE RESOLUTIONS**

1. THAT in accordance with the provisions of Section 252 of the Companies Act 1985 (as amended) the Company does hereby dispense with the laying of accounts and reports before the company in general meeting in respect of the year ended 31st December 1994 and subsequent financial years.
2. THAT in accordance with the provisions of Section 366A of the Companies Act 1985 (as amended) the Company does hereby dispense with the holding of the Annual General Meeting for 1994 and subsequent years.
3. THAT in accordance with the provisions of Section 386 of the Companies Act 1985 (as amended) the company does hereby dispense with the obligation to appoint auditors annually.

.....  
For and on behalf of  
M.M. Secretariat Limited  
as Corporate Secretary

We being the auditors to the above named Company hereby:

- (a) acknowledge that a copy of the above resolutions have been sent to us; and
- (b) notify the Company that in our opinion the above resolutions do not concern us as auditors.

.....  
PANNELL KERR FORSTER  
Auditors