

806 128/1

DECLARATION of Compliance with the requirements of
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

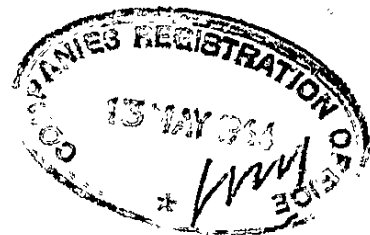
PURLE BROTHERS HOLDINGS
LIMITED

led by

Freshfields,

1 Bank Buildings, Princes Street,

London, E.C.2.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I am ("a") a Solicitor of

ed in the formation

PURLE BROTHERS HOLDINGS Limited,

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

Note.—margin is reserved for binding and must not be written across.

Declared at 1 Bank Buildings,

Princes Street, London, E.C.2.

the 13th day of May

one thousand nine hundred and sixty-

four

Before me,

James P. Holmes

A Commissioner for Oaths [Notary Public or Justice of the Peace]

CSU

DAMAGED DOCUMENT

STATEMENT OF THE NOMINAL CAPITAL

OF

PURLE BROTHERS HOLDINGS

LIMITED



Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

21 MAY 1964

THE NOMINAL CAPITAL of the above named Company is £100

Signature

Freshfields

Description Solicitors engaged in the formation of the Company

dated the

13th

day of

May

1964

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 fraction of £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the company if appointed by the Articles of Association, or by the Solicitor(s) engaged in formation.

Presented by

Freshfields, TCHN/JKN

1 Bank Buildings, Princes Street,
London, E.C.2.



THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

11-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.



COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948

806128

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

PURLE BROTHERS HOLDINGS LIMITED

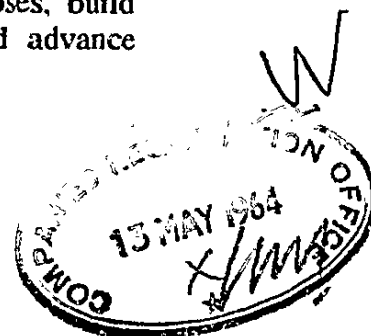
21 MAY 1964

1. The name of the Company is "PURLE BROTHERS HOLDINGS LIMITED".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are as follows:—

- (1) To carry on business as sanitary contractors, contractors for the disposal of sludge, sewage and residues of every description, whether liquid or solid, animal, mineral or vegetable matter, cesspool, cesspit and grease trap emptiers, and cleaners of all kinds and descriptions, and as contractors for the cartage of coal and coal dust and the disposal thereof.
- (2) To manufacture, purchase, sell, deal in or otherwise dispose of chemicals, vegetable or other manures and other substances, materials and things that may conveniently be dealt with in connection with disposal of sewage, sludge or residues of any kind or description.
- (3) To purchase take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description, and to lay out land for building purposes, build thereon, let on building or other leases and advance



money to builders, tenants and others; and to design, construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, watercourses, houses, buildings and erections of all descriptions, and all other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of constructing, executing, working, developing, and administering the same.

- (4) 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 foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on

any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (11) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem to be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (12) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the lossess of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.
- (13) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (14) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right

to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.

- (18) To borrow and raise money in any manner and on any terms.
- (19) For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking, property and rights (including property and rights to be subsequently acquired) of the Company, and any money uncalled on any shares of the capital, original or increased of the Company and whether at the time issued or created or not and to create, issue, make and give debentures, debenture stock, bonds or other obligations, perpetual or otherwise, with or without any mortgage or charge on all or any part of such undertaking, property, rights and uncalled money.
- (20) To make, draw, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (21) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (22) To undertake and transact all kinds of trust and agency business.
- (23) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary or the relations, connections or dependants of any such persons. to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the

benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.

- (24) To establish any scheme, fund or plan for the granting of options upon any unissued shares of the Company to employees and Directors of the Company or any subsidiary company of the Company or any other company in which the Company may be interested whether directly or indirectly and to endow or to make such contributions to such scheme, fund or plan as shall be requisite.
- (25) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (28) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the Members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used with reference to the Company, shall be deemed to include any incorporated body and any partnership or body of

persons, whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 800 shares of two shillings and sixpence each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the 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>J. K. McCall <i>McCALL</i> 1, Bank Buildings, Princes Street, Solicitor London E.C.2</p>	<p>one</p>
<p>J. J. Wild, <i>Wild</i> 1, Bank Buildings, Princes Street, London E.C.2 Legal Executive.</p>	<p>One</p>

DATED this 13th day of May, 1964.

WITNESS to the above Signatures:—

G. B. Orr, *Orr*
1, Bank Buildings,
Princes Street,
London, E.C.2.

Solicitor's attested clerk.

REGIS.

21 MAY 1954

THE COMPANIES ACT, 1948

806128

COMPANY LIMITED BY SHARES



Articles of Association

OF

PURLE BROTHERS HOLDINGS LIMITED

1. The Company is a Private Company within the meaning of the Companies Act, 1948, and the following regulations and the regulations contained in Part II of Table A in the First Schedule to that Act (except in so far as they are varied herein) shall be the Articles of Association of the Company.

2. Part I of Table A shall, as applied to the Company, be varied as follows:—

Number of Regulation in Part I of Table A.	Variation.	Extent of Variation.
79	Omit	the proviso.
84 (2) and (4)	Substitute	Article 3.
89	Omit	the words "all the directors shall retire from office".

3. No Director shall be disqualified by his office from contracting with the Company nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by him from any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Subject to such disclosure as is mentioned in regulation 84 (1) of Part I of Table A, a Director may vote in respect of any contract or arrangement in which he is interested, and be reckoned for the purpose of constituting a quorum of Directors.

4. Any Director may in writing appoint any person to be his alternate. An alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and generally to perform all the functions of his appointor as a Director in his absence. A Director may at any time in writing revoke the appointment of his alternate. Every alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. An alternate shall not be entitled to any remuneration.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

J. K. McCall.

1, Bank Buildings,
Princes Street,
Solicitor London E.C.2.

J. J. Wild,

1, Bank Buildings,
Princes Street
Legal Executive, London, E.C.2.

DATED this 13th day of May, 1964.

WITNESS to the above Signatures:—

G. B. Orr,

1, Bank Buildings,

Princes Street,

London, E.C.2,

Solicitor's articled clerk.

DUPLICATE FOR THE FILE.

No. 806128



Certificate of Incorporation

I Hereby Certify that

PURLE BROTHERS HOLDINGS LIMITED

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

Given under my hand at London this TWENTY-FIRST DAY OF MAY
ONE THOUSAND NINE HUNDRED AND SIXTY FOUR.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by }

*B.E. Service,
for Freshfields.*

Date *21-5-64*

THE COMPANIES ACT, 1948



A 5s.
Company
Registration Fee
Stamp must
be impressed
here.

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

(Pursuant to section 110 (3))

Insert the
Name of
Company

Insert the Name of Company	[Redacted]	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> REGISTERED 14 AUG 1964 </div>
	PURLE BROTHERS HOLDINGS LIMITED	

Section 110 of the Companies Act, 1948, provides that:—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by Freshfields,

1 Bank Buildings, Princes Street,

London, E.C. 2.



The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

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

To the REGISTRAR OF COMPANIES.

PURLE BROTHERS HOLDINGS LIMITED
hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act, 1948, that the register of members of the Company
is kept at Close Brothers Ltd., Shell House, 55, Bishopsgate,
London, E.C. 2.

Signature _____

(~~State whether~~
~~Director or Secretary~~) Director

Dated the 14 day of August 1964.

NOTE.—This Margin is reserved for binding and must not be written across.

THE COMPANIES ACT, 1948.

RESOLUTIONS

— OF —

PURLE BROTHERS HOLDINGS LIMITED

Passed 14th August, 1964.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company held at Shell House, 55, Bishopsgate, London, E.C.2, on Friday, the 14th August, 1964, the subjoined Resolutions were duly passed as SPECIAL RESOLUTIONS:—

RESOLUTIONS.

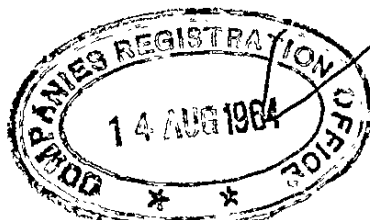
1. That with a view to the acquisition of the whole, or not less than ninety per cent. of the issued share capitals of:—

- (1) Purle Bros. Limited
- (2) Purbridge Limited
- (3) Sludge Disposals Limited
- (4) M. & M. Mechanical Emptiers Limited; and
- (5) Tovey Transport Limited

the authorised share capital of the Company be and it is hereby increased from £100 to £62,500 by the creation of 499,200 new Ordinary Shares of 2s. 6d. each to rank upon issue *pari passu* with the existing Ordinary Shares of 2s. 6d. each in the capital of the Company.

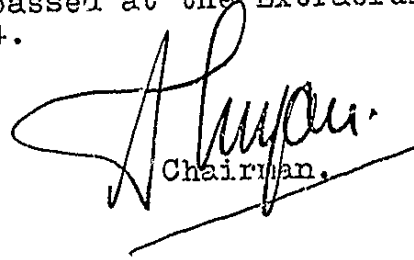
2. That the authorised share capital of the Company be and it is hereby further increased from £62,500 to £150,000 by the creation of 700,000 new Ordinary Shares of 2s. 6d. each to rank upon issue *pari passu* with the existing Ordinary Shares of 2s. 6d. each in the capital of the Company.

3. That the regulations contained in the printed document produced to the Meeting and signed for identification by the Chairman be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.



A handwritten signature in dark ink, appearing to be 'H. H. H. H.' or similar, written over the bottom right of the page.

This is a copy of the printed document containing the Regulations which were adopted as the Articles of Association of the Company pursuant to Resolution number 3 passed at the Extraordinary General Meeting held on 14th August, 1964.


Chairman.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

— OF —

PURLE BROTHERS HOLDINGS LIMITED.

(Adopted by Special Resolution passed on the day of
August, 1964.)

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act, 1948, shall not apply to the Company.

2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column.

WORDS.	MEANINGS.
The Act ...	The Companies Act, 1948.
The Statutes ...	The Companies Act, 1948 and every other Act for the time being in force affecting the Company.
These Articles ...	These Articles of Association, as originally adopted or as from time to time altered by Special Resolution.

WORDS.	MEANINGS.
The Directors ...	The Directors for the time being of the Company.
The Board ...	The Directors or any of them acting as the Board of the Company.
The Office ...	The Registered Office for the time being of the Company.
The Seal	The Common Seal of the Company.
The Register ...	The Register of Members of the Company.
The United Kingdom ...	Great Britain and Northern Ireland.
Paid	Paid or credited as paid.
Dividend	Dividend or bonus.
Year	Year from the 1st January to the 31st December inclusive.
Month	Calendar month.
In writing ...	Written, or produced by any visible substitute for writing, or partly one and partly another.

The expression "Secretary" shall include a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary.

Words denoting the singular number shall include the plural number and vice versa.

Words denoting the masculine gender shall include the feminine gender.

Words denoting persons shall include corporations.

Save as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake, may be undertaken at such time or times as the Board thinks fit,

and may be suffered to be in abeyance, whether already commenced or not, so long as the Board deems it expedient not to commence or proceed with such branch or kind of business.

4. No part of the funds of the Company shall be employed in the purchase of, or in loans upon the security of, the Company's shares, and the Company shall not, except as authorised by Section 54 of the Act, give any financial assistance for the purpose of or in connection with any purchase or subscription of shares in the Company or, if and when it is a subsidiary, in its holding company, nor, except as authorised by the Statutes, make, or guarantee or provide any security in connection with, a loan to any Director or to any director of its holding company, if any. The Company shall not, except as authorised by Section 27 of the Act, be a member of a company which is its holding company.

SHARE CAPITAL.

CAPITAL.

5. The Share Capital of the Company as at the date of the adoption of these Articles is £150,000 divided into 1,200,000 Ordinary Shares of 2s. 6d. each.

VARIATION OF RIGHTS.

6. Whenever the capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders (but not otherwise), be varied, abrogated or affected and may be so varied, abrogated or affected either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these Articles relating to General Meetings or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a

quorum as above defined is not present, those Members who are present in person or by proxy shall be a quorum, and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

7. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be varied, abrogated or affected by the creation or issue of further shares ranking *pari passu* therewith.

SHARES.

8. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by resolution determine.

9. Subject to the provisions of these Articles relating to new shares, all unissued shares for the time being in the capital of the Company shall be at the disposal of the Board, and it may (subject to the provisions of the Statutes) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as it shall think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the Statutes, and in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than 5 per cent. of the nominal amount of the share.

10. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the commission paid or agreed to be paid shall not exceed 10 per cent. of the price at which the shares in respect of which the commission is paid, are issued and shall be disclosed in the manner required by that section. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in another. The Company may also on any issue of shares pay such brokerage as may be lawful.

11. If any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period the Company may, subject to the conditions and restrictions contained in Section 65 of the Act, pay interest on so much of such share capital as is for the time being paid up, and may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings or the provisions of the plant.

12. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES.

13. Every person whose name is entered as a Member in the Register shall be entitled, without payment, to receive within two months after allotment or transfer (or within such other period as the conditions of issue shall provide) one certificate in respect of each class of shares held by him, or, upon payment of such sum (if any) not exceeding one shilling for every certificate after the first as the Board shall from time to time determine, to several certificates, each for one or more of his shares. Shares of different classes may not be included in the same certificate. Where a Member has transferred a part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge. Every certificate shall be issued under the Seal, as provided in Article 132, and shall specify the shares to which it relates, and the amount paid up thereon. In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate for each class of shares so held, and delivery of a certificate for a share to one of several joint holders shall be deemed sufficient delivery to all.

14. If a share certificate is worn out, defaced, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding one shilling and on such terms (if any) as to evidence

and indemnity with or without security as the Board requires. In the case of loss or destruction, the person availing himself of the provisions of this Article shall also pay to the Company all expenses incidental to the investigation of evidence of loss or destruction and the preparation of the requisite form of indemnity.

CALLS ON SHARES.

15. The Board may from time to time (subject to any terms upon which any shares may have been issued) make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium); provided that (except as otherwise fixed by the terms of issue) no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than one month from the date fixed for the payment of the last previous call. Each Member shall (subject to receiving at least one month's notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or the time fixed for its payment postponed by the Board.

16. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed, and may be made payable by instalments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

18. If a sum called in respect of a share is not paid before or on the day appointed for payment, the person from whom the sum is due shall pay interest thereon from the day appointed for payment to the time of actual payment at such rate, not exceeding 10 per cent. per annum, as the Board determines; but the Board shall be at liberty to waive payment of such interest wholly or in part.

19. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these Articles relating to payment

of interest and expenses, forfeiture and otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The Board may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

21. The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and may pay upon all or any of the moneys so advanced (until the same would but for such advance become presently payable) interest at such date (if any) as may be agreed upon between the Board and such Member.

LIEN ON SHARES.

22. The Company shall have a first and paramount lien on every share (not being a fully paid share) registered in the name of a Member (whether solely or jointly with others) for all moneys, whether presently payable or not, due to the Company by him or his estate either solely or jointly with any other person; but the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

23. The Company may sell, in such manner as the Board thinks fit any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is then owing, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum then owing, and stating the intention to sell in default, shall have been given to the holder for the time being of the share, or the person entitled by reason of death or bankruptcy to the share.

24. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser. The purchaser shall be entered in the Register as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall

his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

25. The proceeds of sale shall be received by the Company and applied in or towards payment or satisfaction of the debt or liability in respect of which the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

FORFEITURE OF SHARES.

26. If a Member fails to pay the whole or any part of any call or instalment of a call on the day fixed for payment, the Board may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any accrued interest and any costs, charges and expenses incurred by the Company by reason of such non-payment.

27. The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and place appointed, the shares on which the call was made will be liable to be forfeited.

28. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before the payments required by the notice have been made, be forfeited by a resolution of the Board to that effect. Every forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture.

29. A forfeited share may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board thinks fit, and at any time before sale, re-allotment or disposal, the forfeiture may be annulled on such terms as the Board thinks fit. The Board may authorise some person to execute the transfer of a forfeited share to any such other person.

30. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture were then owing by him to the Company in respect of the shares, with interest thereon at the rate of 10 per cent. per annum from the date of forfeiture until payment, but the Board shall be at liberty to waive payments of such interest wholly or in part.

31. The Board may accept the surrender of any share which it is in a position to forfeit upon such terms and conditions as may be agreed. Any share so surrendered may be disposed of in the same manner and upon the same terms as a forfeited share.

32. A statutory declaration in writing that the declarant is one of the Directors or the Secretary, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of such facts as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof shall constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder thereof, and his title to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or disposal of the share.

TRANSFER OF SHARES.

33. All transfers of shares not represented by warrant to bearer shall be effected by transfer in writing in any usual common form or in such other form as the Board may from time to time or at any time approve.

34. The instrument of transfer of a share shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof, provided that in the case of a partly paid share the instrument of transfer must also be signed by or on behalf of the Transferee.

35. The Board may, in its absolute discretion, refuse to register any transfer of shares which are not fully paid and

shall not be bound to specify the grounds upon which such registration is refused.

36. The Board may also refuse to recognise any instrument of transfer, if:—

- (a) the registration fee of two shillings and sixpence (or such lesser fee (if any) as the Board from time to time prescribes as the registration fee) is not paid to the Company in respect thereof; or
- (b) it is not accompanied by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; or
- (c) it is for shares of more than one class; or
- (d) it is for shares upon which the Company has a lien; or
- (e) the transferee named therein is:—
 - (i) an infant person; or
 - (ii) a person incapable by reason of mental disorder of managing and administering his property and affairs; or
 - (iii) a partnership in its partnership name; or
- (f) in the case of a transfer to joint holders, they exceed four in number.

37. If the Board refuses to register a transfer, it shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

38. The registration of transfers may be suspended and the Register closed at such times and for such period as the Board may from time to time determine, provided that it shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

39. In case of the death of a Member, the survivor, where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole holder, shall be the

only persons recognised by the Company as having any title to his share, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

40. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to his title being produced as may from time to time be properly required by the Board, and subject as hereinafter provided, elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the transferee thereof but the Board shall, in either case, have the same right to decline or suspend registration as it would have had in the case of a transfer of the share by that Member before his death or bankruptcy as the case may be.

41. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member and who elects to be registered himself shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share to that person. All the provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall apply to any such notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by that Member.

42. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall be entitled to receive, and may give a discharge for all dividends and other moneys payable in respect of the share, but he shall not be entitled to receive notices of or, save as provided by Article 85, to attend or vote at meetings of the Company or to any of the rights or privileges of a Member until he shall have become a Member in respect of the share. The Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and, if the notice is not complied with within sixty days, the Board may thereafter withhold payment of all dividends or other moneys payable in respect of the share and such person shall not thereafter have any right to attend or vote at any General Meeting in respect of the share until the requirements of the notice have been complied with.

43. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney, notice in lieu of distringas, deed poll or other document relating to or affecting the title to any share, such fee (if any) not exceeding two shillings and sixpence as the Board may from time to time require or prescribe.

STOCK.

44. The Company in General Meeting may from time to time by Ordinary Resolution convert any fully paid shares into stock, and re-convert any stock into fully paid shares of any denomination.

45. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same provisions of these Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable but so that the minimum shall not exceed the nominal amount of the shares from which the stock arose.

46. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in dividends and profits and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such rights, privileges or advantages.

47. All the provisions of these Articles applicable to fully paid shares, shall apply to stock, and the words "share" and "Member" shall be construed accordingly.

SHARE WARRANTS TO BEARER.

48. Subject to the provisions of the Statutes the Board may issue under the Seal share warrants to bearer in respect of any fully paid shares, and all shares while represented by warrants shall be transferable by delivery of the warrants relating

thereto and may provide by coupons or otherwise for the payment of future dividends on the shares included in such warrants.

49. Any person applying to have a share warrant issued to him shall at the time of application pay, if so required by the Board, the stamp duty (if any) payable in respect thereof, or if the Company shall previously have compounded for such stamp duty, then such sum (if any) as the Board may determine in respect of the amount payable or paid by the Company for such composition and also such fee (if any) as the Board shall from time to time fix.

50. The Board may determine and from time to time vary the conditions upon which share warrants may be issued and in particular upon which a new share warrant or coupon will be issued in the place of one worn out, defaced, or destroyed, and upon which the bearer of a share warrant shall be entitled to attend and vote at General Meetings; provided that no new share warrant shall be issued except on proof that the original warrant has been destroyed.

51. Subject to the provisions of these Articles and of the Statutes, the bearer of a share warrant shall be deemed to be a Member of the Company to the full extent, and shall be subject to the conditions for the time being in force.

52. If the bearer of a share warrant shall surrender it to be cancelled together with all outstanding dividend coupons (if any) and make an application in writing signed by him in such form and authenticated in such manner as the Board shall require requesting to be registered as a Member in respect of the share or shares specified in the share warrant, and stating in such application his name, address and occupation, he shall upon payment of such sum (if any) not exceeding two shillings and sixpence as the Board may from time to time prescribe, be entitled to have his name entered as a Member in the Register in respect of the share or shares specified in the share warrant so surrendered.

CONSOLIDATION, SUB-DIVISION AND CANCELLATION OF SHARES.

53. The Company may from time to time by Ordinary Resolution—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing

shares and authorise the Board to make such provisions as they think fit for the case of any fractions arising in the case of such consolidation and division.

- (b) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association, subject, nevertheless, to the provisions of Section 61 (1) (d) of the Act, and so that, as between the holders of the resulting shares, one or more of such shares may (by the resolution by which the sub-division is effected) be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares but so that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each share resulting from the sub-division shall be the same as it was in the case of the share from which such shares were derived.
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

INCREASE OF CAPITAL.

54. The Company in General Meeting may from time to time by Ordinary Resolution increase its share capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe.

55. The Company may by the resolution increasing the share capital direct that the new shares or any of them shall be offered in the first instance either at par or at a premium or (subject to the provisions of the Statutes) at a discount to all the existing holders of any class of shares for the time being in proportion as nearly as may be to the number of shares of such class held by them respectively or make any other provisions as to the issue of such new shares, and, subject to or in default of any such direction, the provisions of these Articles shall apply to the new shares in the same manner in all respects as if they

had formed part of the share capital of the Company at the date of the adoption of these Articles.

REDUCTION OF CAPITAL.

56. Subject to the consents and incidents required by the Statutes, the Company may by Special Resolution reduce its share capital, any capital redemption reserve fund and any share premium account in any way and in particular, without prejudice to the generality of such powers, may extinguish or reduce the liability on any of its shares in respect of share capital not paid up, or, either with or without extinguishing or reducing liability on any of its shares, cancel capital which has been lost or is unrepresented by available assets, or, pay off any share capital which is in excess of the wants of the Company.

REDEEMABLE PREFERENCE SHARES.

57. The Company may by Special Resolution create and sanction the issue of Preference Shares which are, or at the option of the Company are to be, liable to be redeemed, subject to and in accordance with the provisions of Section 58 of the Act. The Special Resolution sanctioning any such issue shall also specify by way of an addition to these Articles the terms on which and the manner in which any such Preference Shares shall be redeemed.

MEETINGS OF MEMBERS.

CONVENING OF GENERAL MEETINGS.

58. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice convening it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Subject as aforesaid Annual General Meetings shall be held at such times and places as the Board may determine.

59. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

60. The Board may call an Extraordinary General Meeting whenever it thinks fit, and, on the requisition of Members

in accordance with Section 132 of the Act, it shall forthwith convene an Extraordinary General Meeting. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS.

61. Fourteen clear days' notice at the least or, in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution, twenty-one clear days' notice at the least (in all cases exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) shall be given in manner provided by these Articles to such Members as are, under the provisions of these Articles, entitled to receive notices from the Company, to each of the Directors and also to the Company's Auditors.

62. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the last preceding Article, be deemed to have been duly called if it is so agreed:—

- (a) in the case of a meeting called as an Annual General Meeting, by all the Members having the right to attend and vote thereat: and
- (b) in the case of any other meeting, by a majority in number of the Members having that right together holding not less than 95 per cent. in nominal value of the shares giving that right.

63. Every notice of meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of such business. Every notice convening an Annual General Meeting shall specify the meeting as such and every notice convening a meeting to pass a Special or Extraordinary Resolution shall also specify the intention to propose the resolution as a Special Resolution or as an Extraordinary Resolution, as the case may be. Every notice of meeting shall state with reasonable prominence that a Member entitled to attend and vote is entitled to appoint a proxy to attend and on a poll to vote thereat instead of him and that a proxy need not be a Member.

64. The accidental omission to give notice of any meeting, or (in cases where the sending out of forms of proxy with the notice of meeting is required by these Articles) the accidental omission to send such form of proxy with the notice to, or the non-receipt of the notice of meeting or such form of proxy by any person entitled to receive the same, shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS.

65. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of sanctioning or declaring dividends, the consideration of the accounts and balance sheet, the reports of the Directors and Auditors and any other documents required to be annexed to the balance sheet, the election of Directors in the place of those retiring by rotation or otherwise, the re-appointment of, and the fixing of the remuneration of, the Auditors and the voting of remuneration or extra remuneration to the Directors.

66. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Three Members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a Member shall be deemed to be personally present for the purpose of this Article if represented by its representative duly authorised in accordance with Article 78.

67. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such day and to such time, and place, as may be fixed by the chairman of the meeting and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.

68. The Chairman (if any) of the Board or in his absence the Deputy Chairman (if any) shall preside as chairman at every General Meeting of the Company. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor the Deputy Chairman is present within ten minutes after the time fixed for holding the meeting or is

willing to act as chairman of the meeting, the Members present shall choose some Director, or if no Director is present, or if all the Directors present decline to take the chair, they shall choose some Member present to be chairman of the meeting.

69. The chairman of a meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except the business left unfinished by the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

70. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded:—

- (a) by the chairman of the meeting; or
- (b) by at least three Members present in person or by proxy and entitled to vote; or
- (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

71. If a poll is duly demanded, it shall be taken in such manner as the chairman of the meeting may direct, and the

result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

72. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman of the meeting directs, but in any case not more than twenty-eight days after the meeting at which the poll was demanded and any business other than that upon which a poll has been demanded may be proceeded with pending the completion of the poll. The demand for a poll may be withdrawn at any time before the conclusion of the meeting or the date fixed for the taking of the poll.

73. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a Member or as a representative or proxy of a Member.

VOTES OF MEMBERS.

74. Subject to any special terms as to voting upon which any shares may be issued, or may for the time being be held, every Member present in person and entitled to vote shall have one vote on a show of hands, and on a poll every Member present in person or by proxy and entitled to vote shall have one vote for every 2s. 6d. of nominal share capital of which he is the holder.

75. On a poll votes may be given in person or by proxy.

76. On a poll a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

77. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register.

78. Any corporation which is a Member may, by resolution of its directors or other governing body, authorise such

person as it thinks fit to act as its representative at any General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

79. A Member incapable by reason of mental disorder of managing and administering his property and affairs, may vote, whether on a show of hands or on a poll, by his receiver, or other person authorised by any Court of competent jurisdiction to act on his behalf, and such person may on a poll vote by proxy.

80. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

81. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

82. Proxy forms shall be sent by the Company to all Members entitled to notice of and to attend and vote at any meeting at which the business of the meeting includes special business, and such proxy forms shall be so worded that a Member may vote either for or against the resolutions to be proposed at that meeting which comprise such special business. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, or, if such appointor be a corporation, under its common seal, or the hand of an officer or attorney duly authorised, but the execution of such instrument need not be attested.

83. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or an office or notarially certified copy of such power or authority, shall be deposited at the Office, or at such other place as the notice of meeting shall specify, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 48 hours before the time

appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

84. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or incapacity of the principal, or revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, or the transfer of the share in respect of which the instrument of proxy is given; provided that no intimation in writing of such death, incapacity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

85. Any person becoming entitled in consequence of the death or bankruptcy of a Member or otherwise than by transfer to a share conferring a right to vote may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such share, provided that 48 hours at least before the time fixed for holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right (subject to the provisions of these Articles) to transfer such share, or the Board shall have previously admitted his right to vote at such meeting or adjourned meeting in respect thereof.

DIRECTORS.

NUMBER AND APPOINTMENT OF DIRECTORS.

86. Unless and until otherwise from time to time determined by resolution of the Company in General Meeting, the Directors shall not be less than two nor more than ten in number.

87. The Board shall have power at any time, and from time to time, to appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director so appointed shall retire from office at the next following Annual General Meeting, and shall

then be eligible for re-appointment, but shall not be taken into account in determining the Directors to retire by rotation at such meeting under the provisions in that behalf contained in these Articles.

88. The continuing Directors may act notwithstanding any vacancies in their number, but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Directors may act for the purpose of filling up vacancies in their number or of calling a General Meeting of the Company, but not for any other purpose.

89. Except as otherwise authorised by Section 183 of the Act, the election or appointment of any person proposed as a Director shall be effected by a separate resolution and a single resolution purporting to elect or appoint two or more persons to be Directors shall be ineffective and void.

90. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for appointment to the office of a Director at any General Meeting, unless not less than seven nor more than thirty clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

91. The Board shall cause to be kept the Register of the Directors' holdings of shares and debentures of the Company and of its subsidiaries or holding company (if any) required by Section 195 of the Act, and shall cause the same to be available for inspection during the period and by the persons prescribed, and shall produce the same at every Annual General Meeting as required by that section.

QUALIFICATION AND REMUNERATION OF DIRECTORS.

92. It shall not be necessary for a Director to hold any share qualification. A Director who is not a Member or who does not hold shares of a class entitling the holder to attend and vote at any General Meeting shall nevertheless be entitled to receive notice of and attend that meeting.

93. The Directors shall be paid out of the funds of the Company by way of remuneration for their services such sums as the Company in General Meeting may from time to time by Ordinary Resolution determine and such remuneration shall be divided among them in such proportion and manner as the Directors may determine and, in default of such determination within a reasonable period, equally. Subject as aforesaid, a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. The Directors shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) expenses as they may incur in attending meetings of the Board, or of committees of the Board, or General Meetings, or which they may otherwise properly incur in or about the business of the Company.

94. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

POWERS OF DIRECTORS.

95. The business of the Company shall be managed by the Board, and the Board may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

96. The Board may from time to time establish any local board or agency for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and appoint any persons to be members of such local board, or to be managers or agents, and fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board (other than its powers to borrow

and make calls) with power to sub-delegate, and authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

97. The Board may from time to time establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension schemes or provident or superannuation funds or life assurance schemes for the benefit of, and give or procure the giving of pensions, allowances, gratuities or bonuses to, any persons who are or were at any time in the employment or service of the Company or any Company which is a subsidiary of the Company or is allied to or is associated in business with the Company or with any such subsidiary, or of any business acquired by the Company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons. Any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus and may vote in favour of the exercise of any of the powers aforesaid notwithstanding that he is or may become interested therein.

98. The Board may from time to time by power of attorney under the Seal appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

99. The Board may from time to time make and vary such regulations as it thinks fit respecting the keeping of Dominion Registers of Members pursuant to Sections 119 to 122 of the Act.

100. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

BORROWING.

101. (a) The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

(b) The aggregate amount for the time being undischarged of all moneys borrowed by the Company and its subsidiaries (if any) (exclusive of moneys borrowed by the Company from and for the time being owing to any such subsidiary or by any such subsidiary from and for the time being owing to the Company or another such subsidiary) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed two times the nominal amount of the issued and paid up share capital of the Company for the time being and the Board shall exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries (if any) so as to secure (so far as by such exercise they can secure) that the aforesaid limit shall not be exceeded. Moneys borrowed and intended to be applied and actually applied within two months after the raising thereof in repaying moneys then already borrowed and remaining undischarged shall not be deemed to be moneys borrowed pending their application as aforesaid.

102. No debt incurred or security given in respect of moneys borrowed in excess of the limit imposed by the last preceding Article shall be invalid or ineffectual, except in the case of express notice at the time when the debt was incurred or security given that the limit hereby imposed has been exceeded.

MANAGING AND EXECUTIVE DIRECTORS.

103. The Board may from time to time

- (a) appoint one or more of its body to the office of Managing Director, or to any other office (except that of Auditor) or employment under the Company, for such period and on such terms as it thinks fit, and subject to the terms of any agreement entered into in any particular case, revoke such appointment.
- (b) continue any person appointed to be a Director in any other office or employment held by him before he was so appointed.

A Director (other than a Managing Director) holding any such other office or employment is herein referred to as "an Executive Director".

104. A Director appointed to the office of Managing Director shall not, while holding that office, be subject to retirement by rotation, but he shall (subject to the provisions of any contract between himself and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and if he ceases from any cause to be a Director he shall *ipso facto* cease to be a Managing Director.

105. An Executive Director shall not as such be exempt from retirement by rotation, and his tenure of the office or employment by virtue of his holding whereof he is an Executive Director shall not be determined by reason only of his ceasing for any reason to be a Director, but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Board.

106. The remuneration of any Managing Director or Executive Director for his services as such shall be determined by the Board, and may be of any description, and (without limiting the generality of the foregoing) may include admission to or continuance of membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

107. The Board may entrust to and confer upon a Managing Director or Executive Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and, in the case of a Managing Director, either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, or vary all or any of such powers.

ALTERNATE DIRECTORS.

108. Any Director may at any time without the consent of the Board, appoint any other Director and may with the consent of the Board (such consent not to be unreasonably withheld) appoint any person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any qualification. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director by whom he was appointed.

109. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence, including that of counting in a quorum at any such meeting.

110. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.

111. Every appointment and removal of an alternate Director shall be effected by notice in writing to the Company under the hand of the Director making or revoking such appointment.

112. A Director or any other person duly appointed as an alternate Director may act to represent more than one Director, and a Director duly appointed as an alternate Director shall be entitled at Board Meetings to one vote for every Director whom he represents in addition to his own vote as a Director.

PROCEEDINGS OF THE BOARD.

113. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time call a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.

114. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number shall be two. A Director or any other person who attends a meeting of the Board shall only be counted as one person notwithstanding that he also attends such meeting as an alternate Director or that he attends as an alternate Director appointed by more than one Director.

115. The Board may from time to time appoint a Chairman and, if it thinks fit, a Deputy Chairman of its meetings and determine the period for which they respectively are to hold office, but, if no such Chairman or Deputy Chairman is appointed, or neither is present within five minutes after the time fixed for holding any meeting, the Directors present may choose one of their number to act as chairman of such meeting.

116. A resolution in writing, signed by all the Directors for the time being in the United Kingdom, not being less than the number of the Directors required to form a quorum of the Board, shall be as effective as a resolution passed at a meeting of the Board duly convened and held and such resolution in writing may consist of several documents in like form each signed by one or more of such Directors. In the absence of a Director from the United Kingdom the signature of an alternate Director appointed by him shall suffice, in lieu of the signature of the Director by whom he was appointed and such alternate Director (not being himself a Director) shall for the purposes of this Article count towards a quorum.

117. A meeting of the Board at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Board or by the Directors generally.

118. The Board may delegate any of its powers (other than the powers to borrow and make calls) to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated unless the Board otherwise directs, be governed by the provisions of these Articles regulating the proceedings and meetings of the Board and shall also conform to any regulations that may be imposed on it by the Board.

119. All acts done by any meeting of the Board, or of a committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any Director, or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed or had duly continued in office, and was qualified and had continued to be, a Director and had been entitled to vote.

MINUTES.

120. The Board shall cause minutes to be made in books provided for the purpose:—

- (a) of the names of the Directors present at each meeting of the Board and of any committee of the Board, and
- (b) of all appointments of officers made by the Board: and
- (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

Any such minutes, if purporting to be signed by the chairman of the meeting to which they relate or at the meeting at which they are read, shall be sufficient evidence without any further proof of the facts therein stated.

DISQUALIFICATION OF DIRECTORS.

121. The office of a Director shall be vacated in any of the following events, namely:—

- (a) If (not being a Managing Director holding office as such for a fixed term) he resigns his office by notice in writing to the Company.

- (b) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (c) If he becomes incapable by reason of mental disorder of discharging his duties as a Director.
- (d) If he is absent from meetings of the Board for six months without leave, expressed by a resolution of the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board resolves that his office be vacated.
- (e) If pursuant to any statutory provision he is prohibited from being a Director.

122. There shall not be any age limit for Directors and subsections (1) to (6) of Section 185 of the Act shall not apply to the Company.

123. (1) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, or otherwise, or from being interested whether directly or indirectly in any contract or arrangement proposed to be entered into or in fact entered into by or on behalf of the Company, nor shall any such contract or arrangement in which any Director shall be so interested be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by him from such contract or arrangement in which he shall be so interested by reason of such Director holding that office or the fiduciary relation thereby established, but it is declared that as regards such contract or arrangement the nature of his interest as aforesaid must be disclosed by him in accordance with the provisions of Section 199 of the Act.

(2) Save as by the next following Article otherwise provided, a Director shall not vote as Director in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but neither of these prohibitions shall apply to any of the following matters, namely:—

- (i) any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or

- (ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (iii) any contract by him to subscribe for or underwrite shares or debentures of the Company; or
- (iv) any contract or arrangement with any other company in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that company; or
- (v) any pension or other scheme or fund which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employees to which such pension or other scheme or fund relates.

The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement, or transaction, and any particular contract, arrangement, or transaction carried out in contravention of this Article may be ratified by resolution of the Company in General Meeting.

124. (a) Notwithstanding anything in these Articles contained, a Director shall at any meeting of the Board at which he or any other Director is to be appointed to hold any office or place of profit under the Company or at which the terms of any such appointment are to be arranged, be entitled to be counted in the quorum present at the meeting and to vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof. A Director may be or become a director or other officer of any company promoted by the Company or in which the Company may be interested as vendor, member or otherwise, and no such Director shall (unless otherwise agreed) be accountable for any benefits received as director or other officer or member of such company. The Board may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner in all respects as it thinks fit (including the exercise thereof in favour of any resolution appointing its members or any of them

directors of such company, or voting or providing for the payment of remuneration to the directors of such company, and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director of such other company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

(b) Any Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

RETIREMENT AND REMOVAL OF DIRECTORS.

125. At the Annual General Meeting in every year one-third of the Directors for the time being (other than any Directors bound to retire under Article 87 and Directors exempt from retirement by rotation under any other provision of these Articles) or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, shall retire from office. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.

126. The Directors to retire under the preceding Article shall be those who have been longest in office since their last election or appointment, but, as between persons who became or were last re-elected Directors, on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

127. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, unless he intimates that he does not wish to be re-elected, be deemed to have been re-elected, unless at such meeting, it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Director shall have been put to the meeting and lost. In the event of the vacancy not being filled at such meeting, it may be filled by the Board as a casual vacancy.

128. The Company may by Extraordinary Resolution or, pursuant and subject to the provisions of Section 184 of the Act,

by Ordinary Resolution, remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

SECRETARY.

129. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Board.

130. A provision of the Statutes or these Articles requiring or authorising 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 place of, the Secretary.

THE SEAL.

131. The Board shall provide for the safe custody of the Seal which (subject to the next following Article) shall only be affixed to any instrument by the authority of a resolution of the Board or of a committee of the Board and in the presence of at least two Directors or one Director and the Secretary or other person authorised by the Board who shall sign every instrument to which the Seal is so affixed.

132. Every certificate for shares or debentures of the Company or representing any other form of security (except allotment letters and scrip certificates) shall be issued under the Seal within two months of the date of expiration of any right to renounce or the lodgment of a transfer with the Company (or within such other period as the conditions of issue shall provide). Every certificate for shares shall specify the shares to which it relates and the amount paid up thereon. Every certificate for shares or debentures shall bear the autographic signatures of a Director and the Secretary, unless there shall for the time being be in force:—

- (a) a resolution of the Board adopting a method of mechanical signature controlled by the Auditors,

Transfer Auditors or Bankers of the Company, in which event such signatures (if authorised by such resolution) may be effected by the method so adopted; or

- (b) a resolution of the Board that such certificates (save to the extent that the terms and conditions relating to any debentures of the Company require certificates therefor to be signed or countersigned) need not bear the signatures of a Director and the Secretary provided that such certificates shall have been approved for sealing by the Board, the Auditors, Transfer Auditors or Bankers of the Company.

133. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

AUTHENTICATION OF DOCUMENTS.

134. Any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Memorandum and Articles of Association) and any resolutions passed by the Company or the Board or any committee of the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

ACCOUNTS AND DIVIDENDS.

ACCOUNTS.

135. The Board shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and final position of the Company and to give a true and fair view of the state of its affairs, and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place; and
- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities of the Company.

136. The books of account shall be kept at the Office or (subject to the provisions of Section 147 (3) of the Act) at such other place in Great Britain as the Board thinks fit, and shall at times be open to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Statutes or authorised by the Board or by an Ordinary Resolution of the Company.

137. The Board shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

138. A printed copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting and of the Directors' and Auditors' reports shall, at least twenty-one days previously to the meeting, be delivered or sent by post to every Member and debenture holder of the Company of whose address the Company is aware, or in the case of joint holders of any share or debenture to one of the joint holders. Whenever shares of the Company are quoted on any Stock Exchange, such number of copies as may be required of each of the foregoing documents shall at the same time be forwarded to the Secretary of the Share and Loan Department of the Stock Exchange, London, and of each Stock Exchange on which shares of the Company are quoted.

AUDIT.

139. Auditors of the Company shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

140. The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be read before the Company in General Meeting and shall be open to inspection by any Member and in accordance with Section 158 (2) of the Act any Member shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and Auditors' report.

DIVIDENDS AND RESERVES.

141. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the Members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

142. No dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by the Board.

143. All dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

144. All dividends shall be apportioned and paid *pro rata* according to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date or be entitled to dividends declared thereafter or declared after a particular date, such share shall rank for or be entitled to dividend accordingly.

145. Any General Meeting declaring a dividend may, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and in particular of fully paid shares or debentures of any other company and the Board shall give effect to such direction. Where any difficulty arises in regard to such distribution, the Board may settle it as it thinks expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any Members upon the

footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividend, and may vest any such specific assets in trustees, upon trust for the Members entitled to the dividend, as may seem expedient to the Board.

146. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.

147. The Board may, before recommending any dividend, set aside out of the profits of the Company and carry to reserve or reserves such sums as it may think proper, which shall, at the discretion of the Board, be applicable for meeting contingencies, or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the assets of the Company, or for equalising dividends, or for any other purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, either be employed in the business of the Company, or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit. The Board may also, without placing the same to reserve, carry forward any profits which it may think prudent not to divide.

148. The Board shall transfer to share premium account as required by Section 56 of the Act sums equal to the amount or value of any premiums at which any shares of the Company shall be issued. Subject to the provisions of the said Section the provisions of these Articles relating to sums carried or standing to reserves shall be applicable to sums carried and standing to share premium account.

149. The Board may deduct from any dividend payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

150. Subject to Article 143 all dividends and interest shall belong and be paid (subject to any lien of the Company) to those Members whose names shall be on the Register at such date as the Board may determine.

151. The Board may pay the dividends or interest payable on shares in respect of which any person is by transmission entitled to be registered as holder to such person upon production of such certificate and evidence as would be required if such

person desired to be registered as a Member in respect of such shares.

152. No dividend or other moneys payable in respect of a share shall bear interest against the Company. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. All dividends unclaimed for a period of twelve years after having been declared shall be forfeited and shall revert to the Company.

153. Any dividend may be paid by cheque or warrant sent through the post to the address in the Register of the Member or person entitled thereto, and in case of joint holders to any one of such joint holders, or to such person and to such other address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and shall be sent at the Member's risk, and payment of the cheque or warrant shall be a good discharge to the Company.

154. If several persons are entered in the Register as joint holders of any share, any one of them may give effectual receipts for any moneys payable in respect of the share.

DISTRIBUTION OF CAPITAL PROFITS.

155. The Company may from time to time by Ordinary Resolution resolve that any surplus moneys in the hands of the Company representing capital profits arising from the receipt of moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investment representing the same and not required for paying the fixed dividends on any shares issued on special conditions instead of being applied in the purchase of other capital assets or for other capital purposes be distributed amongst the Members holding Ordinary Shares on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if they had been entitled to receive the same if they had been distributed by way of dividend provided always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.

CAPITALISATION OF PROFITS.

156. (a) The Company may, upon the recommendation of the Board, resolve that it is desirable to capitalise all or any part of the profits of the Company to which this Article applies and accordingly that the Board be authorised and directed to appropriate the profits so resolved to be capitalised to the Members holding Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(b) Subject to any direction given by the Company, the Board shall make all appropriations and applications of the profits resolved to be capitalised by any such resolution, and such profits shall be applied by the Board on behalf of the Members holding Ordinary Shares either:—

- (i) in or towards paying the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or
- (ii) in paying in full unissued shares, debentures or obligations of the Company, of a nominal amount equal to such profits, for allotment and distribution credited as fully paid, to and amongst such Members in the proportion aforesaid.

or partly in one way and partly in the other; provided that the only purpose to which sums standing to capital redemption reserve fund or share premium account shall be applied pursuant to this Article shall be the payment in full of unissued shares to be allotted and distributed as aforesaid.

(c) The Board shall have power after the passing of any such resolution:—

- (i) to make such provision (by the issue of fractional certificates or by payment in cash or otherwise) as it thinks fit for the case of shares, debentures or obligations becoming distributable in fractions; and
- (ii) to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing (as the case may require) either:—
 - (A) for the payment by the Company on behalf of such Members (by the application thereto of their respective proportions of the profits

resolved to be capitalised) of the amounts, or any part of the amounts, remaining unpaid on their existing shares, or

- (n) for the allotment to such Members respectively, credited as fully paid, of any further shares, debentures or obligations to which they may be entitled upon such capitalisation;

and any agreement made under such authority shall be effective and binding on all such Members.

(d) The profits of the Company to which this Article applies shall be any undivided profits of the Company not required for paying the fixed dividends on any Preference Shares or other shares issued on special conditions and shall include:—

- (i) any profits arising from appreciation in capital assets (whether realised by sale or ascertained by valuation), and
- (ii) any profits carried and standing to any reserve or reserves or to share premium or other special account.

FRACTIONS.

157. Any proceeds received by the Board arising from the sale by the Board of (i) any shares or debentures for the purpose of satisfactory fractional entitlements under the immediately foregoing Article; or (ii) any shares provisionally allotted by way of rights and not accepted; or (iii) any shares or debentures for the purpose of satisfying fractional entitlements arising from any consolidation of any shares in the Company; shall, until distributed, be available to the Company for its own use free of interest and without any liability to account for any profit arising therefrom.

NOTICES.

158. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his address in the Register. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose

name stands first in the Register, and notice so given shall be sufficient notice to all the joint holders.

159. Any Member whose address in the Register is not within the United Kingdom, who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address; but, save as aforesaid, no Member other than a Member whose address in the Register is within the United Kingdom shall be entitled to receive any notice from the Company.

160. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

161. Any notice or document sent by post to, or left at the address in the Register of, any Member in pursuance of these Articles shall, notwithstanding such Member be then deceased or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share whether held solely, or jointly with other persons by such Member until some other person be registered in his stead as holder or joint holder thereof, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in such share.

162. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which, previously to his name and address being entered in the Register, shall have been duly given to the person from whom he derives his title to such share.

163. Notices may be served upon the bearers of share warrants by advertising the same once in a leading London daily newspaper, and any notice so advertised shall be deemed to have been served upon such bearers.

WINDING UP.

164. If the Company shall be wound up, the Liquidator may, with the sanction of an Extraordinary Resolution of the

contributories, divide amongst the contributories in specie the whole or any part of the assets of the Company, and may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as a Liquidator with the like sanction shall think fit.

165. The power of sale of a Liquidator shall include a power to sell wholly or partially for shares or debentures, or other obligations of another company, either then already constituted, or about to be constituted, for the purpose of carrying out the sale.

INDEMNITY.

166. The Directors, Managers, Auditors, Secretary and other officers of the Company shall be indemnified out of its assets against all liability incurred by them as such in defending any proceedings, whether civil or criminal, in respect of alleged negligence, default, breach of duty or breach of trust, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under Section 448 of the Act in which relief is granted to them by the Court.

Number of } 806128
Company }

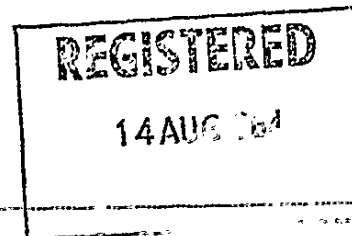


Form No. 10
COMPANIES
REGISTRATION

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63



Insert the
Name
of the
Company

PURLE BROTHERS HOLDINGS

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Freshfields,

1 Bank Buildings, Princes Street,

London, E.C. 2.

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

*"Ordinary",
"Extra-
ordinary", or
"Special"

PURLE BROTHERS HOLDINGS Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by X * Special
Resolutions of the Company dated the 14th day of August 1964
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 149,900 beyond the Registered Capital
of £ 100

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
1,199,200	Ordinary	2s. 6d.

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:—
The new Ordinary Shares of 2s. 6d. each rank pari passu
with the remaining Ordinary Shares of 2s. 6d. each in the
Capital of the Company.

*. * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

[Handwritten Signature]

State whether Director
or Secretary

[Handwritten Signature]
DIRECTOR

Dated the 14th day of August 1964

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



THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

REGISTERED

PURLE BROTHERS HOLDINGS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

s Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Freshfields,

1, Bank Buildings, Princes Street,

London, E.C. 2.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

PURLE BROTHERS HOLDINGS *Limited*

has by ~~a~~ Resolutions of the Company dated
~~14th August~~ 1964 been increased by
the addition thereto of the sum of £149,900,
divided into :—

1,199,200 Shares of 2s. 6d. each

 Shares of each

beyond the registered Capital of £100

Signature

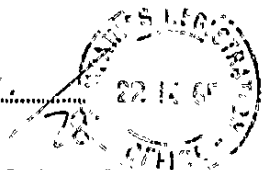


(State whether Director or Secretary) DIRECTOR

Dated the 14th day of August 1964

Note—This margin is reserved for binding and must not be written across

of Company 606128.

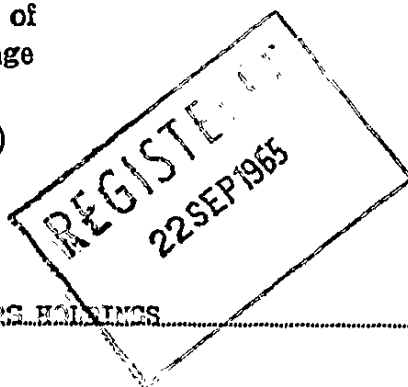


Form 103.
THE FILING FEE IS 5s.

THE COMPANIES ACT, 1948.

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

(Pursuant to Section 110 (3).)



of Company ERIE BROOKS HOLDINGS Limited.

the REGISTRAR OF COMPANIES.

ERIE BROOKS HOLDINGS Limited hereby gives you notice, in
accordance with subsection (3) of Section 110 of the Companies Act, 1948, that the register
of members of the company is kept at GILBERT HOUSE, 55 BASINGHALL STREET,

LONDON, E.C.2.

Signature P. Ainslie DIRECTOR
(State whether Director or Secretary)

on the SEVENTEENTH day of SEPTEMBER 1965.

PUBLISHED AND SOLD BY

Waterlow & Sons Limited, 85 & 86, London Wall, London, E.C.2; 107, Park Lane, Marble Arch, W.1;
71, Colmore Row, Birmingham, 3; 109, The Headrow, Leeds, 1.

CLOSE BROTHERS LIMITED
55, BASINGHALL STREET,
LONDON, E.C.2

Printed by

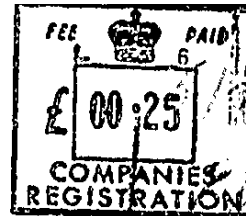
C.A. 15.

660

22 SEP 1965

No. 806128

32



The Companies Act, 1948.

Ordinary Resolution

— OF —

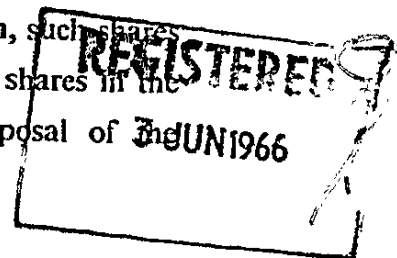
PURLE BROTHERS HOLDINGS LIMITED

Passed 1st June, 1966.

At the ANNUAL GENERAL MEETING of the Members of the above-named Company held at Gillett House, 55, Basinghall Street, London, E.C.2, on 1st June, 1966, the subjoined Resolution was duly passed as an ORDINARY RESOLUTION:—

RESOLUTION

"That the capital of the Company be increased by the creation of 400,000 Ordinary Shares of 2s. 6d. each, such shares to rank in all respects *pari passu* with the existing shares in the capital of the Company and to be at the disposal of the Directors."



Handwritten signature and initials.

No. of Company

806128

33



THE COMPANIES ACT, 1948

COMPANIES
REGISTRATION

Notice of Increase in Nominal Capital.
Pursuant to Section 63.

Name
of
Company

PURLE BROTHERS HOLDINGS

Limited.

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

REGISTERED

3 JUN 1966

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Freshfields,

1 Bank Buildings, Princes Street,

London E. C. 2.

27

TO THE REGISTRAR OF COMPANIES.

PURLE BROTHERS HOLDINGS Limited, hereby gives you notice pursuant to section 63 of The Companies Act, 1948, that by (a)an Ordinary Resolution of the Company dated the 1st day of June, 1966, the nominal Capital of the Company has been increased by the addition thereto of the sum of £50,000

beyond the Registered Capital of £250,000

The additional Capital is divided as follows:—

Number of Shares	Class of Shares	Nominal amount of each share
400,000	Ordinary	2s. 6d.

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

The new Ordinary Shares of 2s. 6d. will upon issue rank pari passu with the existing issued Ordinary Shares of 2s. 6d. each in the capital of the Company.

FOR CLOSE BROTHERS LIMITED

Signature W. J. Holland.
(State whether Director or Secretary.)

Dated the 1st day of June 1966

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

Number of } 806128 / 34
pages }

Form No. 26a

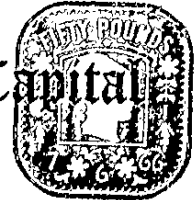
THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



statement of Increase of the Nominal Capital



OF

PURLE BROTHERS HOLDINGS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

REGISTERED
3 JUN 1966

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Freshfields.

1 Bank Buildings, Princes Street,

London E.C.2.

The Solicitors' Law Stationery Society, Limited.

91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

PURLE BROTHERS HOLDINGS *Limited*

has by a Resolution of the Company dated

1st June 1966 been increased by

the addition thereto of the sum of £ 50,000,

divided into :--

400,000 Shares of 2s. 6d. each

 Shares of each

beyond the registered Capital of £150,000

FOR CLOSE BROTHERS LIMITED.

SECRETARIES

Signature

W. Holland.

(State whether Director or Secretary) Secretary

Dated the 1st day of June 1966

Note—This margin is reserved for binding and must not be written

THE COMPANIES ACT 1948

RESOLUTIONS

of

PURLE BROTHERS HOLDINGS LIMITED

Passed 22nd May 1968

At the Annual General Meeting of the above named Company held at the offices of Close Brothers Limited, Gillett House, 55 Basinghall Street, London E.C.2 on 22nd May 1968 the following Resolutions were duly passed :-

1. As an Ordinary Resolution:-

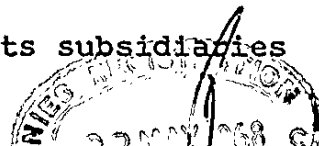
That the share capital of the Company be and it is hereby increased from £200,000 to £250,000 by the creation of a further 400,000 shares of 2s.6d. each ranking (when issued and fully paid) pari passu in all respects with the existing shares of the Company.

2. As a Special Resolution:-

That the Articles of Association of the Company be altered by inserting in the place of Regulation 101 the following Regulation, viz:

(a) Subject as hereinafter provided the Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

(b) The Board shall restrict the amounts of the moneys so borrowed and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries



so as to secure (as regards such subsidiaries so far as by such exercise they can secure) that the aggregate amount for the time being remaining outstanding of moneys so borrowed and of moneys borrowed by any subsidiary (exclusive of moneys borrowed by the Company from any subsidiary or by any subsidiary from another subsidiary or from the Company and still outstanding) shall not at any time without the previous sanction of an Ordinary Resolution of the Company exceed whichever is the greater of

(i) £1,000,000 and

(ii) an amount equal to two times the aggregate of the nominal amount of the issued and paid up share capital of the Company and of the amount standing to the credit of the consolidated capital and revenue reserves of the Company and its subsidiaries (including therein any unappropriated profits or as the case may be any debit balance on profit and loss account) as shown in the latest audited consolidated balance sheet of the Company and its subsidiaries but adjusted as may be necessary in respect of any variation in the paid up share capital or share premium account of the Company since the date of such balance sheet and in respect of any distribution by the Company out of the profits earned prior to the date of such balance sheet and declared, recommended or made since that date and excluding (a) any sum set aside for future taxation (b) any amount representing the interests of the minority shareholders and deducting the net amount attributable to goodwill and other intangible assets

(c) No such sanction shall be required:-

(i) in respect of temporary borrowing, not exceeding in the aggregate £500,000 at any one time outstanding, from bankers in the ordinary course of business;

and

(ii) to the borrowing of any sum of money which is

intended to be applied in the repayment (with or without premium) of any moneys already borrowed by the Company or any of its subsidiaries and for the time being outstanding and which is so applied within six months of the borrowing of such sum; notwithstanding that the same may result in the said limit being exceeded

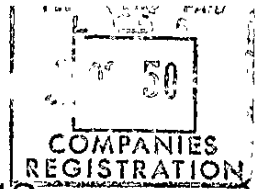
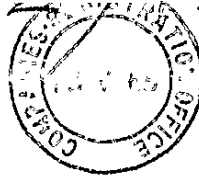
(d) No person dealing with the Company shall be concerned to see or enquire whether the foregoing limit is observed and no debt incurred or security given in respect of moneys borrowed in excess of the limit hereby imposed shall be invalid and ineffectual, except in the case of express notice at the time when the debt was incurred or security given that the limit imposed had been exceeded.

Shayper
Chairman

Certified to be a true copy.

FOR CLOSE BROTHERS LIMITED

H. J. Holland
SECRETARIES



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

PURLE BROTHERS HOLDINGS

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Document Filer's Reference TCHR/NDT

FRESHFIELDS

1 Bank Buildings

Princes Street London E.C.2

Form No. 10

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

PURLE BROTHERS HOLDINGS

*"Ordinary",
"Extra-
ordinary", or
"Special".

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 22nd day of May 1968
the Nominal Capital of the Company has been increased by the addition to of
the sum of £ 50,000 beyond the Registered Capital
of £ 200,000

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
400,000	Ordinary	2s. 6d.

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 :—

The new shares of 2s. 6d. each rank pari passu with the
existing shares of 2s. 6d. each in the capital of the
Company

. If any of the new shares are Preference Shares state whether they are redeemable or not.

PURLE BROTHERS LIMITED

Signature

W. Halland

State whether Director
or Secretary

Secretaries

Dated the 2nd day of May 1968

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

✓ 40
THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

PURLE BROTHERS HOLDINGS

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Document Filer's Reference TCHR/NDT

FRESHFIELDS

1 Bank Buildings

Princes Street London E.C.2.

Form No. 26a 16

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 23-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

PURLE BROTHERS HOLDINGS

Limited

has by a Resolution of the Company dated

22nd May 196⁸ been increased by

the addition thereto of the sum of £ 50,000,

divided into :—

400,000 Shares of 2s.6d. each

Shares of each

beyond the registered Capital of £200,000

FOR PURLE BROTHERS LIMITED

Signature

[Signature]

(State whether Director or Secretary) Secretaries

Dated the *22nd* day of *May* 196⁸

Note—This margin is reserved for binding and must not be written across

THE COMPANIES ACTS 1948 to 1967

RESOLUTION

of

PURLE BROTHERS HOLDINGS LIMITED

passed 6th November 1968

At an Extraordinary General Meeting of the Members of the above-named Company held at Gillett House, 55 Basinghall Street, London E.C.2. on Wednesday the 6th November 1968 the subjoined Resolution was duly passed.

ORDINARY RESOLUTION

THAT the share capital of the Company be and it is hereby increased from £250,000 to £900,000 by the creation of a further 5,200,000 Ordinary Shares of 2s. 6d. each ranking (when issued and fully paid) pari passu in all respects with the existing shares of the Company.

[Signature]

CERTIFIED A TRUE COPY, CHAIRMAN.

AND DIRECTOR

7-11-68



number of } 806 128 / 51
company }

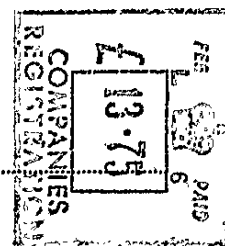
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THE COMPANIES ACTS 1948 to 1967



NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948



part the
name
of the
company

FURLE BROTHERS HOLDINGS

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Companies Act 1948).

No filing fee is payable on this Notice but Board of Trade Registration Fees may be payable on the increase of Capital. (See Parts 1 and 2 of the Third Schedule to the Companies Act 1967.)

Signed by

Presentor's Reference TCBR/JKM/

Freshfields

1 Bank Buildings

Princes Street London E.C.2.

The Solicitors' Law Stationery Society, Limited
-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2;
and 14-22 Renfrew Court, Glasgow, C.2.



To THE REGISTRAR OF COMPANIES,

PURLE BROTHERS HOLDINGS

*"Ordinary",
"Extra-
ordinary", or
"Special".

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act 1948, that by an* Ordinary
Resolution of the Company dated the 6th day of November 1968
the nominal capital of the Company has been increased by the addition thereto of
the sum of £ 650,000 beyond the registered capital
of £ 250,000

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
5,200,000	Ordinary	2s. 6d.

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 :—

The new ordinary shares will upon issue rank
pari passu with the existing ordinary shares

* If any of the new shares are Preference Shares state whether they are redeemable or not.

FOR CLOSING UP THE
COMPANIES

Signature

W. J. Halliwell

State whether Director
or Secretary

SECRETARY

Dated the 6 day of November 19 68

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

THE STAMP ACT 1891

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

PURLE BROTHERS HOLDINGS

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Presentor's Reference TCMR/JKM

Freshfields

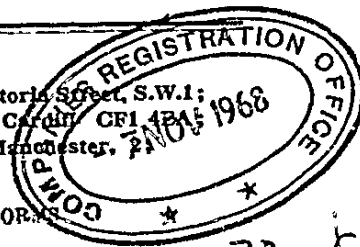
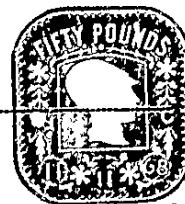
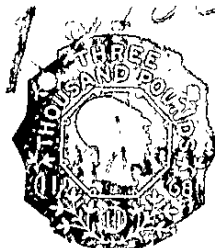
1 Bank Buildings

Princes Street London E.C.2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, CF1 1BA; 1968
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, M2 6PU;
157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF

PURLE BROTHERS HOLDINGS *Limited*

has by a Resolution of the Company dated
6th November 1968 *been increased by*
*the addition thereto of the sum of £*650,000*,*
divided into :—

5,200,000 *Shares of* 2s. 6d. *each*

 Shares of *each*

beyond the registered Capital of £250,000

FOR PURLE BROTHERS LIMITED

Signature

W. J. Holland.

(State whether Director or Secretary)

Dated the 6 day of November 1968

Note—This margin is reserved for binding and must not be written across

No. 806128.

THE COMPANIES ACTS 1948 to 1967

Resolution

— OF —

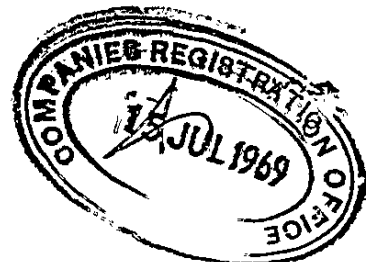
PURLE BROTHERS HOLDINGS LIMITED

Passed 24th June, 1969

At the ANNUAL GENERAL MEETING of the Company held at Gillett House, 55, Basinghall Street, London, E.C.2, on Tuesday, 24th June, 1969, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

That the maximum number of the Directors of the Company be increased from ten to twelve by deleting the word "ten" and substituting the word "twelve" in Article 86 of the Articles of Association of the Company.



[Signature]

CHAIRMAN.

THE COMPANIES ACTS 1948 to 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION OF STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
or of the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
of capital under Section 66 of the Companies Act 1948).

Pursuant to Section 62 of the Companies Act 1948.

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PURLE BROTHERS HOLDINGS
LIMITED

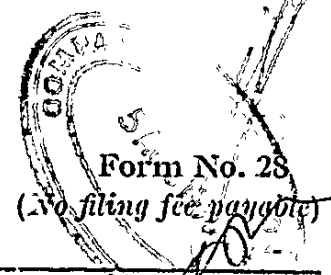
presented by

Presenter's Reference JKM/AFGH

Freshfields

1 Bank Buildings

Princes Street, London EC2



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W.1;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

0 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034

PURLE BROTHERS HOLDINGS LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

that pursuant to a Special Resolution of the Company dated 30th July 1970:-

- (1) Each of the existing Ordinary Shares of 2s.6d. each in the Capital of the Company were sub-divided into 4 2/3 Ordinary Shares of 6d. each;
- (2) The Agreement referred to in the said Special Resolution of the Company having been executed and new Ordinary Shares of 6d. each having been allotted and issued to Members of the Company, as therein provided, forthwith every eight Ordinary Shares of 6d. each were consolidated into one Ordinary Share to be designated until "the appointed day" within the meaning of the Decimal Currency Act 1967 as an Ordinary Share of 4s.0d. and on and after that date as an Ordinary Share of 20p, and the authorised capital of the Company now consists of £1,500,000 divided into 7,500,000 Ordinary Shares of 4s. each (20p.).

(Signature) _____

(State whether Director or Secretary) **Chairman and Managing Director**

Dated the 30th

day of JULY

19 70

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

V

THE COMPANIES ACTS 1948 TO 1967.

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

— OF —

PURLE BROTHERS HOLDINGS LIMITED

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Winchester House, 100 Old Broad Street, London, E.C.2, on Thursday, 30th July, 1970, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

(a) THAT each of the Ordinary Shares of 2s. 6d. each in the capital of the Company be subdivided into five Ordinary Shares of 6d. each;

(b) THE authorised share capital of the Company be increased from £900,000 to £1,500,000 by the creation of an additional 24,000,000 Ordinary Shares of 6d. each;

(c) UPON the recommendation of the Directors there be capitalised such part of the monies standing to the credit of the Share Premium Account of the Company and such part (if any) of any other reserve accounts of the Company (including the profit and loss account) as is necessary to pay up in full at par three Ordinary Shares of 6d. each in the capital of the Company for every five Ordinary Shares of 6d. each held by the Members of the Company as shown in the Register of Members as at the close of business on the date on which this resolution shall be passed as a Special Resolution and that the same be applied on the above basis in paying up in full the appropriate number of new shares such shares to be allotted and issued credited as fully paid to such Members upon the terms that they shall not rank for any dividends payable in respect of the year ended 30th November 1969 but shall rank *pari passu* in all other respects with the existing issued Ordinary Shares of the Company and that the Secretary of the Company be and he is authorised on behalf of all of such Members to enter into an Agreement with the Company providing for the allotment and issue to such Members respectively of such new shares so that such Agreement shall be effective and binding on all such Members;

(d) SUBJECT to and forthwith upon the Agreement referred to in paragraph (c) above being entered into every eight Ordinary Shares of 6d. each in the capital of the Company be consolidated into one Ordinary Share to be designated until "the appointed day" within the meaning of the Decimal Currency Act 1967 as an Ordinary Share of 4s. 0d. and on and after that date as an Ordinary Share of 20p. and Regulation 74 of the Articles of Association of the Company be altered by deleting therefrom "2s. 6d." and substituting "4s. 0d. (20p.)".

A. W. C. MORGAN,

Chairman.

1

CCD/3000

THE COMPANIES ACTS 1948 TO 1967

Notice and statement of increase in nominal capital



To the Registrar of Companies

Name of CompanyPURLE..BROTHERS..HOLDINGS.....Limited*

hereby gives you notice, pursuant to Section 63 of the Companies Act 1948 that by ~~ordinary~~/
~~extraordinary~~/special* resolution of the company dated the ...30th..July..1970.....,
the nominal capital of the company has been increased by the addition thereto of a sum of
£600,000..... beyond the registered capital of £ ...900,000..... The additional
capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
24,000,000	Ordinary	6d.

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 shares are preference shares state whether they are redeemable or not)

(subject to terms of issue) pari passu in all
respects with existing Ordinary Shares of 6d.
each.

This notice is accompanied by*

1. A copy of the resolution
 2. A remittance for (a) ~~registration fees~~ (b) companies capital duty
- ~~3. A statement of the company's affairs as at the date of the resolution~~
~~4. A statement of the company's affairs as at the date of the resolution~~

Signed *[Signature]*

State whether Director or SecretaryChairman..and..Managing..Director

Date30th July 1970.....

* Delete as necessary

Presented by: Freshfields
1 Bank Buildings
Princes Street
LONDON E C 2

Presentor's reference: JKM/APGH

Form No. 10A
(See notes overleaf)

No. 806128

92

PURLE BROTHERS HOLDINGS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held on Wednesday, 16th June, 1971, the following Resolution was duly passed as a Special Resolution:—

RESOLUTION

THAT the "Purle Employees Equity Participation Scheme" in the form of the draft Trust Deed to be made between the Company and Arthur William Crawford Morgan and Peter Constantine Anninos, as Trustees, a print of which has been produced to this Meeting and for the purposes of identification subscribed by the Chairman hereof be and hereby is approved and that the Directors of the Company be and hereby are authorised to establish the Scheme on behalf of the Company.


Chairman.

13



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

PURLE BROTHERS HOLDINGS LIMITED

(Passed 28th April, 1972)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 28th day of April, 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

That the Memorandum of Association of the Company with respect to its objects be altered by the deletion of paragraph (19) of Clause 3 thereof and the substitution therefor of the following new paragraph:-

"(19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing)

any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business."

A. W. C. MORGAN,

Director.

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by a Special Resolution
passed on 28th April, 1972)

-of-

PURLE BROTHERS HOLDINGS LIMITED

1. The name of the Company is "PURLE BROTHERS HOLDINGS LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (1) To carry on business as sanitary contractors, contractors for the disposal of sludge, sewage and residues of every description, whether liquid or solid, animal, mineral or vegetable matter, cesspool, cesspit and grease trap emptiers, and cleaners of all kinds and descriptions, and as contractors for the cartage of coal and coal dust and the disposal thereof.
 - (2) To manufacture, purchase, sell, deal in or otherwise dispose of chemicals, vegetable or other manures and other substances, materials and things that may conveniently be dealt with in connection with disposal of sewage, sludge or residues of any kind or description.
 - (3) To purchase take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description, and to lay out land for building purposes, build thereon, let on building or other leases and advance money to builders, tenants and others; and to design, construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, watercourses, houses, buildings and erections of all descriptions, and all other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of constructing, executing, working, developing, and administering the same.
 - (4) 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 foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.

27 JUN 1972

- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- (11) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem to be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (12) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.
- (13) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.

- (14) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (18) To borrow and raise money in any manner and on any terms.
- (19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.
- (20) To make, draw, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (21) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (22) To undertake and transact all kinds of trust and agency business.
- (23) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary of the Company or of the

predecessors in business of the Company or of any such subsidiary or the relations, connections or dependants of any such persons, to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.

- (24) To establish any scheme, fund or plan for the granting of options upon any unissued shares of the Company to employees and Directors of the Company or any subsidiary company of the Company or any other company in which the Company may be interested whether directly or indirectly and to endow or to make such contributions to such scheme, fund or plan as shall be requisite.
- (25) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (28) to do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the Members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used with reference to the Company, shall be deemed to include any incorporated body and any partnership or body of persons, whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is * £100 divided into 800 shares of two shillings and sixpence each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

*

At 31st May, 1972 the authorised share capital of the Company consisted of £1,500,000 divided into 7,500,000 Ordinary Shares of 20p each.

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THE COMPANIES ACT , 1948

COMPANY LIMITED BY SHARES

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PURLE BROTHERS HOLDINGS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Redland House, Reigate, Surrey on Wednesday 21st June 1972 at 11.30 a.m. the following Resolution was duly passed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

"That the name of the Company be changed to REDLAND PURLE LIMITED"





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 806128 | 108

I hereby certify that

PORLE PROTHESES HOLDINGS LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

REDLAND PORLE LIMITED

Given under my hand at London the 30th June 1972

Assistant Registrar of Companies

406128/109

signed by request.

1772 AL

1972

Ref to
replied.
6/7/72

THE COMPANIES ACT , 1948

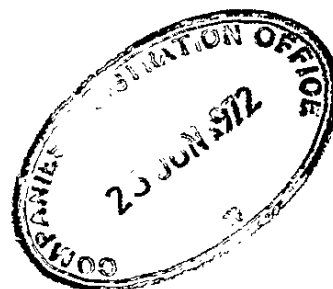
COMPANY LIMITED BY SHARES

PURLE BROTHERS HOLDINGS LIMITED

At an EXTRAORDINARY GENERAL MEETING of
the above named Company duly convened and held
at Redland House, Reigate, Surrey on Wednesday
21st June 1972 at 11.30 a.m. the following
Resolution was duly passed as a SPECIAL
RESOLUTION :-

SPECIAL RESOLUTION

"That the name of the Company be
changed to REDLAND PURLE LIMITED"



Copy to Board

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

REDLAND PURLE LIMITED

(Passed 4th September 1972)

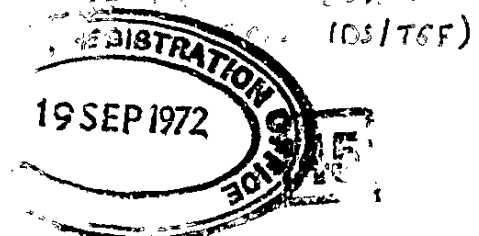
At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 4th day of September 1972 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT the Company be converted into a private company and accordingly that the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman hereof be and the same are hereby adopted as the Articles of Association of the Company.


Chairman

Dated 4th September 1972



THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

- of -

REDLAND PURLE LIMITED

(Adopted by Special Resolution
passed on 4th September 1972)

- | | |
|--|--------------------------|
| <p>1. The Company is a private company and subject as hereinafter provided and except where the same are excluded or varied by or are inconsistent with these Articles, the Regulations contained in Part II of Table A in the First Schedule to The Companies Act, 1948 as amended by The Companies Act 1967 (hereinafter called "Table A") shall apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.</p> | Table A |
| <p>2. If any such separate general meeting as is referred to in Regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at any adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.</p> | Variation
of Rights |
| <p>3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of The Companies Act, 1948 (hereinafter called "the Act").</p> | Shares |
| <p>4. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table A shall not apply.</p> | Transfer
of
Shares |

May 1972

General Meetings

5. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or by its duly authorised representative. Regulation 5 of Part II of Table A shall not apply.

Directors

6. Unless and until otherwise determined by the Company in general meeting there shall be at least two Directors. Regulation 75 of Table A shall not apply.

Remuneration of Directors

7. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company. Regulation 76 of Table A shall not apply.

Special Services

8. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

No Share Qualification

9. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company. Regulation 77 and paragraph (a) of Regulation 88 of Table A shall not apply.

Power to Borrow

10. The Directors may exercise all the powers of the Company to borrow or raise money, to give guarantees, and to mortgage or charge the Company's 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 (including its holding company). Regulation 79 of Table A shall not apply.

11. A Director shall be capable of contracting or of participating in the profits of any contract with the Company in the same manner as if he were not a Director, subject to his complying with the provisions of Section 199 of the Act. A general notice to the Board given by a Director to the effect that he is a member, director or officer of a specified company or a member of a specified firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Paragraph (2) of Regulation 84 of Table A shall not apply.

Interests
of
Directors

12. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the Registered Office of the Company and signed by the appointor.

Alternate
Directors

13. At any time or from time to time:

Appointment
and
Removal of
Directors

- (i) the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company; or

- (ii) the Company in general meeting

may appoint any person to be a Director or remove any Director from office. Any removal of a Director from office hereunder shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

Appointment
by Directors

14. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.

Pensions
and
Allowances

15. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as Managing Director, Manager or in any other executive office or employment in the Company or indirectly as an executive officer or employee of any subsidiary or associated company of the Company or of its holding company (if any) or of any predecessor in business of the Company notwithstanding that he may be or may have been a Director, and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

Age of
Directors

16. No person shall be disqualified from being appointed or re-appointed a Director of the Company and no Director of the Company shall be required to retire from that office by reason only of the fact that he has attained any particular age, nor need the age of any such person or Director or the fact that any such person or Director has attained any particular age be stated in any Notice or Resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under Section 185 of the Act of any resolution appointing re-appointing or approving the appointment of a Director.

Exclusion of
Regulations
89 to 97 of
Table A

17. Regulations 89 to 97 (inclusive) of Table A shall not apply.

Committees

18. The Directors may delegate any of their powers to committees whether consisting wholly or partly of Directors or otherwise as they think fit. Any committee so formed shall, in exercise of the powers so delegated, conform with any regulations that may be imposed on it by the Directors. Regulation 102 of Table A shall not apply.

19. A resolution in writing signed by all the Directors for the time being or by all the members of a committee of Directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee, duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a director of such body corporate or by its duly authorised representative. Regulation 106 of Table A shall not apply.

Proceedings
of
Directors

20. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Manager, or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement the appointment of any Director as Managing Director shall be ipso facto determined if he cease to be a Director. Regulation 107 of Table A shall not apply.

Executive
Directors

21. A Director appointed to any executive office as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulations 108 and 109 of Table A shall not apply. The Directors may entrust to and confer upon any Director so appointed any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

Remuner-
ation and
Powers of
Executive
Directors

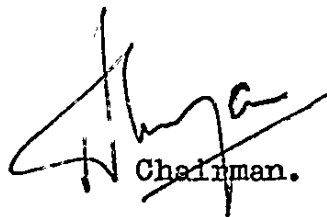
22. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed by the Directors for the purpose and shall be countersigned by the Secretary or by a second Director or by some other person as aforesaid. Regulation 113 of Table A shall not apply.

The Seal

Dividend

23. The payment of any unclaimed dividend, interest or other sum payable on or in respect of a share or shares of the Company into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

These are the new Articles of Association referred to in a Special Resolution of the Company passed on 4th September, 1972.


Chairman.

806128

113

Sanitary Contractors

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES.

MEMORANDUM

- and -

NEW

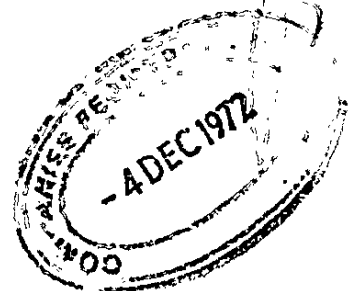
ARTICLES OF ASSOCIATION

(Adopted by Special Resolution
passed on 4th September, 1972)

- of -

REDLAND PURLE LIMITED

SLAUGHTER AND MAY, (S/T 6f)
35, Basinghall Street,
London EC2V 5DB



No. 805128

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY, that FURLE BROTHERS HOLDINGS LIMITED is this day incorporated under the Companies Act, 1948, and that the Company is LIMITED.

GIVEN under my hand at London this 21st day of May,
One Thousand Nine Hundred and Sixty-four.

L.S. WHITFIELD

Assistant Registrar of Companies.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 806128

I hereby certify, that

PURLE BROTHERS HOLDINGS LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated
under the name of

REDLAND PURLE LIMITED

Given under my hand at London the 30th June 1972.

N. TAYLOR

Assistant Registrar of Companies.

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

R E S O L U T I O N S

- of -

REDLAND PURLE LIMITED

Passed on 14th August, 1964:

SPECIAL RESOLUTIONS

1. THAT with a view to the acquisition of the whole, or not less than ninety per cent. of the issued share capitals of:-

- (1) Purle Bros. Limited
- (2) Purbridge Limited
- (3) Sludge Disposals Limited
- (4) M. & M. Mechanical Emptiers Limited; and
- (5) Tovey Transport Limited

the authorised share capital of the Company be and it is hereby increased from £100 to £62,500 by the creation of 499,200 new Ordinary Shares of 2s.6d. each to rank upon issue pari passu with the existing Ordinary Shares of 2s.6d. each in the capital of the Company.

2. THAT the authorised share capital of the Company be and it is hereby further increased from £62,500 to £150,000 by the creation of 700,000 new Ordinary Shares of 2s.6d. each to rank upon issue pari passu with the existing Ordinary Shares of 2s.6d. each in the capital of the Company.

Passed on 1st June, 1966:

ORDINARY RESOLUTION

THAT the capital of the Company be increased by the creation of 400,000 Ordinary Shares of 2s.6d. each, such shares to rank in all respects pari passu with the existing shares in the capital of the Company and to be at the disposal of the Directors.

Passed on 22nd May, 1968:

ORDINARY RESOLUTION

THAT the share capital of the Company be and it is hereby increased from £200,000 to £250,000 by the creation of a further 400,000 shares of 2s.6d. each

ranking (when issued and fully paid) pari passu in all respects with the existing shares of the Company.

Passed on 6th November, 1968:

ORDINARY RESOLUTION

THAT the share capital of the Company be and it is hereby increased from £250,000 to £900,000 by the creation of a further 5,200,000 Ordinary Shares of 2s.6d. each ranking (when issued and fully paid) pari passu in all respects with the existing shares of the Company.

Passed on 30th July, 1970:

SPECIAL RESOLUTION

(a) THAT each of the Ordinary Shares of 2s.6d. each in the capital of the Company be subdivided into five Ordinary Shares of 6d. each;

(b) THE authorised share capital of the Company be increased from £900,000 to £1,500,000 by the creation of an additional 24,000,000 Ordinary Shares of 6d. each;

(c) UPON the recommendation of the Directors there be capitalised such part of the monies standing to the credit of the Share Premium Account of the Company and such part (if any) of any other reserve accounts of the Company (including the profit and loss account) as is necessary to pay up in full at par three Ordinary Shares of 6d. each in the capital of the Company for every five Ordinary Shares of 6d. each held by the Members of the Company as shown in the Register of Members as at the close of business on the date on which this resolution shall be passed as a Special Resolution and that the same be applied on the above basis in paying up in full the appropriate number of new shares such shares to be allotted and issued credited as fully paid to such Members upon the terms that they shall not rank for any dividends payable in respect of the year ended 30th November 1969 but shall rank pari passu in all other respects with the existing issued Ordinary Shares of the Company and that the Secretary of the Company be and he is authorised on behalf of all of such Members to enter into an Agreement with the Company providing for the allotment and issue to such Members respectively of such new shares so that such Agreement shall be effective and binding on all such Members;

(d) SUBJECT to and forthwith upon the Agreement referred to in paragraph (c) above being entered into every eight Ordinary Shares of 6d. each in the capital of the Company be consolidated into one Ordinary Share to be designated until "the appointed day" within the meaning of the Decimal Currency Act 1967 as an Ordinary Share of 4s.0d. and on and after that date as an Ordinary Share of 20p. and Regulation 74 of the Articles

of Association of the Company be altered by deleting therefrom "2s.6d." and substituting "4s.0d. (20p.)".

Passed on 16th June, 1971:

SPECIAL RESOLUTION

THAT the 'Purle Employees Equity Participation Scheme' in the form of the draft Trust Deed to be made between the Company and Arthur William Crawford Morgan and Peter Constantine Anninos, as Trustees a print of which has been produced to this meeting for the purposes of identification subscribed by the Chairman hereof be and hereby is approved and that the Directors of the Company be and hereby are authorised to establish the Scheme on behalf of the Company.

Passed on 28th April, 1972:

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company with respect to its objects be altered by the deletion of paragraph (19) of Clause 3 thereof and the substitution therefor of the following new paragraph:-

"(19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business."

Passed on 21st June, 1972:

SPECIAL RESOLUTION

THAT the name of the Company be changed to REDLAND PURLE LIMITED.

Passed 4th September, 1972:

SPECIAL RESOLUTION

THAT the Company be converted into a private company and accordingly that the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification subscribed by the Chairman hereof be and the same are hereby adopted as the Articles of Association of the Company.

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by a Special Resolution
passed on 28th April, 1972)

- of -

REDLAND PURLE LIMITED

1. The name of the Company is "PURLE BROTHERS HOLDINGS LIMITED". *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (1) To carry on business as sanitary contractors, contractors for the disposal of sludge, sewage and residues of every description, whether liquid or solid, animal, mineral or vegetable matter, cesspool, cesspit and grease trap emptiers, and cleaners of all kinds and descriptions, and as contractors for the cartage of coal and coal dust and the disposal thereof.
 - (2) To manufacture, purchase, sell, deal in or otherwise dispose of chemicals, vegetable or other manures and other substances, materials and things that may conveniently be dealt with in connection with disposal of sewage, sludge or residues of any kind or description.
 - (3) To purchase take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description, and to lay out land for building purposes, build thereon, let on building or other leases and advance money to builders, tenants and others; and to design, construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, water-courses, houses, buildings and erections of all

* The name of the Company was changed to REDLAND PURLE LIMITED on 30th June 1972.

descriptions, and all other works and things which may be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of constructing, executing, working, developing, and administering the same.

- (4) 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 foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.

- (11) To purchase with a view to closing or recolling in whole or in part any business or properties which may seem to be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorized to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (12) To carry on any business or branch of a business which the Company is authorized to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.
- (13) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (14) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (18) To borrow and raise money in any manner and on any terms.
- (19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by

^R This paragraph was adopted by Special Resolution passed on 28th April, 1972.

personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.

- (20) To make, draw, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (21) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (22) To undertake and transact all kinds of trust and agency business.
- (23) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary or the relations, connections or dependants of any such persons, to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.
- (24) To establish any scheme, fund or plan for the granting of options upon any unissued shares of the Company to employees and Directors of the Company or any subsidiary company of the Company or any other company in which the Company may be interested whether directly or indirectly and to endow or to make such contributions to such scheme, fund or plan as shall be requisite.

- (25) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out exercise and comply with the same.
- (28) To do anything by this Memorandum of Association, authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the Members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used with reference to the Company, shall be deemed to include any incorporated body and any partnership or body of persons, whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 800 shares of two shillings and sixpence each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

✓
* At 31st May, 1972 the authorised share capital of the Company consisted of £1,500,000 divided into 7,500,000 Ordinary Shares of 20p each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the 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.
J.K. McCALL 1, Bank Buildings, Princes Street, London, E.C.2. Solicitor.	One
F.J. WILD 1, Bank Buildings, Princes Street, London, E.C.2. Legal Executive.	One

DATED this 13th day of May, 1964.

WITNESS to the above Signatures :-

G.B. ORR,
1, Bank Buildings,
Princes Street,
London, E.C.2.

Solicitor's Articled Clerk.

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

- 01 -

REDLAND PURLE LIMITED

(Adopted by Special Resolution
passed on 4th September, 1972)

1. The Company is a private company and subject as hereinafter provided and except where the same are excluded or varied by or are inconsistent with these Articles, the Regulations contained in Part II of Table A in the First Schedule to The Companies Act, 1948 as amended by The Companies Act 1967 (hereinafter called "Table A") shall apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof. Table A
2. If any such separate general meeting as is referred to in Regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at any adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum. Variation
of Rights
3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of The Companies Act, 1948 (hereinafter called "the Act"). Shares
4. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee. Regulation 22 of Table A shall not apply. Transfer
of Shares

General
Meetings

5. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or by its duly authorised representative. Regulation 5 of Part II of Table A shall not apply.

Directors

6. Unless and until otherwise determined by the Company in general meeting there shall be at least two Directors. Regulation 75 of Table A shall not apply.

Remuneration
of Directors

7. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company. Regulation 76 of Table A shall not apply.

Special
Services

8. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

No Share
Qualifica-
tion

9. A Director or alternate Director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company. Regulation 77 and paragraph (a) of Regulation 88 of Table A shall not apply.

Power to
Borrow

10. The Directors may exercise all the powers of the Company to borrow or raise money, to give guarantees, and to mortgage or charge the Company's 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 (including its holding company). Regulation 79 of Table A shall not apply.

Interests
of Directors

11. A Director shall be capable of contracting or of participating in the profits of any contract

with the Company in the same manner as if he were not a Director, subject to his complying with the provisions of Section 199 of the Act. A general notice to the Board given by a Director to the effect that he is a member, director or officer of a specified company or a member of a specified firm and is to be regarded as interested in all transactions with such company or firm shall be sufficient declaration of interest under this Article, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transaction with such company or firm, provided that either the notice is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given. A Director may vote on any contract or proposed contract in which he is interested and may be reckoned in estimating a quorum when any such contract or proposed contract is under consideration. Paragraph (2) of Regulation 34 of Table A shall not apply.

12. Each Director shall have the power to appoint either another Director or any person approved for that purpose by a resolution of the Directors, to act as alternate Director in his place during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by instrument in writing delivered at the Registered Office of the Company and signed by the appointor.

Alternate
Directors

13. At any time or from time to time:

- (i) the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company; or

(ii) the Company in general meeting

may appoint any person to be a Director or remove any Director from Office. Any removal of a Director from office hereunder shall be without prejudice to any claim such

Appointment
and Removal
of Directors

Director may have for himself for breach of any contract of service between him and the Company.

Appointment
by Directors

14. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to the last preceding Article.

Pensions and
Allowances

15. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as managing Director, manager or in any other executive office or employment in the Company or indirectly as an executive officer or employee of any subsidiary or associated company of the Company or of its holding company (if any) or of any predecessor in business of the Company notwithstanding that he may be or may have been a Director, and may make payments towards insurances or trusts for such purposes in respect of any such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

Age of
Directors

16. No person shall be disqualified from being appointed or re-appointed a Director of the Company and no Director of the Company shall be required to retire from that office by reason only of the fact that he has attained any particular age, nor need the age of any such person or Director or the fact that any such person or Director has attained any particular age be stated in any Notice or Resolution relating to his appointment or re-appointment, nor shall it be necessary to give special notice under Section 185 of the Act of any resolution appointing re-appointing or approving the appointment of a Director.

Exclusion of
Regulations 89
to 97 of Table A

17. Regulations 89 to 97 (inclusive) of Table A shall not apply.

Committees

18. The Directors may delegate any of their powers to committees whether consisting wholly or partly of Directors or otherwise as they think fit. Any committee so formed shall, in exercise of the powers so delegated, conform with any regulations that may be imposed on it by the Directors. Regulation 102 of Table A shall not apply.

Proceedings
of Directors

19. A Resolution in writing signed by all the Directors for the time being or by all the members of a committee of Directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the Directors or, as the case may be, of such committee, duly convened and held, and may consist of several documents in the like form each signed by one or more of the

Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a director of such body corporate or by its duly authorised representative. Regulation 106 of Table A shall not apply.

20. The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Manager, or any other salaried office) for such period and on such terms as they shall think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement the appointment of any Director as Managing Director shall be ipso facto determined if he cease to be a Director. Regulation 107 of Table A shall not apply.

Executive
Directors

21. A Director appointed to any executive office as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine. Regulations 108 and 109 of Table A shall not apply. The Directors may entrust to and confer upon any Director so appointed any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

Remuneration
and Powers
of Executive
Directors

22. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director or by some other person appointed by the Directors for the purpose and shall be countersigned by the Secretary or by a second Director or by some other person as aforesaid. Regulation 113 of Table A shall not apply.

The Seal

23. The payment of any unclaimed dividend, interest or other sum payable on or in respect of a share or shares of the Company into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Dividend

1147

THE COMPANY'S ACTS
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

REDLAND PURLE LIMITED

Passed 22nd December 1980

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Redland House, Reigate, Surrey RH2 OSJ on 22nd December 1980 the following Resolutions were duly passed as SPECIAL RESOLUTIONS:

SPECIAL RESOLUTIONS

1. THAT it is desirable to capitalise the sum of £134,628 being part of the amount standing to the credit of Share Premium Account and that accordingly the said sum be capitalised and appropriated as capital to and amongst the persons who were registered as the Holders of the 6,731,406 Ordinary shares of 20p in the Capital of the Company at the close of business on the 19th December 1980 in the proportion of 1 new Ordinary share of 20p for every 10 Ordinary shares then held on the footing that the sum be not paid in cash but used in paying up in full the 673,140 Unissued Ordinary shares of 20p each in the Capital of the Company which shall be allotted and distributed credited as fully paid to and amongst the said Holders in the proportion indicated above.
2. THAT upon the said 673,140 new Ordinary shares of 20p each being allotted and distributed in accordance with Resolution No 1 of this Meeting the existing 6,731,406 Ordinary shares of 20p each in the Company which are at the time of the passing of the Resolution issued and fully paid up be and the same are hereby converted into and redesignated as Deferred shares of 20p each with the rights and restrictions attaching thereto set out in the Articles of Association of the Company referred to in Resolution No 3 hereof.
3. THAT the Regulations contained in the printed documents submitted to this Meeting and for the purposes of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles thereof.

[Signature]
CHAIRMAN



No. 806128

5/5



156.

THE COMPANIES ACT 1948 to 1980

A COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


of

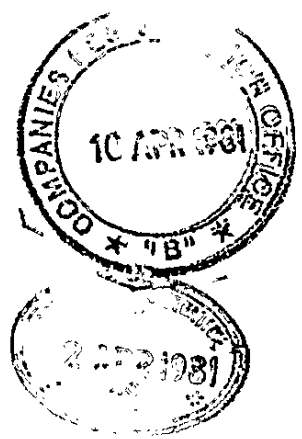
REDLAND PURLE LIMITED

(passed on 30th March 1981)

At an Extraordinary General Meeting of the above Company duly convened and held on 30th March 1981 at 3 Gray's Inn Place London WC1R 5EA the following resolution was duly passed as a Special Resolution:

"That the name of the Company be changed to CLEANAWAY LIMITED"


.....
CHAIRMAN



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 806128

/157

I hereby certify that

REDLAND PURLE LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

CLEANAWAY LIMITED

Given under my hand at Cardiff the

5TH MAY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson', written over the printed name.

E. A. WILSON

Assistant Registrar of Companies

No: 806128

266
158.
Stu Dm
AD change
THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CLEANAWAY LIMITED ✓

Incorporated on 21st May 1964

DENTON HALL & BURGIN
3, GRAY'S INN PLACE
GRAY'S INN
LONDON WC1R 5EA.



No. 806128

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY, that PURLE BROTHERS HOLDINGS LIMITED is this day incorporated under the Companies Act, 1948, and that the Company is LIMITED.

GIVEN under my hand at London this 21st day of May, One thousand Nine Hundred and Sixty-four.

L.S. WHITFIELD

Assistant Registrar of Companies.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 806128

I hereby certify, that

PURLE BROTHERS HOLDINGS LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated under
the name of

REDLAND PURLE LIMITED

Given under my hand at London the 30th June 1972..

N. TAYLOR

Assistant Registrar of Companies.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 806128

I hereby certify, that

REDLAND PURLE LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated
under the name of

CLEANAWAY LIMITED

Given under my hand at Cardiff the 5th May 1981

E.A.WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by a Special Resolution
passed on 28th April, 1972)

- of -

CLEANAWAY LIMITED

1. The name of the Company is "PURLE BROTHERS HOLDINGS LIMITED". *

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are as follows:-

- (1) To carry on business as sanitary contractors, ✓
contractors for the disposal of sludge, sewage and residues of every description, whether liquid or solid, animal, mineral or vegetable matter, cesspool, cesspit and grease trap emptiers and cleaners of all kinds and descriptions, and as contractors for the cartage of coal and coal dust and the disposal thereof.
- (2) To manufacture, purchase, sell, deal in or otherwise dispose of chemicals, vegetable or other manures and other substances, materials and things that may conveniently be dealt with in connection with disposal of sewage, sludge or residues of any kind or description.
- (3) To purchase take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description, and to lay out land for building purposes, build thereon, let on building or other leases and advance money to builders, tenants and others; and to design, construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, watercourses, houses, buildings and erections of all descriptions, and all other works and things which may

* The name of the Company was changed to REDLAND PURLE LIMITED on 30th June 1972 and to CLEANAWAY LIMITED on 5th May 1981. ✓

be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of constructing, executing, working, developing, and administering the same.

- (4) 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 foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.

- (11) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem to be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (12) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.
- (13) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (14) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (18) To borrow and raise money in any manner and on any terms.
- * (19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages

*This paragraph was adopted by Special Resolution passed on 28th April 1972.

of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.

- (20) To make, draw, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (21) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (22) To undertake and transact all kinds of trust and agency business.
- (23) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary or the relations, connections or dependants of any such persons, to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.

- (24) To establish any scheme, fund or plan for the granting of options upon any unissued shares of the Company to employees and Directors of the Company or any subsidiary company of the Company or any other company in which the Company may be interested whether directly or indirectly and to endow or to make such contributions to such scheme, fund or plan as shall be requisite.
- (25) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out exercise and comply with the same.
- (28) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the Members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used with reference to the Company, shall be deemed to include any incorporated body and any partnership or body of persons, whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.
- ✓

5. The share capital of the Company is *£100 divided into 800 shares of two shillings and sixpence each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.
-

* At 28th May 1981, the date of reprinting of this Memorandum of Association, the authorised share capital of the Company consisted of £1,500,000 divided into 6,731,406 Ordinary Shares of 20p each and 768,594 Deferred Shares of 20p each. ✓

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the 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.

J.K. McCALL
1, Bank Buildings,
Princes Street,
London, E.C.2.

One ✓

Solicitor.

F.J. WILD
1, Bank Buildings,
Princes Street,
London, E.C.2.

One

Legal Executive.

DATED this 13th day of May, 1964.

WITNESS to the above Signatures:-

G.B. ORR,
1, Bank Buildings,
Princes Street,
London, E.C.2.

Solicitor's Articled Clerk.

THE COMPANIES ACTS 1948 to 1980 ("THE ACTS")

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CLEANAWAY LIMITED

(Adopted by Special Resolution passed
on the 22nd day of December 1980)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL

2. The issued share capital of the Company at the date of adoption of these Articles is £1,480,909.20 divided into 673,140 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

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

6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Members of the Company in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply to the Company.

GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

VOTES OF MEMBERS

9. (A) On a show of hands every Member of the Company present in person at any General Meeting of the Company who is the holder of one or more Ordinary Shares in the capital of the Company shall have one vote and on a poll every such Member who is present in person or by proxy shall have one vote for each such Ordinary Share of which he is the holder.

(B) The holders of the Deferred Shares in the capital of the Company shall have no right as such to receive notice of or attend or vote at any General Meeting of the Company. At any separate General Meeting of the holders of the Deferred Shares on a show of hands every such holder present in person shall have one vote and on a poll every such holder who is present in person or by proxy shall have one vote for each Deferred Share of which he is the holder.

(C) Regulation 62 of Table A shall apply to the Company subject to paragraphs (A) and (B) of this Article.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply to the Company.

11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply.

13. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any holding or subsidiary company of the Company or any other subsidiary of a holding company of the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director.

15. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

16. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to Article 14 above.

17. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum

is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

18. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company.

19. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

20. Notice of Meetings of Directors shall be given to every Director whether or not he is present in the United Kingdom. Regulation 98 of Table A shall be modified accordingly.

21. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the Members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

22. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for the period and on such terms as they shall think fit, and subject to the terms of any agreement entered

into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

24. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration, (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

25. Subject as provided in Article 9 above notice of every General Meeting of the Company shall be given to every Member of the Company and Regulations 131 and 134(a) of Table A shall be modified accordingly.

REPAYMENT OF CAPITAL, DIVIDENDS

26. (A) The Deferred Shares in the capital of the Company shall not carry the right to any dividend or distribution, save as mentioned in paragraph (B) of this Article.

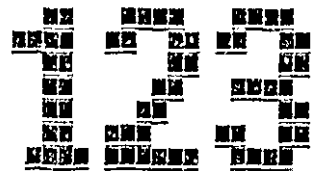
(B) In the event of a repayment of assets whether on a winding up or reduction of capital or otherwise, each holder of Deferred Shares in the capital of the Company shall, in respect of the Deferred Shares of which he is the holder, be entitled to receive an amount equal to the nominal amount of such shares then paid up but only after the holders of the Ordinary Shares in the capital of the Company shall have received the nominal amount paid up on their shares plus a further £50,000,000 in aggregate. Regulation 135 of Table A shall be modified accordingly.

INDEMNITY

27. Every Director, Executive Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, Officer or Auditor 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 the Acts in which relief from liability is granted to him by the Court.



COMPANIES FORM No. 123

NOTICE OF INCREASE IN
NOMINAL CAPITAL

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

806128

Name of Company

CLEANAWAY LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 17th September 1991 the nominal capital of the company has been increased by £13,500,000 beyond the registered capital of £1,500,000.

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

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:

To rank pari passu in all respects with the existing ordinary shares.

Please tick here if continued overleaf



Signed

Designation: DIRECTOR

Date 2nd October 91

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

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

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

Denton Hall Burgin & Warrens
Five Chancery Lane
London EC4A 1BU

Ref: CWH/MPK

For official use

General section

Postroom

COMPANIES HOUSE

30 OCT 1991

84

Company Number 806128

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

CLEANAWAY LIMITED

Dated 17th day of September 1991

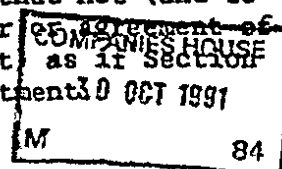
We, the undersigned being all the members of the above named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following resolutions of which resolutions numbers 1 and 2 are ordinary resolutions and resolutions numbers 3 and 4 are special resolutions:

Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £1,500,000 to £15,000,000 by the creation of an additional 67,500,000 Ordinary Shares of 20p each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise during the period ending on the fifth anniversary of the date of the passing of this resolution (and thereafter in pursuance of any offer or agreement made by the Company prior to the expiry of that period) all the powers of the Company to allot relevant securities (as defined in that Section) within the total authorised share capital of the Company.

Special Resolutions

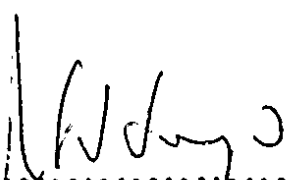
3. That subject to the passing of Resolution 2 above the Directors of the Company be and they are hereby empowered from the date of passing of this Resolution to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred on them under Section 80 of that Act (and to allot equity securities in pursuance of any offer or agreement of the kind referred to in Section 95(4) of that Act as if Section 89(1) of that Act did not apply to any such allotment)

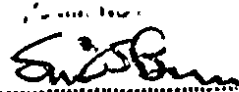


4. That the Company's Articles of Association be amended as follows:

Article 2 to be deleted in its entirety and substituted by the following words:

"the authorised share capital of the Company is £15,000,000 divided into 75,000,000 Ordinary Shares of 20p each and 6,731,405 Deferred Shares of 20p each".


.....
For and on behalf of
Cleanaway Holdings Limited


.....DIRECTOR/
AUTHORISED SIGNATORY
.....
For and on behalf of
Gray's Inn Nominees Limited

**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

--	--	--	--

806128

Name of company

*Insert full name
of company

• CLEANAWAY LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 19TH MARCH 1992 the nominal capital of the company has been
increased by £ 5,000,000 beyond the registered capital of £ 15,000,000

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

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

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:

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

Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

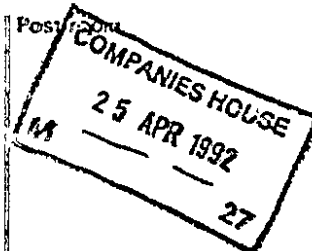
Signed

Designation SECRETARY Date 22 APRIL 1992Presenter's name, address and
reference (if any):

For official use

General section

Post room



Company Number 806128

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

CLEANAWAY LIMITED

Dated 19th day of March 1992

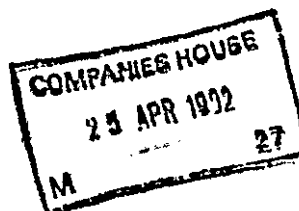
We, the undersigned being all the members of the above named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following resolutions of which resolutions numbers 1 and 2 are ordinary resolutions and resolutions numbers 3 and 4 are special resolutions:

Ordinary Resolutions

1. That the authorised share capital of the Company be increased from £15,000,000 to £20,000,000 by the creation of an additional 25,000,000 Ordinary Shares of 20p each to rank pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise during the period ending on the fifth anniversary of the date of the passing of this resolution (and thereafter in pursuance of any offer or agreement made by the Company prior to the expiry of that period) all the powers of the Company to allot relevant securities (as defined in that Section) within the total authorised share capital of the Company.

Special Resolutions

3. That subject to the passing of Resolution 2 above the Directors of the Company be and they are hereby empowered from the date of passing of this Resolution to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred on them under Section 80 of that Act (and to allot equity securities in pursuance of any offer or agreement of the kind referred to in Section 95(4) of that Act) as if Section 89(1) of that Act did not apply to any such allotment.



THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

CLEANAWAY LIMITED

Incorporated 21st May 1964

(amended 28.4.72)
(change of name 30.6.72)
(new Articles adopted 22.12.80)
(change of name 5.5.81)
(increase in share capital 28.5.81)
(increase in share capital 6.11.91)
(increase in share capital 19.3.92)

DENTON HALL
BURGIN & WARRENS

FIVE CHANCERY LANE . CLIFFORD'S IN
LONDON EC4A 1BU
TELEPHONE 071-242 1212



(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 806128

I hereby certify, that

PURLE BROTHERS HOLDINGS LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated under
the name of

REDLAND PURLE LIMITED

Given under my hand at London the 30th June 1972.

N. TAYLOR

Assistant Registrar of Companies.

(COAT OF ARMS)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 806128

I hereby certify, that

REDLAND PURLE LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated
under the name of

CLEANAWAY LIMITED

Given under my hand at Cardiff the 5th May 1981

E.A.WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(As altered by a Special Resolution
passed on 28th April, 1972)

- of -

CLEANAWAY LIMITED

1. The name of the Company is "PURLE BROTHERS HOLDINGS LIMITED". *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (1) To carry on business as sanitary contractors, contractors for the disposal of sludge, sewage and residues of every description, whether liquid or solid, animal, mineral or vegetable matter, cesspool, cesspit and grease trap emptiers and cleaners of all kinds and descriptions, and as contractors for the cartage of coal and coal dust and the disposal thereof.
 - (2) To manufacture, purchase, sell, deal in or otherwise dispose of chemicals, vegetable or other manures and other substances, materials and things that may conveniently be dealt with in connection with disposal of sewage, sludge or residues of any kind or description.
 - (3) To purchase take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description, and to lay out land for building purposes, build thereon, let on building or other leases and advance money to builders, tenants and others; and to design, construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, watercourses, houses, buildings and erections of all descriptions, and all other works and things which may

* The name of the Company was changed to REDLAND PURLE LIMITED on 30th June 1972 and to CLEANAWAY LIMITED on 5th May 1981.

be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of constructing, executing, working, developing, and administering the same.

- (4) 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 foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.

- (11) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem to be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (12) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.
- (13) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (14) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (18) To borrow and raise money in any manner and on any terms.
- * (19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages

*This paragraph was adopted by Special Resolution passed on 28th April 1972.

of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.

- (20) To make, draw, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (21) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (22) To undertake and transact all kinds of trust and agency business.
- (23) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary or the relations, connections or dependants of any such persons, to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.

- (24) To establish any scheme, fund or plan for the granting of options upon any unissued shares of the Company to employees and Directors of the Company or any subsidiary company of the Company or any other company in which the Company may be interested whether directly or indirectly and to endow or to make such contributions to such scheme, fund or plan as shall be requisite.
- (25) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out exercise and comply with the same.
- (28) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the Members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used with reference to the Company, shall be deemed to include any incorporated body and any partnership or body of persons, whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is *£100 divided into 800 shares of two shillings and sixpence each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.
-

* At 16th April 1992, the date of reprinting of this Memorandum of Association, the authorised share capital of the Company consisted of £20,000,000 divided into 93,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the 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.

J.K. McCALL
1, Bank Buildings,
Princes Street,
London, E.C.2.

One

Solicitor.

F.J. WILD
1, Bank Buildings,
Princes Street,
London, E.C.2.

One

Legal Executive.

DATED this 13th day of May, 1964.

WITNESS to the above Signatures:-

G.B. ORR,
1, Bank Buildings,
Princes Street,
London, E.C.2.

Solicitor's Articled Clerk.

THE COMPANIES ACTS 1948 to 1980 ("THE ACTS")

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CLEANAWAY LIMITED

(Adopted by Special Resolution passed
on the 22nd day of December 1980)
(As amended by Special Resolution passed 27.11.91)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL

2. The authorised share capital of the Company is £20,000,000 divided into 93,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each.
3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.
4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Members of the Company in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply to the Company.

GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

VOTES OF MEMBERS

9. (A) On a show of hands every Member of the Company present in person at any General Meeting of the Company who is the holder of one or more Ordinary Shares in the capital of the Company shall have one vote and on a poll every such Member who is present in person or by proxy shall have one vote for each such Ordinary Share of which he is the holder.

(B) The holders of the Deferred Shares in the capital of the Company shall have no right as such to receive notice of or attend or vote at any General Meeting of the Company. At any separate General Meeting of the holders of the Deferred Shares on a show of hands every such holder present in person shall have one vote and on a poll every such holder who is present in person or by proxy shall have one vote for each Deferred Share of which he is the holder.

(C) Regulation 62 of Table A shall apply to the Company subject to paragraphs (A) and (B) of this Article.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply to the Company.

11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply.

13. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any holding or subsidiary company of the Company or any other subsidiary of a holding company of the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any sch' or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director.

15. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

16. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to Article 14 above.

17. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum

is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

18. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company.

19. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

20. Notice of Meetings of Directors shall be given to every Director whether or not he is present in the United Kingdom. Regulation 98 of Table A shall be modified accordingly.

21. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the Members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

22. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for the period and on such terms as they shall think fit, and subject to the terms of any agreement entered

into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

24. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration, (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

25. Subject as provided in Article 9 above notice of every General Meeting of the Company shall be given to every Member of the Company and Regulations 131 and 134(a) of Table A shall be modified accordingly.

REPAYMENT OF CAPITAL, DIVIDENDS

26. (A) The Deferred Shares in the capital of the Company shall not carry the right to any dividend or distribution, save as mentioned in paragraph (B) of this Article.

(B) In the event of a repayment of assets whether on a winding up or reduction of capital or otherwise, each holder of Deferred Shares in the capital of the Company shall, in respect of the Deferred Shares of which he is the holder, be entitled to receive an amount equal to the nominal amount of such shares then paid up but only after the holders of the Ordinary Shares in the capital of the Company shall have received the nominal amount paid up on their shares plus a further £50,000,000 in aggregate. Regulation 135 of Table A shall be modified accordingly.

INDEMNITY

27. Every Director, Executive Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, Officer or Auditor 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 the Acts in which relief from liability is granted to him by the Court.

Company Number 806128

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

CLEANAWAY LIMITED

Dated 27th day of November 1991

We, the undersigned, being all the members of the above named Company for the time being entitled to attend and vote at General Meetings of the Company HEREBY RESOLVE to pass the following special resolution:

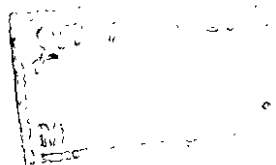
SPECIAL RESOLUTION

That Article 2 of the Company's Articles of Association be deleted in its entirety and the following words substituted:

The authorised share capital of the Company is £15,000,000 divided into 74,231,406 Ordinary Shares of 20p each and 768,594 Deferred Shares of 20p each.

J. H. Hughes
.....
For and on behalf of
Cleanaway Holdings Limited

M. Jung
.....
For and on behalf of
Gray's Inn Nominees Limited



THE COMPANIES ACTS

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(As altered by a Special Resolution
passed on 28th April, 1972)

- of -

CLEANAWAY LIMITED

1. The name of the Company is "PURLE BROTHERS HOLDINGS LIMITED". *
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - (1) To carry on business as sanitary contractors, contractors for the disposal of sludge, sewage and residues of every description, whether liquid or solid, animal, mineral or vegetable matter, cesspool, cesspit and grease trap emptiers and cleaners of all kinds and descriptions, and as contractors for the cartage of coal and coal dust and the disposal thereof.
 - (2) To manufacture, purchase, sell, deal in or otherwise dispose of chemicals, vegetable or other manures and other substances, materials and things that may conveniently be dealt with in connection with disposal of sewage, sludge or residues of any kind or description.
 - (3) To purchase take on lease or in exchange or otherwise acquire, sell, improve, manage, develop, lease, mortgage, turn to account, deal in and dispose of lands, buildings and hereditaments, whether freehold or leasehold or of any other tenure, easements, concessions, claims, rights or privileges and real and personal property of every description, and to lay out land for building purposes, build thereon, let on building or other leases and advance money to builders, tenants and others; and to design, construct, execute, carry out, equip, improve, work, develop, administer, manage or control, in any parts of the world, offices, factories, railways, roadways, tramways, docks, harbours, piers, wharves, canals, watercourses, houses, buildings and erections of all descriptions, and all other works and things which may

* The name of the Company was changed to REDLAND PURLE LIMITED on 30th June 1972 and to CLEANAWAY LIMITED on 5th May 1981.

COMPANIES HOUSE

be deemed expedient for the purposes of the Company and to pay or contribute to the payment of the cost of constructing, executing, working, developing, and administering the same.

- (4) 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 foregoing, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (5) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (6) To buy, sell, let or otherwise dispose of, use or deal in anything authorised to be produced or manufactured by the Company or of a similar character, and any articles generally used or capable of being used in any such production or manufacture, or any materials or provisions required by workmen or others employed by the Company.
- (7) To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- (8) To sell, let, lease, grant licences, easements and other rights over and in any other manner dispose of or deal with the whole or any part of the undertaking, property, assets, rights, effects and businesses of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
- (9) To acquire and undertake on any terms, and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with or to co-operate in any way with or assist or subsidise, any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.

- (11) To purchase with a view to closing or reselling in whole or in part any business or properties which may seem to be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company.
- (12) To carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently, to close any such branch or business.
- (13) To act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- (14) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- (15) To promote or concur in the promotion of any company whether British or foreign, the promotion of which shall be considered desirable.
- (16) To give all descriptions of guarantees and indemnities.
- (17) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (18) To borrow and raise money in any manner and on any terms.
- * (19) As a separate and independent object to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages

*This paragraph was adopted by Special Resolution passed on 28th April 1972.

of or charges upon all or any part of the undertaking property and assets (present and future) and the uncalled capital of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description, and to guarantee support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any of such methods and whether severally or jointly with any other person, firm or company, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest, dividends and any other moneys owing on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act 1948) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.

- (20) To make, draw, accept, indorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants, and other instruments negotiable or transferable or otherwise.
- (21) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.
- (22) To undertake and transact all kinds of trust and agency business.
- (23) To grant pensions or gratuities to any persons (including Directors and other officers) who may be or have been in the employment or service in any capacity of the Company or of any subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary or the relations, connections or dependants of any such persons, to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to establish and contribute to any scheme for the purchase by trustees of shares of the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company.

- (24) To establish any scheme, fund or plan for the granting of options upon any unissued shares of the Company to employees and Directors of the Company or any subsidiary company of the Company or any other company in which the Company may be interested whether directly or indirectly and to endow or to make such contributions to such scheme, fund or plan as shall be requisite.
- (25) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any exhibition.
- (26) To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- (27) To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out exercise and comply with the same.
- (28) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (29) To distribute among the Members of the Company in specie any property of the Company.
- (30) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used with reference to the Company, shall be deemed to include any incorporated body and any partnership or body of persons, whether domiciled in the United Kingdom or elsewhere, and that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited by reference to any other paragraph or by the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is *£100 divided into 800 shares of two shillings and sixpence each, with power to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.
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* At 6th November 1991, the date of reprinting of this Memorandum of Association, the authorised share capital of the Company consisted of £15,000,000 divided into 74,231,406 Ordinary Shares of 20p each and 768,594 Deferred Shares of 20p each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of the 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.

J.K. McCALL
1, Bank Buildings,
Princes Street,
London, E.C.2.

One

Solicitor.

F.J. WILD
1, Bank Buildings,
Princes Street,
London, E.C.2.

One

Legal Executive.

DATED this 13th day of May, 1964.

WITNESS to the above Signatures:-

G.B. ORR,
1, Bank Buildings,
Princes Street,
London, E.C.2.

Solicitor's Articled Clerk.

THE COMPANIES ACTS 1948 to 1980 ("THE ACTS")

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CLEANAWAY LIMITED

(Adopted by Special Resolution passed
on the 22nd day of December 1980)
(As amended by Special Resolution passed 27.11.91)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

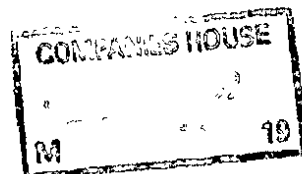
SHARE CAPITAL

2. The authorised share capital of the Company is £15,000,000 divided into 74,231,406 Ordinary Shares of 20p each and 768,594 Deferred Shares of 20p each.

3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.

4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

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



6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Members of the Company in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply to the Company.

GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

VOTES OF MEMBERS

9. (A) On a show of hands every Member of the Company present in person at any General Meeting of the Company who is the holder of one or more Ordinary Shares in the capital of the Company shall have one vote and on a poll every such Member who is present in person or by proxy shall have one vote for each such Ordinary Share of which he is the holder.

(B) The holders of the Deferred Shares in the capital of the Company shall have no right as such to receive notice of or attend or vote at any General Meeting of the Company. At any separate General Meeting of the holders of the Deferred Shares on a show of hands every such holder present in person shall have one vote and on a poll every such holder who is present in person or by proxy shall have one vote for each Deferred Share of which he is the holder.

(C) Regulation 62 of Table A shall apply to the Company subject to paragraphs (A) and (B) of this Article.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply to the Company.

11. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

12. The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company). Regulation 79 of Table A shall not apply.

13. The Directors may pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any Director or employee or former Director or employee who may hold or may have held any executive or other office or employment under the Company or any holding or subsidiary company of the Company or any other subsidiary of a holding company of the Company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons. Regulation 87 of Table A shall not apply to the Company.

14. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director.

15. The words "and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose" shall be omitted from Regulation 86 of Table A.

16. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall (subject to Regulation 88 of Table A) hold office until he is removed pursuant to Article 14 above.

17. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 199 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum

is present. Paragraphs (2) and (4) of Regulation 84 of Table A shall not apply.

18. Regulations 89 to 97 (inclusive) of Table A shall not apply to the Company.

19. Each Director shall have power by writing under his hand to nominate any person to act as his alternate Director during his absence and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall exercise and discharge all the functions, powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

20. Notice of Meetings of Directors shall be given to every Director whether or not he is present in the United Kingdom. Regulation 98 of Table A shall be modified accordingly.

21. No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age and any Director or any person may be re-appointed or appointed, as the case may be, as a Director notwithstanding that he had then attained the age of 70, and no special notice need be given of any resolution for the re-appointment or appointment or approval of the appointment of a Director at any age and it shall not be necessary to give the Members of the Company notice of the age of any Director or person proposed to be so re-appointed or appointed. Sub-sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

22. A resolution in writing signed by all the Directors for the time being entitled to receive notice of Meetings of the Directors shall be as effective as a resolution passed at a Meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. Regulation 106 of Table A shall not apply to the Company.

EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their body to an executive office (including but without limitation that of Managing Director, Manager or any other salaried office) for the period and on such terms as they shall think fit, and subject to the terms of any agreement entered

into in any particular case, may revoke such appointment. The appointment of a Director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a Director. Regulation 107 of Table A shall not apply to the Company.

24. A Managing Director, Manager or other Executive Officer as aforesaid shall receive such remuneration, (either by way of salary, commission, participation in profits or otherwise howsoever) as the Directors may determine. Regulation 108 of Table A shall not apply to the Company.

NOTICE OF GENERAL MEETINGS

25. Subject as provided in Article 9 above notice of every General Meeting of the Company shall be given to every Member of the Company and Regulations 131 and 134(a) of Table A shall be modified accordingly.

REPAYMENT OF CAPITAL, DIVIDENDS

26. (A) The Deferred Shares in the capital of the Company shall not carry the right to any dividend or distribution, save as mentioned in paragraph (B) of this Article.

(B) In the event of a repayment of assets whether on a winding up or reduction of capital or otherwise, each holder of Deferred Shares in the capital of the Company shall, in respect of the Deferred Shares of which he is the holder, be entitled to receive an amount equal to the nominal amount of such shares then paid up but only after the holders of the Ordinary Shares in the capital of the Company shall have received the nominal amount paid up on their shares plus a further £50,000,000 in aggregate. Regulation 135 of Table A shall be modified accordingly.

INDEMNITY

27. Every Director, Executive Director, Manager, Officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, Manager, Officer or Auditor 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 the Acts in which relief from liability is granted to him by the Court.

THIS RESOLUTION AMENDS RESOLUTION PREVIOUSLY FILED
DUE TO TYPOGRAPHICAL ERROR MADE IN 806128
ORIGINAL.

THE COMPANIES ACTS 1948 to 1980 ("THE ACTS")

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CLEANAWAY LIMITED

(Adopted by Special Resolution passed
on the 22nd day of December 1980)
(As amended by Special Resolution passed 19.3.92)

PRELIMINARY

1. The Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall, except where the same are excluded or varied by or are inconsistent with these Articles, apply to the Company. Except as otherwise stated references herein to Regulations in Table A shall be construed as referring to those contained in Part I thereof.

SHARE CAPITAL

2. The authorised share capital of the Company is £20,000,000 divided into 93,268,594 Ordinary Shares of 20p each and 6,731,406 Deferred Shares of 20p each.
3. Subject to any direction to the contrary that may be given by the Company in general meeting all the shares of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as the Directors may determine, but so that no shares shall be issued at a discount except in accordance with Section 57 of the Act.
4. In Regulation 11 of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
5. In Regulation 15 of Table A the words "provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

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6. The instrument of transfer of a share shall be signed by or on behalf of the Transferor and the Transferor shall be deemed to remain the holder of the share until the name of the Transferee is entered in the Register of Members of the Company in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the Transferee. Regulation 22 of Table A shall not apply to the Company.

GENERAL MEETINGS

7. Subject to the provisions of the Acts a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a General Meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney. Regulation 5 of Part II of Table A shall not apply to the Company.

8. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Table A.

VOTES OF MEMBERS

9. (A) On a show of hands every Member of the Company present in person at any General Meeting of the Company who is the holder of one or more Ordinary Shares in the capital of the Company shall have one vote and on a poll every such Member who is present in person or by proxy shall have one vote for each such Ordinary Share of which he is the holder.

(B) The holders of the Deferred Shares in the capital of the Company shall have no right as such to receive notice of or attend or vote at any General Meeting of the Company. At any separate General Meeting of the holders of the Deferred Shares on a show of hands every such holder present in person shall have one vote and on a poll every such holder who is present in person or by proxy shall have one vote for each Deferred Share of which he is the holder.

(C) Regulation 62 of Table A shall apply to the Company subject to paragraphs (A) and (B) of this Article.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two. Regulation 75 of Table A shall not apply to the Company.

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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

* 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.

† delete as appropriate

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

Company number

806128

Name of company

* CLEANAWAY LIMITED

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 1 2

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

Day Month Year

3 1 1 2 1 9 9 4

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

CLEANAWAY HOLDINGS LIMITED

company number 72509

the accounting reference date of which is 31 DECEMBER

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.

6. Signed

Designation DIRECTOR

Date 9-12-94

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

For official use
D.F.B.

Post room



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