

Company Number 710603

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TILBURY (CITY) LIMITED

Passed 24th April 1987

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Tilbury House, Rusper Road, Horsham, West Sussex RH12 4BB on the Twentyfourth day of April 1987, the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

(1) That the Memorandum of Association of the Company be modified by omitting Sub-clauses 3 (a) and 3 (b) and by substituting the following sub-clauses in lieu thereof, namely:-

3. (a) (1) To carry on the business of general contractors, civil engineers, mechanical and electrical engineers, builders, bricklayers, stonemasons, demolition contractors, painting contractors, shop front fitters, shopfitters, painters, plasterers, decorators, french polishers, paperhangers, sanitary engineers, plumbers,

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WILDMAN & BATTELL LTD.,  
BRIDGE HOUSE,  
181 QUEEN VICTORIA STREET,  
LONDON, EC4V 4DD  
Tel: 248 2387



*[Handwritten signature]*

joiners, carpenters, engineers, lime and cement merchants, roofing contractors, erectors, constructors, decorators, repairers, cleaners and finishers of buildings, erections, constructions, repairers of and dealers in electrical accumulators, batteries, acids and containers, dynamos, motors, transformers, magnetos and electrical plant fittings apparatus, lamps and accessories generally.

(2) To develop any lands or buildings wherever situate as a building estate, and to construct and erect houses, flats, factories, warehouses and buildings of any kind thereon and to lay out roads, pleasure gardens and recreation grounds, to purchase, sell, hold, take on lease or in exchange or otherwise acquire and hold any lands or buildings wherever situate or rights or interests therein or connected therewith and to manage, farm or let the same or any part thereof.

(3) To carry on business as builders' and decorators' merchants and as manufacturers, exporters, importers, hirers, wholesalers, retailers, mail order dealers and workers in plastic and metal structures of all kinds, tools, machinery, granite, marble, steel, iron, metal, wood, timber, bricks, stone, gravel, clay, china, porcelain, terra cotta, earthenware, tiles, pipes, mosaics, cement, lime, slates, windows, doors, shutters, wallboard, paper, basins, cisterns, locks, bolts, baths, stores, sanitaryware, household fittings, damp course materials, paint of all kinds, varnish, enamel, cellulose, putty, glass, distemper, wallpaper, brooms, brushes, hardware, furniture, upholstery, builders' and decorators' plant, materials, requisites, fittings and articles of every description.

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and that the remaining sub-clauses of Clause 3 shall be relettered consecutively.

(2) That the document now produced to the Meeting and signed by the Chairman for the purpose of identification be adopted as the New Articles of Association of the Company in substitution for the existing Articles of Association.

*S. Brand*

Chairman of Meeting

THE COMPANIES ACT 1985

-and-

THE COMPANIES ACTS 1948 to 1981

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

TILBURY (CITY) LIMITED

(Adopted by Special Resolution  
passed on 24<sup>th</sup> April  
March 1987).

PRELIMINARY

1. THE Regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 at the date of adoption of this Article (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby. References hereinafter to Regulations shall be construed as referring to those in Table A. "The regulations contained in Table A in the First Schedule to the Companies Act 1948 and any amendment or alteration thereof shall not apply to the Company".



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2. REGULATIONS 24, 40, 64, 65 to 69 (inclusive), 73 to 77 inclusive, 79, 80 and 93 shall not apply to the Company.

#### INTERPRETATION

3. FOR the purposes of these Articles the expression "the Company's Holding Company" shall mean any person or company which for the time being holds more than one half in nominal value of the equity share capital of the Company.

#### PRIVATE COMPANY

4. THE Company is a private company as defined by Section 1(3) of the Act, and accordingly:-

4.1. the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company; and

4.2. the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered for sale to the public;

and Sections 58 to 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

#### SHARES

5. THE authorised share capital of the Company at the date of the adoption of these Articles is £50,000. divided into 50,000 Ordinary Shares of £1. each.



6. SUBJECT to these Articles, all unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may with the prior consent in writing of the Company's Holding Company allot, grant options over, offer or otherwise deal with or dispose of the same to such persons (including any Directors) at such times and generally on such terms and conditions and in such manner as the Directors think proper, and

6.1. sub-section (1) of Section 89 of the Act is hereby excluded in its application in relation to allotments of equity securities (as defined in Section 94 of the Act); and

6.2. the Directors are hereby generally and unconditionally authorised for the purposes of Section 80 of the Act but subject to their obtaining the prior consent in writing of the Company's Holding Company to exercise the powers of the Company to allot relevant securities (as defined in the said Section 80), and subject as aforesaid are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with the said Section 80:-

6.2.1. the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be the amount of unissued relevant securities (as so defined) existing from time to time throughout the period of this authority; and

6.2.2. such authority shall expire on the fifth anniversary of the passing of the resolution for the

adoption of this Article or any renewal or variation and renewal of this Article.

#### PURCHASE OF OWN SHARES

7. REGULATION 35 shall be read and construed as if the words "or otherwise as permitted by law" were included at the end thereof.

#### PROCEEDINGS AT GENERAL MEETING

8. NO business shall be transacted at any general meeting unless a quorum of members is present. The quorum for any General Meeting shall be two members present in person, of whom a one shall be the Company's Holding Company by its duly authorised representative.

9. REGULATION 53 shall be read and construed as if the words "one or more members" were followed by the words "In the case of a member which is a corporation the resolution may be executed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative".

#### DIRECTORS

10. UNLESS and until the Company in general meeting shall otherwise determine, the number of Directors shall not be subject to any maximum but need not exceed one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.

11. THE Company's Holding Company shall have power from time

to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a director or the Secretary of the Company's Holding Company on its behalf, and shall take effect when delivered to the registered office for the time being of the Company or to the Secretary of the Company or when produced at a meeting of the Directors. The Directors shall not be subject to retirement by rotation and accordingly all references in the regulations of Table A to retirement by rotation shall be disregarded.

12. THE remuneration of the Directors shall from time to time be determined by the Company's Holding Company. Regulation 82 shall be modified accordingly.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

13. REGULATION 81 shall be modified:-

(i) by the deletion of the words "either - (i)" to "1960, or ii)" in paragraph (c) thereof and the inclusion therein after the words "property or affairs" of the words "and the directors pass a resolution that he has by reason of mental disorder vacated office".

(ii) by the deletion of paragraph (d) thereof and the inclusion in place thereof of the following:-

"(d) he resigns (but in the case of a director holding any executive office, subject to the terms of any contract between him and the Company) his office by notice in writing delivered to the



registered office of the Company or tendered at a meeting of the directors and the directors resolve to accept the same; and

(iii) by a resolution after paragraph (e) thereof of the following:

"(f) is removed from office pursuant to Article 11".

#### BORROWING POWERS

14. THE Directors may exercise all the powers of the Company to borrow money, whether or not in excess of the nominal amount of the share capital of the Company for the time being issued, in such manner and upon such terms and on such security as may seem to them to be expedient and to mortgage or charge all or any part or parts of its undertaking, property and assets, both present and future, including its uncalled capital, and subject to compliance with the requirements of Section 80 of the Act 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.

#### GUARANTEE POWERS

15. THE Directors may exercise all the powers of the Company to give guarantees or indemnities either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee or indemnity and in particular (but without limiting the generality of the foregoing) may give such guarantee or indemnity for the performance of the contracts, engagements, liabilities,

obligations, mortgages, charges, debentures, debenture stock and bonds of and payment of the capital or principal (together with any premium) of and dividends or interest on any stock, shares or securities of any company which is a subsidiary or holding company of the Company or a subsidiary of any such holding company or in which the Company is for the time being directly or indirectly interested.

#### PROCEEDINGS OF DIRECTORS

16. REFERENCE to "meeting of the directors" in Regulation 88 shall be read and construed to include meeting either in person or by telephone provided that all parties to the meeting can hear each other.

17. A RESOLUTION in writing (i) of the Directors of which each of the Directors entitled to receive notice of a meeting of Directors has approved; or (ii) of a committee of Directors of which each of the members of the committee entitled to receive notice of a meeting of such committee has approved, either by signing the same (whether the same consists of one instrument or of several instruments in like form each signed by one or more Directors or members as the case may be) or by giving to the Company notice of his approval by letter, telex or telecopy or other device for the transmission of written matter, shall be as valid and effective for all purposes as a resolution passed at a meeting of the Directors or, as the case may be, of such committee duly convened and held.

18. A DIRECTOR may vote as a Director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and if he shall so vote his vote shall be counted PROVIDED THAT he shall have disclosed the nature and

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extent of his interest in accordance with Regulation 85.

Regulation 98 shall be modified and construed accordingly.

19. ANY Director may appoint any person to be his alternate; and every such alternate 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 notice of meetings of the Directors, and to attend and vote as a Director and be counted towards the quorum at any such meeting at which the Director appointing him is not personally present and where he is himself a Director to have a separate vote at meetings of Directors on behalf of the Director he is representing in addition to his own vote, and generally at such meetings to have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. Any appointment or revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if sent to or left at the registered office of the Company shall be sufficient evidence of such appointment or revocation. Every such alternate shall be an officer of the Company and he shall not be deemed to be the agent of the Director nominating him.

#### INDEMNITY

20. SUBJECT to the provisions of the Act every Director and other officer for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all losses, costs, charges, expenses and liabilities (including without prejudice to the generality of the foregoing

any such liability as is mentioned in Section 310 of the Act or any statutory modification, amendment or re-enactment thereof from time to time in force) which he may sustain or incur in or about the execution of his office and discharge or purported discharge of his duties or otherwise in relation thereto and whether such duties are owed to the Company or to any other person whomsoever, 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 PROVIDED ALWAYS that this Article shall only have effect insofar as its provisions are not avoided by the said Section 310. Regulation 118 of Table A shall be modified accordingly.

#### REGIONAL DIRECTORS

21. THE Directors shall have power from time to time by resolution to appoint any one or more persons to the office of regional director of the Company and the following provisions with regard to any such appointment or appointments shall have effect:-

(i) The appointment, tenure of office, remuneration (if any) and scope of duties of a regional director shall be determined from time to time by the Directors with full power to make such arrangements as they think fit; and the Directors shall have the right to enter into any contracts on behalf of the Company or transact any business of any description without the knowledge of approval of a regional director, except that no act shall be done that would impose any personal liability on any regional director except with his full knowledge and consent.

(ii) The Directors may also from time to time remove any regional director from office and if they so decide appoint another in his place but any such removal shall take effect without prejudice to the rights of either party under any agreement between the regional director and the Company.

(iii) The appointment of a person to be a regional director may be in place of or in addition to his employment by the Company in any other capacity but unless otherwise expressly agreed between him and the Company the appointment as regional director shall not affect the terms and conditions of his employment by the Company in any other capacity whether as regards duties, remuneration, pension or otherwise. The office as a regional director shall be vacated if he becomes of unsound mind or bankrupt or makes any arrangement or composition with his creditors generally, or becomes prohibited from being concerned or taking part in the management of the Company by reason of any order made under the Company Directors Disqualification Act 1986, or if he resigns his office or is removed from office by a resolution of the board.

(iv) A regional director shall not be or be deemed to be a director of the Company within the meaning of that word as used in the Companies Act 1985 or these articles and no regional director shall be entitled to attend or be present at any meeting of the board or of any committee of directors unless the directors shall require him to be in attendance.



(v) A regional director shall attend meetings of the directors and of any committee of the directors whenever called upon to do so and shall at all times be ready to give the directors the benefit of his knowledge, experience and advice.

*L. Beand*