

## "THE COMPANIES ACT, 1948."



A  
Companies  
Registration  
Fee Stamp  
of 5s.  
must be  
impressed  
here.

## Declaration of Compliance

WITH THE

## Requirements of The Companies Act, 1948.

Made pursuant to Section 15, Sub-Section 2, of the Companies Act, 1948,  
on behalf of a Company proposed to be registered as

PRIMCO

Limited.

HUTTON, HARTLEY &amp; Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,  
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE NO.  
MANCHESTER 8801/2.  
(2 LINES)

Presented by



I. Richard Charlesley Baldwin

of 48 Shadsworth Road, Blackburn, Lancashire

"Here insert  
"A Solicitor of  
the Supreme  
Court or in  
Scotland "an  
Enrolled Law  
Agent" en-  
gaged in the  
formation of"  
or "A person  
named in the  
Articles of  
Association  
as a  
Director (or  
Secretary) of."

Do solemnly and sincerely Declare that I am\* a person named

in the Articles of Association as a Director  
of Prince

(12)

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 Declaration Act, 1835.

Declared at Blackburn in the  
County of Lancaster

the 17<sup>th</sup> day of May  
One thousand nine hundred and forty-eight

before me,

Rose H. G. Horne  
A Commissioner for Oaths †

R. C. Baldwin

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

THE STAMP ACT, 1891 AND THE FINANCE ACT, 1933

COMPANY LIMITED BY SHARES.

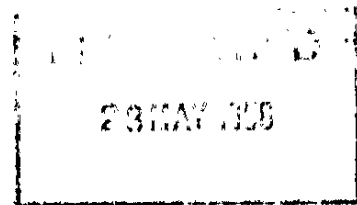


Duty at the  
rate of 10/-  
for every  
£100 must  
be impressed  
here.

# Statement of the Nominal Capital

OF

PRIMCO



## Limited.

Pursuant to Section 112 of the Stamp Act, 1891;  
as amended by Section 41 of the Finance Act, 1933.

The Statement is to be lodged with the Memorandum of Association and other documents when the registration of the Company is applied for.

### HUTTON, HARTLEY & Co. Ltd.,

Legal and Commercial Manufacturing Stationers, Printers, Lithographers,  
Relief Stampers and Account Book Makers,

Palatine House, 62 Victoria Street,

MANCHESTER 3.

TELEPHONE NO:  
BLACKFRIARS 9801/2.  
(2 LINES)

Presented by



# THE NOMINAL CAPITAL

OF

*Princo*

LIMITED,

is *one hundred* — Pounds

divided into *one hundred* — Shares

of *one pound* — each.

Signature *R. C. Baldwin*

Description *Director*

Dated the *16<sup>th</sup>* day

of *May* 1958

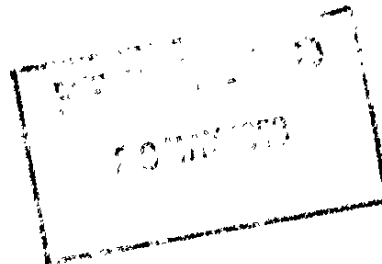
NOT — This margin is reserved for binding, and must not be written across.

*\*\* This Statement should be signed by an Officer of the Company.*



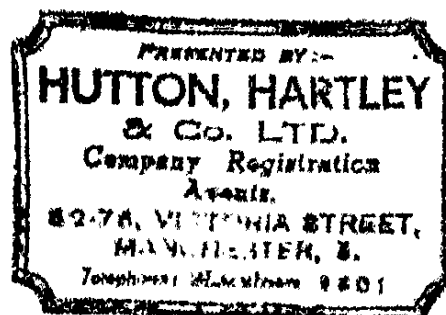
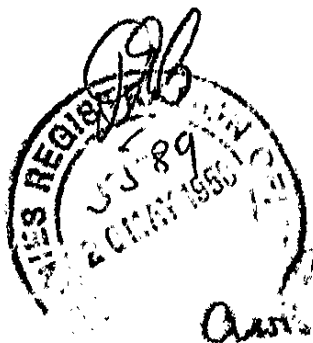
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.



Memorandum of Association  
OF  
**PRIMCO LIMITED.**

1. The name of the Company is "Primco 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 ~~impregnators, coaters, manufacturers, merchants, and distributors of textiles, fabrics and paper and board products, and to carry out any process or treatment in connection with any of those materials, or plastic or filamentous materials.~~
  - (B) To carry on business as manufacturers of oiled silk, oil-skin, holland, leathercloth, furnishing and upholstery fabrics and materials, as producers of textiles and fabrics, coaters and laminators, varnishers and statuers of paper and board; to manufacture, make up and market all classes of goods made from any of the Company's products or any other materials added thereto.
  - (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, 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 options, rights, privileges, or easements over or in respect of any land or property, and any buildings, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, vehicles, rolling stock, 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, factories, mills, offices, works, shops, 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 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 authorized 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 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.
- (g) To apply for, 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, protections and concessions, and the like conferring any exclusive or non-exclusive right to use any secret or information 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.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, transfer, grant or otherwise deal with, all or any part of the property, rights, or options of the Company.
- (I) To invest and deal with the monies of the Company not immediately required in such manner as may be from time to time determined.
- (J) As a subsidiary object but not as a primary object 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 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 subscribe for, take, purchase, or otherwise acquire and hold shares or other interest 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 conducted so as directly or indirectly to benefit this Company.
- (M) 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.

- (s) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or persons any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (o) To procure the Company to be registered or recognised in any Colony or Dependency and in any Foreign Country or place.
- (p) 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.
- (q) To remunerate any person, firm, or company rendering services to this Company, whether 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.
- (r) To pay all or any expenses incurred in connection with the formation, promotion, 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.
- (s) To promote any other company for the purpose of acquiring all or any of the 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.



- (t) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (u) 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.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph be independent main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is Limited.

5. The Share Capital of the Company is £100 divided into 100 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.
<p style="text-align: right;">CUT 295-1</p> <p>Francis Wilfred Guerdon. 365 Preston Old Rd. Blackburn. Mechanical Engineer.</p>	<p>One.</p>
<p>George Cole 39 Green Drive Larlock Hall Preston Electrical Engineer</p>	<p>One</p>

Dated the 16<sup>th</sup> day of May, 1908

Witness to the above Signatures -

R. C. Baldwin  
Lord St. West  
Blackburn  
Chartered Accountant



605214



THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Articles of Association  
OF  
**PRIMCO LIMITED.**

PRELIMINARY.

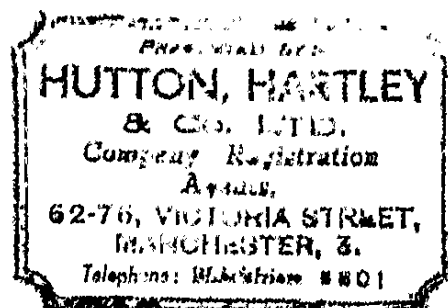
1. Save as hereinafter provided and so far as the same are not inconsistent herewith, the regulations contained in Parts I and II of Table A in the First Schedule to The Companies Act, 1948, shall apply to the Company. Clauses 3, 4, 5 and 6 of Part II of the said Table A shall not apply to the Company. References hereinafter contained to Table A shall be construed as references to Part I of the said Table A.

EXEMPT COMPANY PROVISION.

2. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private Company within the meaning of sub-section (4) of Section 120 of the Act.

LIEN.

3. The lien conferred by Clause 11 of Table A shall attach to fully paid 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 several joint holders.



#### TRANSFER OF SHARES.

4. The Directors may in their absolute discretion and without assigning any reason refuse to register the transfer of any shares.

5. A Share may, subject to the provisions of Clause 4 hereof, be transferred to a person already a member of the Company. In all other cases the following regulations shall apply, namely :—

- (a) The proposing transferor shall give notice in writing to the Company stating the number of shares he desires to sell and the price he considers to be the fair value.
- (b) If within 28 days after the service of such notice the Company notifies him that a member or other person approved by the Directors is willing to purchase the same the proposing transferor shall be bound to transfer the same upon payment of the price fixed by him as aforesaid or at the option of the proposed transferee of the fair value as certified by the Company's Auditor.
- (c) Upon the application of either party the Auditor of the Company acting as an expert and not as an arbitrator shall certify in writing the sum he considers as the fair value.
- (d) If the proposing transferor after becoming bound as aforesaid makes default in transferring, the Company may receive the purchase money and hold it in trust for the proposing transferor, and any Director appointed by the Board for that purpose shall be deemed to be the proposing transferor's duly authorized attorney in his name and on his behalf to execute and deliver a transfer of the said shares. Thereupon the name of the transferee shall be entered upon the register of members as holder of the said shares and the validity of the proceedings shall not be questioned by any person.
- (e) If the Company shall not find a purchaser under the foregoing provisions the proposing transferor may within three calendar months thereafter transfer the said shares or those not placed to any person and at any price, subject nevertheless to the provisions of Clause 4 hereof.

#### BORROWING POWERS.

6. The Directors may at their discretion raise or borrow money for the purposes of the Company's business, and may secure the repayment of the same by mortgage, lien or charge upon the whole or any part of the assets and property of the Company (present or future), including its uncalled or unissued Capital and may issue Bonds, Debentures, or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged. Clause 79 of Table A shall not apply to the contrary.

#### GENERAL MEETINGS.

7. The quorum for any general meeting shall be two members present in person or by proxy.

8. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

9. The Company in convening any General Meeting shall comply with the provisions of Section 130 of the Act as regards giving information to Members concerning their right to appoint proxies, and of Section 102 of the Act as regards sending to the Auditor of the Company notices of and communications relating to such Meeting.

#### VOTES OF MEMBERS.

10. Clause 58 of Table A shall be modified to the extent that a poll may be demanded by two Members present in person or by proxy instead of three Members as therein provided.

#### DIRECTORS.

11. The number of Directors shall not be less than two or more than seven.

12. The first Directors of the Company shall be

GEORGE COLE,  
FRANCIS WILFRED GUERDIEN,  
THOMAS KAY,  
JESSIE LOUISE COLE,  
RICHARD CHARNLEY BALDWIN,  
MARGARET MARY GUERDIEN.

13. 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 of Table A shall be modified accordingly.

14. It shall not be necessary for a Director present at any meeting of Directors or Committee of Directors to sign his name in a book to be kept for that purpose, and Clause 86 of Table A shall be modified accordingly.

15. Clause 88 of Table A shall not apply to the Company.

16. The office of a Director shall be vacated—

- (a) If he become bankrupt or insolvent or compound with his creditors.
- (b) If he become of unsound mind or be found a lunatic.
- (c) If he be convicted of an indictable offence (other than and except an offence arising out of or connected with the ownership or driving of a motor or other vehicle, or an offence connected with any such vehicle, or in anywise relating thereto).
- (d) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.

- (e) If he resigns his office by one calendar month's notice in writing given to the Directors.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Minute Book stating that such Director has ceased to be a Director of the Company.

17. There shall not be any age limit for Directors and Section 185, Sub-sections (1) to (6) of the Act shall not apply to the Company.

#### REGISTER OF DIRECTORS' SHAREHOLDINGS.

18. The Directors shall cause to be kept a register of the Directors' holdings of Shares and Debentures of the Company and of its subsidiary companies or holding company (if any) as required by Section 193 of the Act, and shall render the same available for inspection during the period and by the persons proscribed, and shall produce the same at every Annual General Meeting as required by and otherwise comply with the provisions of that Section.

#### SECRETARY.

19. The Company shall have a Secretary who shall be appointed by the Directors. A sole Director of the Company shall not also be Secretary, and a provision of the Act or of these presents requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

#### NOTICES.

20. Notice of a General Meeting need not be given to any Member in respect of any class of Shares during any period in which by the terms of issue of such Shares the holders are not entitled to receive notices of General Meeting; and Clause 134 of Table A shall be modified accordingly.

#### WINDING UP.

21. The assets of the Company available for distribution among the Members shall be applied—First, in repaying to the holders of Preference Shares (if any) the amounts paid up or credited as paid up on such Preference Shares respectively together with all arrears (if any) and accruals of 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 up or credited as paid up on such Ordinary Shares respectively ; and the balance (if any) shall be distributed among all the holders of shares in the Company in proportion to the number of shares held by them respectively.



NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Francis Wilfred Buerden.

368 Preston Old Rd.

Blackburn.

Mechanical Engineer.

George Cole

39 Green Drive

Lestock Hall

Preston

Electrical Engineer.

Dated the 16<sup>th</sup> day of May, 1958

Witness to the above Signatures—

L.C. Balohun

Lord St. West.

Blackburn

Chartered Accountant

DUPLICATE FOR THE FILE

No. 605214



## Certificate of Incorporation

I Hereby Certify That

PRINCO LIMITED

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

Given under my hand at London this Twenty-eighth day of

May One Thousand Nine Hundred and Fifty eight.

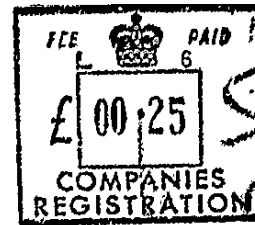
*L. R. (a.c.f.)*  
Registrar of Companies

Certificate  
received by

Date.

*Post*  
28/5/58

Number of Company : 605214



SPECIAL RESOLUTION

OF

PRIMCO LIMITED

Passed 29th June, 1966



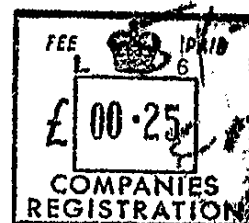
At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at Victoria Mill, Parr Lane, Unsworth, Bury on 29th June, 1966, the following resolution was duly passed as a Special Resolution :-

"That the Share Capital of the Company be increased by the addition thereto of the sum of One thousand nine hundred pounds beyond the registered capital of one hundred pounds and that the additional capital be divided into one thousand nine hundred Ordinary Shares of one pound each, to rank pari passu with the original one hundred Ordinary Shares of one pound each."

Chairman.



No. of Company 605 214



## NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to Section 63

THE COMPANIES ACT, 1948.

**REGISTERED**

9 SEP 1966

Name  
of  
Company { PRIMEO Limited

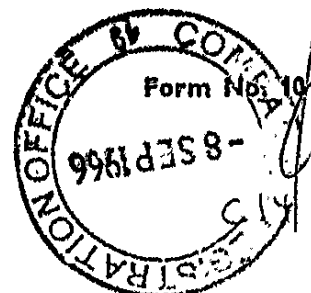
Note. - This notice, accompanied by a printed copy of the Resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said Resolution.

Presented by

Baldwin, Billington & Holden,

2, Lord Street West

ref P.17/D. BLACKBURN. Lancs.



TO THE REGISTRAR OF COMPANIES.

PRIMECO LIMITED,

hereby gives you notice pursuant to Sect. 63 of the Companies Act, 1948, that by

(\*) SPECIAL Resolution of the Company dated

the 29th day of June 1966 the nominal

Capital of the Company has been increased by the addition thereto of the sum of

£ 1900 beyond the registered Capital of £ 100

The additional capital is divided as follows:-

<u>Number of Shares</u>	<u>Class of Share</u>	<u>Nominal Amount of each Share</u>
<u>1900</u>	<u>Ordinary</u>	<u>£1</u>

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new Shares have been or are to be issued are as follows:-  
(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

The additional shares are to rank  
pari passu with the original shares  
of £1 each

(Signature) R. C. Baedem

(State whether Director,  
or Secretary) Director

Dated the 7th day of September 1966

(\*) "Ordinary," "Extraordinary" or "Special."

PRIMCO LIMITED



Statement of Increase of Nominal Capital pursuant to  
s. 112 of the Stamp Act, 1891.

(NOTE - The Stamp Duty on an increase of Nominal Capital is  
Ten shillings for every £100 or fraction of £100 - Section  
Finance Act, 1933)

**REGISTERED**

**17 SEP 1966**

This Statement is to be filed within 15 days after the  
passing of the Resolution by which the Registered Capital  
is increased, and if not so filed Interest on the Duty at the  
rate of 5 per cent. per annum from the passing of the  
Resolution is also payable (s. 5, Revenue Act, 1903).

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

Presented for registration by

Baldwin, Billington and Holden,  
Chartered Accountants,  
Bank Chambers, 2 Lord Street West,  
Blackburn, Lancashire.



THE NOMINAL CAPITAL OF

PRINCO LIMITED

has by a Resolution of the Company dated 29th June, 1966  
been increased by the addition thereto of the sum of £1,900,  
divided into 1,900 Ordinary Shares of £ One each, beyond  
the Registered Capital of One Hundred pounds.

Signature *R. C. Baedem*

Description *Director*

Date *7<sup>th</sup> September, 1966*

CHANCERY DIVISION

GROUP A

Mr Registrar Berkeley

Wednesday the 11th day of July 1973

IN THE MATTER OF PRIMCO LIMITED

and

IN THE MATTER of THE COMPANIES ACT 1948

UPON THE APPLICATION by Originating Summons dated the 19th June 1973 of the above-named Primco Limited who registered office is situate at Victoria Mill, Parr Lane, Unsworth, Near Bury, in the County of Lancaster.

AND UPON IDEARING the Solicitors for the Applicant.

AND UPON READING the said Originating Summons the Affidavit of William Judge and the Affidavit of Cyril Richard Billington both filed the 5th July 1973 and the Exhibit in the first-mentioned Affidavit referred to (being the Aircraft Mortgage hereinafter mentioned).

AND THE COURT being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 95 of the above-mentioned Act the Aircraft Mortgage hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that it is just and equitable to grant relief DOTT pursuant to Section 101 of the said Act ORDER that the time for delivering to the Registrar of Companies for registration the Aircraft Mortgage dated the 12th April 1973 and made between the Applicant of the one part and Lombard North Central Limited of the other part <sup>(Lombard)</sup> ~~hereby~~ the Applicant assigned to the said Lombard North Central Limited one Piper Comanche Sportsman (Twin) registration mark G-AVAD serial number 30-1999 together with Lycoming engines and all radio aids and accessories to the said Aircraft Mortgage and more particularly described in the Third Schedule to secure repayment of the sum of £10,000 and interest as therein mentioned)





together with the prescribed Particulars thereof be and the same is hereby extended to the 25th day of July 1973.

AND IT IS ORDERED that the Applicant do deliver an Office Copy of this Order to the Registrar of Companies.

AND this Order is without prejudice to the right of any party acquired prior to the time when the said Aircraft Mortgage shall be actually registered.

**MAURICE BERKELEY**  
REGISTRAR





THE COMPANIES ACTS 1948 TO 1976

Form No. 14

14

# Notice of passing of resolution removing an auditor

Pursuant to section 14(6) of the Companies Act 1976

Please do not  
write in this  
binding margin



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

To the Registrar of Companies

For official use

Company number

064

605214

\* delete if  
inappropriate

Name of Company	PRIMO LTD
	Limited*

hereby gives you notice in accordance with subsection (6) of section 14 of the  
Companies Act 1976 that by a resolution passed at a general meeting of the company

Full name of  
removed auditor

on 30 JUNE 1984  
ASTLEY BALDWIN, CHARTERED ACCOUNTANTS

Principal place  
of business of  
removed auditor

of 10-14 WELLINGTON ST (ST JOHNS)  
BLACKBURN BB1 8AG

† delete if  
inappropriate

was removed as auditor before the expiration of his term of office with effect from  
†[the passing of the resolution]

‡ delete or  
complete as  
appropriate

‡[the 10 ]

§ delete as  
appropriate

Signed Sun-lob [Director] [Secretary] § Date 1 AUGUST 1984

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

For official use  
General section

Post room



Cat. No. CF 14

Lewis, Coates & Lucas, Limited 37-45 Paul Street, London EC2A 4PB



Number of Company : 605214  
The Companies Act, 1985  
Company Limited By Shares  
Special Resolution pursuant to Section 378 of the Companies Act, 1985

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PRIMCO LIMITED

AT THE COMPANY'S OFFICES, GRIMSHAW LANE

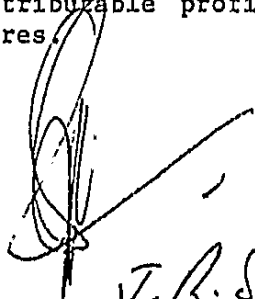
MIDDLETON, MANCHESTER ON 20 MAY, 1988

Present: J R S COX - Chairman  
J L COLE  
S E COLE - Secretary  
L G COLE

The members unanimously approved a special resolution proposed by the directors to amend the Company's Articles of Association to include the following Article hereinafter to be referred to as article 22.

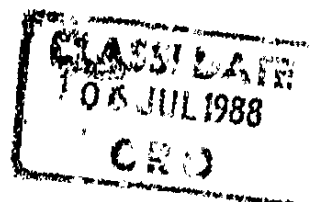
PURCHASE OF OWN SHARES

Subject to the provisions of the 1985 Companies Act, the company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.



J.R.S. Cox.

Chairman



Number of Company : 605214  
The Companies Act, 1985  
Company Limited By Shares  
Special Resolution pursuant to Section 378 of the Companies Act, 1985

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PRIMCO LIMITED

AT THE COMPANY'S OFFICES, GRIMSHAW LANE

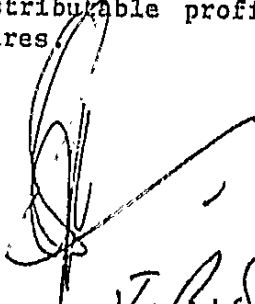
MIDDLETON, MANCHESTER ON 20 May, 1988

Present: J R S COX - Chairman  
J L COLE  
S E COLE - Secretary  
L G COLE

The members unanimously approved a special resolution proposed by the directors to amend the Company's Articles of Association to include the following Article hereinafter to be referred to as article 22.

PURCHASE OF OWN SHARES

Subject to the provisions of the 1985 Companies Act, the company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

  
J.R.S. Cox.  
Chairman





## COMPANIES FORM No. 169

**Return by a company purchasing its own shares****169**

Pursuant to section 169 of the Companies Act 1985

Please do not  
write in  
this marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\* Insert full name  
of company**Note**This return must be  
delivered to the  
Registrar within a  
period of 28 days  
beginning with the  
first date on which  
shares to which it  
relates were delivered  
to the companyA private company  
is not required to  
give this informationTo the Registrar of Companies  
(Address overleaf)

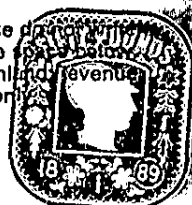
For official use

Company number

[ ] [ ] [ ] [ ]

605214

Name of company

\* PRINCO LIMITEDPlease  
in the  
For Inland  
use on

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	ORDINARY		
Number of shares purchased	180		
Nominal value of each share	£1		
Date(s) on which the shares were delivered to the company	31.3.88		
Maximum prices paid \$ for each share			
Minimum prices paid \$ for each share			

The aggregate amount paid by the company for the shares to which this return relates was:

£ 16,200

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

£ 81

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

Signed

Sara ColeDesignation SECRETARYDate 28.4.88Presentor's name address and  
reference (if any):S. E. COLE  
17 BEECHWOOD AVE  
SOUTHAMPTON  
SO 3 3PLFor official Use  
General Section

Post room

COMPANIES  
25 MAY 1988

COMPANIES REGISTRATION

1 03 MAY 1988

STAMP DUTY NOTIFICATION

17 OCT 1988

M OFFICE 69



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

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

605214

Name of company

\* PRINCO LIMITED

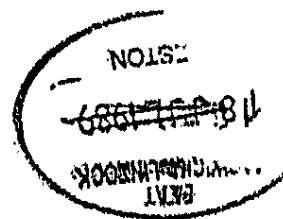
\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 31st July 1989 the nominal capital of the company has been  
increased by £ 748,000 beyond the registered capital of £ 2000.

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:

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



Please tick here if  
continued overleaf

☐

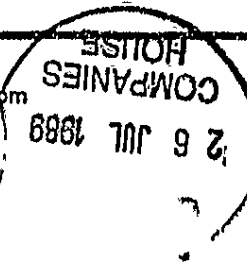
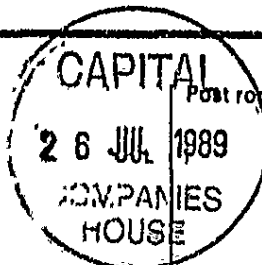
Signed S. Sivalolo

[Director][Secretary]† Date

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

SCOLE  
17 Beechwood Rise  
West End  
Southampton  
Hants SO8 3PW.

For official Use  
General Section



† delete as  
appropriate

ON 31ST JULY, 1989 AT 9.30 A.M.

010453

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 605214

I hereby certify that

PRIMCO LIMITED

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

GEORGE COLE TECHNOLOGIES LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 18 DECEMBER 1989

*F. A. Joseph*

F. A. JOSEPH

an authorised officer



COMPANY NUMBER 605214

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

GEORGE COLE TECHNOLOGIES LIMITED

Dated this 17<sup>th</sup> day of February 1992

#### WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

#### SPECIAL RESOLUTION

1. That the Company be re-registered as a public Company as defined in Section 1(3) of the Companies Act 1985, pursuant to Sections 43 to 48 of that Act.

(a) The Company's Memorandum be altered as follows:-

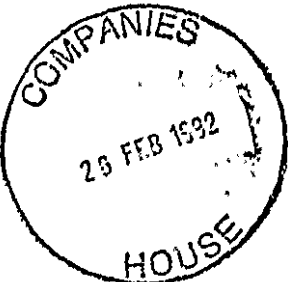
(i) so that, with effect from the date of re-registration as a public Company, it states the name of the Company is "GEORGE COLE TECHNOLOGIES PLC"; and

(ii) so that, with effect from the date of re-registration as a public Company, it states that the Company is to be a public Company; and

(iii) so that, with effect from the date of re-registration as a public Company, the objects set forth in Clause 4 of the printed document attached to this resolution and for the purpose of identification marked 'M' be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof.

Cont/d....

WR

  
JORDAN & SONS L  
21 ST THOMAS ST  
BRISTOL, BS1 6JS

(b) That the regulations set forth in the printed document attached to this resolution and for the purpose of identification marked 'A', 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, with effect from the date of re-registration of the Company as a public Company.

Signature ..... *J.L. Cole* .....

Name J.L. COLE

Signature ..... *S.E. Cole* .....

Name SE COLE

Signature ..... *Lawrence G. Hicks* .....

Name LG HICKS

*J.L. Cole*

J.L. COLE  
(for and on behalf of Trustees of  
J.L. COLE Settlement)

*H.P. Ward*  
*Shood*

H.P. Ward Trustee of J.L. Cole  
Settlement

J.R. Howard Trustee of J.L. Cole  
Settlement

WR



**G**

COMPANIES FORM No. 43(3)

**Application by a private  
company for re-registration  
as a public company****43(3)**Please do not  
write in  
this margin

Pursuant to section 43(3) 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

[ ] [ ] [ ] [ ] [ ] [ ]

605214

Name of company

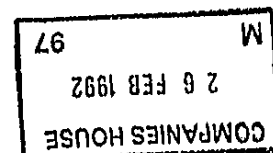
\* Insert existing full  
name of company\* GEORGE COLE TECHNOLOGIES LIMITEDo Insert full name of  
company amended  
to make it appropriate  
for this company as  
a public limited  
companyapplies to be re-registered as a public company by the name of o GEORGE  
COLE TECHNOLOGIES PLC

and for that purpose delivers the following documents for registration:

- 1 Declaration made by a director or the secretary in accordance with section 43(3)(e) of the above Act (on Form No 43(3)(e) )
- 2 Printed copy of memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act.
- 3 Copy of auditors written statement in accordance with section 43(3)(b) of the above Act
- 4 Copy of relevant balance sheet and of auditors unqualified report on it

5 delete if section 44  
of the Act does not  
apply[5 ~~Copy of any valuation report.~~]† delete as  
appropriateSigned Sarah Cole{Director}[Secretary]† Date 17<sup>th</sup> February 1992

PRINTED AND SUPPLIED BY

**Jordans**JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON W1 6EE  
TELEPHONE 01 253 3030  
TELEX 281010Presenter's name address and  
reference (if any):ROGER LA  
JORDAN & SONS LTD  
21 ST THOMAS ST  
BRISTOL, BS1 6JSFor official Use  
General SectionLSONW8/014670/LSO  
Post room

Company Number: 605214

The Companies Act 1985

PUBLIC COMPANY LIMITED BY SHARES

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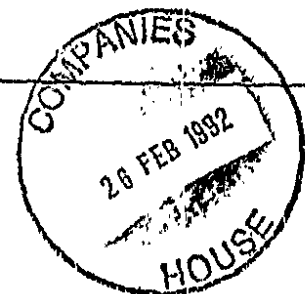
# MEMORANDUM AND ARTICLES OF ASSOCIATION

GEORGE COLE TECHNOLOGIES PLC

Incorporated the 28th day of May 1958  
as a private company, and re-registered  
as a public company on the       day  
of       1992)

---

Jordan & Sons Limited  
Company Formation and Information Specialists  
Legal Stationers and Publishers  
Branches throughout the United Kingdom  
Head Office Telephone 0272-230600 Fax 0272-230063



THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

GEORGE COLE TECHNOLOGIES PLC

(Altered with effect from the date of re-registration as a Public Company)

1. The Company's name is "GEORGE COLE TECHNOLOGIES PLC".
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:-
  - (a) (i) To carry on business as impregnators, coaters, manufacturers, merchants, and distributors of textiles, fabrics and paper and board products, and to carry out any process or treatment in connection with any of those materials, or plastic or filamentous materials.
  - (ii) To carry on business as manufacturers of oiled silk, oilskin, holland, leathercloth, furnishing and upholstery fabrics and materials, as proofers of textiles and fabrics, coaters and laminators, varnishers and stainers of paper and board; to manufacture, make-up and market all classes of goods made from any of the Company's products or any other materials added thereto.
  - (iii) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

\* The name of the Company was on the 18th day of December 1989, changed from "PRIMCO LIMITED".

PLC91/SF

(b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(d) To acquire or 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 the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and

guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(o) 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.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(r) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(s) 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 or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act; 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 dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) If and only to the extent permitted by the Act, to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.



(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

5. The liability of the Members is limited.

6. \*The Company's share capital is £750,000 divided into 750,000 shares of £1 each.

\* By Resolution passed on the 29th day of June 1966, the share capital of the Company was increased from £100 to £2,000 divided into 2,000 shares of £1 each.

\* By Resolution passed on the 31st day of July 1989, the share capital of the Company was increased from £2,000 to £750,000 divided into 750,000 shares of £1 each.

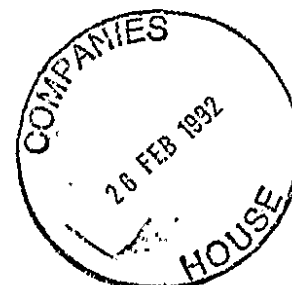
THE COMPANIES ACTS 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

GEORGE COLE TECHNOLOGIES PLC

(Adopted with effect from the date of re-registration as a Public Company)



PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

(c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.

(d) Save as authorised by the Act, the Company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.

(e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

#### SHARES

3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS AND RESOLUTIONS

4. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company.

5. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(b) Clause 41 in Table A shall not apply to the Company.

#### APPOINTMENT OF DIRECTORS

6. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

#### BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

#### ALTERNATE DIRECTORS

8. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### GRATUITIES AND PENSIONS

9. (a) The Directors may exercise the powers of the Company conferred by Clause 4(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

## PROCEEDINGS OF DIRECTORS

10. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

## THE SEAL

11. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## INDEMNITY

12. (a) Every Director or other officer or Auditor of the Company shall 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 144 or Section 727 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 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

**KPMG** Peat Marwick

Edward VII Quay  
Navigation Way  
Ashton-on-Ribble  
PRESTON  
PR2 2YF

605214

Auditors' statement to the directors of George Cole Technologies Limited  
pursuant to Section 43(3)(b) of the Companies Act 1985

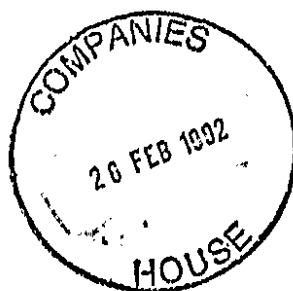
We have examined the balance sheet of George Cole Technologies Limited as at 31 July 1991, which formed part of the financial statements of the company for the year then ended audited by us. The scope of our work for the purpose of this statement was limited to an examination of the relationship of amounts stated in the audited balance sheet in connection with the company's proposed re-registration as a public company.

In our opinion, the balance sheet shows that at 31 July 1991 the amount of the company's net assets was not less than the aggregate of its called-up share capital and undistributable reserves.

*KPMG Peat Marwick*

Chartered Accountants  
Registered Auditor

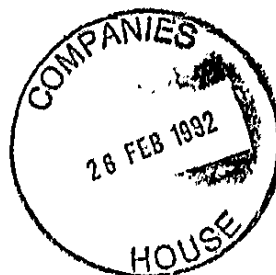
28 January 1992



JORDAN & SONS  
21 ST THOMAS ST  
PRESTON, BS1 6JS  
L20 6SS/18

**George Cole Technologies Limited**  
**Directors' Report and Financial Statements**  
**31 July 1991**

Registered Number 605214



# George Cole Technologies Limited

## Directors' report and financial Statements

<i>Contents</i>	<i>Page</i>
Directors' report	1-2
Auditors' report	3
Profit and loss account	4
Balance sheet	5
Statment of source and application of funds	6
Notes	7-14



# George Cole Technologies Limited

## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 July 1991.

### Principal activity

The principal activity of the company is the manufacture of pre-impregnated materials and the sale of fishing rods and accessories.

### Business review

Because of the economic recession turnover was down by 13% on the previous year. This was anticipated by the directors and a short term strategy of consolidation introduced.

As a result profits for the year were quite satisfactory and it is with optimism that the directors look forward to the coming year.

The profit and loss account on page 4 shows the results for the year and the proposed transfer to reserves.

### Proposed dividend

A dividend of 9.3 pence per share was paid during the year (1990 : £Nil).

### Directors and directors' interests

The directors during the year and their interests in the company's ordinary shares were:

	31 July 1991	31 July 1990
Mrs J L Cole (Chairman)	129,150	129,150
J R S Cox	-	-
F Caldecutt	-	-

In addition SE Cole and LG Hicks were appointed directors on 1 August 1991.

In accordance with the Articles of Association, Mr F Caldecutt retires and, being eligible, offers himself for re-election.

### Significant changes in fixed assets

Details of changes in fixed assets are given in note 8 to the financial statements.

# George Cole Technologies Limited

## Directors' report (continued)

In accordance with Section 385, Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick as auditors will be proposed at the forthcoming Annual General Meeting.

By order of the board

SE Cole  
*Secretary*

Grimshaw Lane  
Middleton  
MANCHESTER  
M24 2AA

25 October 1991

**Report of the auditors to the members of George Cole Technologies Limited**

**We have audited the financial statements on pages 4 to 14 in accordance with Auditing Standards.**

**In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 July 1991 and of its profit and source and application of funds for the year then ended and have been properly prepared in accordance with the Companies Act 1985.**

**KPMG Peat Marwick**  
*Chartered Accountants*  
*Registered Auditor*

**25 October 1991**

# George Cole Technologies Limited

## Profit and loss account for the year ended 31 July 1991

	Note	1991 £	1990 £
Turnover	2	3,111,006	3,572,115
Costs of sales		(2,235,968)	(2,648,409)
<b>Gross profit</b>		<b>875,038</b>	<b>923,706</b>
Distribution costs		(102,447)	(123,113)
Administrative expenses		(520,536)	(589,004)
Interest payable	6	(7,386)	(40,068)
Interest receivable		8,354	-
<b>Profit on ordinary activities before taxation</b>	3	<b>253,023</b>	<b>171,521</b>
Tax on profit on ordinary activities	7	(56,982)	(44,822)
<b>Profit for the financial year</b>		<b>196,041</b>	<b>126,699</b>
Dividends paid		(50,015)	-
<b>Retained profit for the financial year</b>		<b>146,026</b>	<b>126,699</b>
Retained profit brought forward		459,053	332,354
<b>Retained profit carried forward</b>		<b>£ 605,079</b>	<b>£ 459,053</b>

# George Cole Technologies Limited

## Balance sheet at 31 July 1991

	Note	1991 £	1990 £
<b>Fixed assets</b>			
Tangible assets	8	620,234	648,668
Investments	9	3,600	3,600
		<hr/>	<hr/>
		623,834	652,268
<b>Current assets</b>			
Stocks	10	632,006	533,942
Debtors	11	879,874	1,029,901
Cash at bank and in hand		405,907	345,011
		<hr/>	<hr/>
		1,917,787	1,908,854
<b>Creditors: amounts falling due within one year</b>	12	(1,163,520)	(1,272,305)
		<hr/>	<hr/>
<b>Net current assets</b>		754,267	636,549
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		1,378,101	1,288,817
<b>Creditors: amounts falling due after more than one year</b>	13	(136,202)	(172,722)
<b>Provisions for liabilities and charges</b>	14	(52,420)	(72,642)
		<hr/>	<hr/>
<b>Net assets</b>		£1,189,479	£1,043,453
		<hr/>	<hr/>
<b>Capital and Reserves</b>			
Called up share capital	15	537,810	537,810
Share premium account		46,410	46,410
Capital redemption reserve		180	180
Profit and loss account		605,079	495,053
		<hr/>	<hr/>
		£1,189,479	£1,043,453
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 25 October 1991 and were signed on its behalf by:

JRS Cox  
Director

# George Cole Technologies Limited

## Statement of source and application of funds for the year ended 31 July 1990

	£	1991 £	£	1990 £
<b>Source of funds</b>				
Profit on ordinary activities before taxation		253,023		171,521
Adjustments for items not involving the movement of funds:				
Depreciation	100,945		103,372	
Loss on sale of tangible fixed assets	838		1,292	
	<u>          </u>	101,783	<u>          </u>	104,664
<b>Funds generated from operations</b>		354,806		276,185
<b>Funds from other sources</b>				
Proceeds of sale of tangible fixed assets and property held for resale	11,575		13,320	
(Decrease)/increase in creditors falling due after more than one year	5,241		(15,489)	
	<u>          </u>	16,816	<u>          </u>	(2,169)
		371,622		274,016
<b>Application of funds</b>				
Purchase of fixed assets	84,924		199,263	
Tax paid	77,929		63,131	
Dividend paid	50,015		-	
	<u>          </u>	(212,868)	<u>          </u>	(262,394)
<b>Increase in working capital</b>		£158,754		£ 11,622
<b>Components of increase in working capital</b>				
Stocks		78,907		(45,662)
Debtors		(133,355)		29,483
Creditors falling due within one year		151,526		(37,429)
<b>Movement in net liquid funds:</b>				
Cash at bank and in hand	10,896		87,216	
Bank loans and overdraft	50,780		(21,986)	
	<u>          </u>	61,676	<u>          </u>	65,230
		£158,754		£ 11,622

# George Cole Technologies Limited

## Notes to the financial statements

### 1 Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements:

#### a) *Basis of accounting*

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

#### b) *Turnover*

Turnover represents the value of goods invoiced to third parties, exclusive of VAT.

#### c) *Depreciation*

Depreciation is provided on assets in use at rates designed to write off their cost over their useful lives as follows:

Long leasehold buildings	-	2% Straight line
Motor vehicles	-	25% )
Plant and machinery	-	10% - 33% ) Reducing balance
Fixtures and fittings	-	15% )

#### d) *Stocks*

Stocks are valued at the lower of cost and net realisable value. Cost includes the appropriate elements of materials, direct labour and manufacturing overheads.

#### e) *Deferred Taxation*

Deferred taxation is provided using the liability method in respect of all timing differences except where, in the opinion of the directors, the liability is unlikely to arise in the foreseeable future. The provision is reduced by the tax benefit of any accumulated losses.

#### f) *Research and Development*

Research and development expenditure is written off as it is incurred.

#### g) *Finance Leases and Hire Purchase Contracts*

Assets obtained under hire purchase and finance lease contracts are capitalised and depreciated over their useful lives. The interest element of the rental obligation is charged to the profit and loss account over the period of the contract on a straight line basis.

# George Cole Technologies Limited

## Notes to the financial statements (continued)

### 2 Turnover

Turnover derives from:

	1991 £	1990 £
Manufacture of pre-impregnated materials	2,735,297	3,094,651
Fishing rods and accessories	375,709	477,464
	<hr/>	<hr/>
	£3,111,006	£3,572,115
	<hr/>	<hr/>

Analysis of turnover by geographical area is as follows:

	1991 £	1990 £
United Kingdom	2,415,987	2,946,008
Europe	519,018	606,691
Rest of the World	176,001	19,416
	<hr/>	<hr/>
	£3,111,006	£3,572,115
	<hr/>	<hr/>

### 3 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated:

*After charging*

	1991 £	1990 £
Depreciation of tangible fixed assets		
- owned	75,105	69,248
- on hire purchase	25,840	34,124
Finance charges on hire purchase contracts	3,392	30,056
Directors' emoluments (see note 4)	81,826	103,562
Directors' pension contributions	1,650	-
Auditors' remuneration and expenses	9,000	9,000
	<hr/>	<hr/>

*After crediting*

Exceptional item - pension scheme refund	88,010	-
	<hr/>	<hr/>



# George Cole Technologies Limited

## Notes to the financial statements (continued)

### 4 Emoluments of directors

Excluding pension contributions, the emoluments of the chairman were £21,000 (1990 : £22,394) and those of the highest paid director were £30,922 (1990 : £30,560); the emoluments of the directors were within the following ranges:

	1991	1990
£20,001 - £25,000	1	2
£25,001 - £30,000	1	2
£30,001 - £35,000	1	-
	<u>3</u>	<u>4</u>

### 5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	1991	1990
Production	26	40
Sales and distribution	13	10
Administration	10	9
	<u>49</u>	<u>59</u>

The aggregate payroll costs of these persons were as follows:

	1991 £	1990 £
Wages and salaries	626,126	593,902
Social security costs	60,717	64,525
Other pension costs	15,496	14,160
	<u>£702,339</u>	<u>£672,587</u>

### 6 Interest payable

	1991 £	1990 £
Bank loans and overdrafts repayable within 5 years	3,994	8,275
Other interest	3,392	31,793
	<u>£ 7,386</u>	<u>£ 40,068</u>

# George Cole Technologies Limited

## Notes to the financial statements (continued)

### 7 Taxation

	1991 £	1990 £
Taxation based on the profit for the year of the company:		
Corporation tax at 25% (1990 : 25.72%)	41,492	42,217
Tax on pension scheme refund	35,204	-
Deferred taxation - release/(charge) to profit and loss account	(20,222)	3,431
Adjustment relating to prior year	508	(826)
	<hr/>	<hr/>
	£ 56,982	£ 44,822

### 8 Tangible fixed assets

	Long Leasehold Land & Buildings £	Motor Vehicles £	Plant & Machinery £	Fixtures & Fittings £	Total £
<b>Cost:</b>					
At beginning of year	149,094	135,708	743,871	102,535	1,131,208
Additions	3,907	55,110	18,574	7,333	84,924
Disposals	-	(23,384)	-	-	(23,384)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At end of year	153,001	167,434	762,445	109,868	1,192,748
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Depreciation:</b>					
At beginning of year	17,017	44,599	368,302	52,622	482,540
Charged in year	2,720	25,540	63,785	8,900	100,945
Disposals	-	(10,971)	-	-	(10,971)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At end of year	19,737	59,168	432,087	61,522	572,514
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Net Book Value:</b>					
At 31 July 1991	£133,264	£108,266	£330,358	£ 48,346	£620,234
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 31 July 1990	£132,077	£ 91,109	£375,569	£ 49,913	£648,668
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

Included in motor vehicles above are assets on hire purchase with a net book value of £99,827 (1990 : £88,648). Depreciation of £18,292 (1990 : £24,690) has been charged on these assets during the year. In addition, included in plant and machinery are machines on hire purchase with a net book value of £30,189 (1990 : £37,737). Depreciation of £7,548 (1990 : £9,434) has been charged on these machines during the year.

# George Cole Technologies Limited

## Notes to the financial statements (continued)

### 9 Investments

	1991 £	1990 £
Shares in subsidiary companies at cost	108,822	108,822
Less amounts due to subsidiary companies	(108,822)	(108,822)
Shares in related company at cost	3,600	3,600
	<hr/>	<hr/>
	£ 3,600	£ 3,600
	<hr/>	<hr/>

The company owns 100% of the issued share capital of the following companies which are all registered in Great Britain and do not trade:

North Western Blanks Limited  
 Impregnated Papers Limited  
 Primco Limited  
 Shannonvale Plastics (UK) Limited

Group financial statements have not been prepared because the directors are of the opinion that it would involve expense out of proportion to the value to the members.

The company also owns 9% of the issued share capital of Shannonvale Plastics Limited, incorporated in the Republic of Ireland.

### 10 Stocks

	1991 £	1990 £
Raw materials and consumables	393,184	284,042
Finished goods and goods for resale	238,822	249,900
	<hr/>	<hr/>
	£632,006	£533,942
	<hr/>	<hr/>

### 11 Debtors

	1991 £	1990 £
Trade debtors	834,291	962,219
Other debtors	20,924	49,865
Prepayments and accrued income	24,659	17,817
	<hr/>	<hr/>
	£879,874	£1,029,901
	<hr/>	<hr/>

# George Cole Technologies Limited

## Notes to the financial statements (continued)

### 12 Creditors: amounts falling due within one year

	1991	1990
£	£	£
Bank loans and overdrafts (secured)	35,672	44,691
Trade creditors	683,330	836,704
Amounts owed to related companies	197,318	147,318
Other creditors including taxation and social security:		
Corporation tax	24,820	42,217
ACT payable	16,672	-
Other taxes and social security	49,059	22,771
Finance lease and hire purchase creditors	28,869	51,339
Directors loan account	62,665	13,270
Other creditors	30,390	4,349
	<u>212,475</u>	<u>133,946</u>
Accruals and deferred income	34,725	109,646
	<u>£1,163,520</u>	<u>£1,272,305</u>

The bank loans and overdrafts are secured on the property and assets of the company.

### 13 Creditors: amounts falling due after more than one year

	1991	1990
£	£	£
Bank loans (secured)	80,817	122,578
Hire purchase creditors	38,516	33,275
Amounts owed to subsidiary companies	16,869	16,869
	<u>£136,202</u>	<u>£172,722</u>

# George Cole Technologies Limited

## Notes to the financial statements (continued)

### 14 Provisions for liabilities and charges

	Deferred Taxation £
Balance at 1 August 1990	72,642
Credit to the profit and loss account	<u>(20,222)</u>
Balance at 31 July 1991	<u>£ 52,420</u>

The amount provided for deferred taxation is the full potential liability, calculated on the liability method at 25% as set out below:

	Provided £	1991 Not Provided £	Provided £	1990 Not Provided £
Difference between accumulated depreciation and capital allowances	52,420	-	72,642	-
Capital gain on sale of assets to be rolled over	-	17,254	-	17,254
	<u>52,420</u>	<u>17,254</u>	<u>72,642</u>	<u>17,254</u>

### 15 Share capital

	1991 £	1990 £
Authorised, allotted, called up and fully paid ordinary shares of £1 each	<u>537,810</u>	<u>537,810</u>

### 16 Obligations under finance leases and hire purchase contracts

Obligations under finance leases and hire purchase contracts, shown net of finance charges, are payable as follows:

	1991 £	1990 £
Within one year	28,869	51,339
Between two and five years	38,516	33,275
	<u>£ 67,385</u>	<u>£ 84,614</u>

# George Cole Technologies Limited

## Notes to the financial statements (continued)

### 17 Pension scheme

The company operates a defined Contribution Pension Scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £7,763 (1990: £4,160). There were outstanding contributions payable to the fund at the year end of £26,798.

# G

COMPANIES FORM No. 43(3)(e)

## Declaration of compliance with requirements by a private company on application for re-registration as a public company

# 43(3)(e)

Please do not  
write in this margin

Pursuant to section 43(3)(e) 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

--	--	--

605214
--------

Name of company

* GEORGE COLE TECHNOLOGIES LIMITED
------------------------------------

\* Insert full name  
of company

I, SARA ELIZABETH COLE  
of 17 BEECHWOOD RISE  
WEST END SOUTHAMPTON HAMPSHIRE

† delete as  
appropriate

§ insert date

(the secretary)(a director) of the company, do solemnly and sincerely declare that:  
1 the company, on 17th February 1992, passed a special resolution  
that the company should be re-registered as a public company;  
2 the conditions of sections 44 and 45 of the above Act (so far as applicable) have been satisfied;  
3 between the balance sheet date and the application for re-registration, there has been no change in  
the company's financial position that has resulted in the amount of its net assets becoming less than  
the aggregate of its called-up share capital and undistributable reserves.  
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 Southampton  
Hamper Rd

Declarant to sign below

Sara Cole

the 17th day of February  
One thousand nine hundred and ninety-two

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

ERIC ROBINSON & CO.  
18 WEST END ROAD  
BITTERNE  
SOUTHAMPTON SO9 4NJ

PRINTED AND SUPPLIED BY

**Jordans**

JORDAN & SONS LIMITED  
JORDAN HOUSE  
BRUNSWICK PLACE  
LONDON N1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010



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

LEO GOSWICK  
JORDAN & SONS LTD  
21 ST THOMAS ST  
BRISTOL BS1 6JS

For official Use  
General Section

Post room

87	M
26 FEB 1992	
COMPANIES HOUSE	



**CERTIFICATE OF INCORPORATION  
ON RE-REGISTRATION OF PRIVATE COMPANY  
AS A PUBLIC COMPANY**

**No 605214**

**I hereby certify that**

**GEORGE COLE TECHNOLOGIES LIMITED**

**formerly registered as a private company has this day  
been re-registered under the Companies Act 1983 as a  
public company under the name of**

**GEORGE COLE TECHNOLOGIES PLC**

**and that the company is limited**

**Given under my hand at Cardiff the 28TH FEBRUARY 1992**

*Neil Jeehanan*

**HA JEEHANAN**

**An Authorised Officer**



# 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 inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies  
(Address overleaf - Note 6)

Company number

605214

Name of company

GEORGE COLE TECHNOLOGIES PLC

\* Insert full name of company

**Note**  
Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. 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 10

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

Day Month Year

3 1 10 1 9 2

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

5. 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 the second part of section 225(4) 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.

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

6. Signed

Scrymgeour

Designation: SECRETARY Date 6<sup>th</sup> July 1992

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

S. Cole.  
17 Birchwood Rise  
West End  
Southampton  
Hants SO3 3PW

For official use  
D.E.B.

Post 100  
COMPANIES HOUSE  
14 JUL 1992  
M 87



Peat Marwick

605214

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Navigation Way  
Ashton-on-Ribble  
Preston  
Lancashire PR2 2YF

Telephone 0772 722822  
Telefax 0772 736777  
Telex 668265 PMMMAN G  
DX 700417 Preston 3

The Directors  
George Cole Technologies plc  
Grimshaw Lane  
Middleton  
MANCHESTER M24 2AA

Our ref dmcm/37/abm/mb

15 December 1994

Dear Sirs

**Notice of resignation**

We hereby give notice of our resignation as auditors of your company with effect from today.

We enclose our statutory statement given in connection with our ceasing to act.

Yours faithfully

**KPMG Peat Marwick**

**Enclosure**



Member firm of  
KPMG Peat Marwick Coopers

Registered to carry on audit work and authorised to carry on investment business by the  
Institute of Chartered Accountants in England & Wales  
The address for the purposes of Section 4, Companies (Accounts) Act 1995 is 1 Puddle Dock,  
Blackfriars, London EC4V 3DF at which a list of partners' names is available for inspection



Peat Marwick

Edward VII Quay  
Navigation Way  
Ashton-on-Ribble  
Preston  
Lancashire PR2 2YF

Telephone 0772 722822  
Telefax 0772 736777  
Telex 868265 PMMMAN G  
DX 700417 Preston 3

The Directors  
George Cole Technologies plc  
Grimshaw Lane  
Middleton  
MANCHESTER M24 2AA

Our ref dmcm/37/abm/mb

15 December 1994

Dear Sirs

**Statement on ceasing to act as auditors**

Following our resignation as auditors, we report that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

**KPMG Peat Marwick**



Member firm of  
Klynveld Peat Marwick Goerdeler

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

The address for the purposes of Section 4, Business Names Act 1985 is: Puddle Dock  
Bricklayers, London EC4V 3PD in which a list of partners' names is available for inspection