

Number of  
Company

814030



Form No. 41

**REGISTERED**

**THE COMPANIES ACT, 1948** 29 JUL 1964



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

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

Pursuant to Section 15 (2).

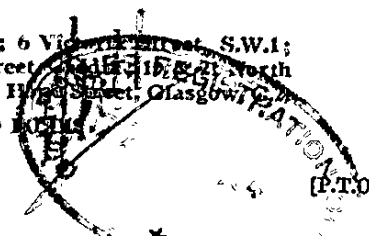
*Insert the  
Name of the  
Company.*

THE COMPANY  
**LIMITED**

ed by

The Solicitors' Law Stationery Society, Limited  
91-122 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, B.3; 15 & 21 North  
John Street, Liverpool, 2; 23-34 John Dalton Street, Manchester, 2; and 157 High Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



I, ... DAVID MONTER

of Barrington House, 59-67 Gresham Street, London, E.C.2.

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland "a  
Solicitor") "engaged  
"in the formation"  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary".

Do solemnly and sincerely declare that I am (\*) a Solicitor  
of the Supreme Court engaged in the formation

of

INDAL COMPANY, LTD.

Limited,

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

Declared at Barrington House,

59-67 Gresham Street,

London, E.C.2.

the 22<sup>nd</sup> day of July

one thousand nine hundred and sixty-

four

Before me,

DEWECK H. BRETHERTON

A Commissioner for Oaths [Notary Public or]

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

# STATEMENT OF THE NOMINAL CAPITAL

OF

THE NOMINAL CAPITAL

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.



THE NOMINAL CAPITAL of the above named Company is £ 600

Signature W. J. Bates & Co. Ltd.

Description Solicitors engaged in the formation

Dated the 22nd day of July 1934

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

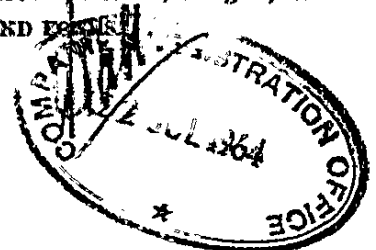
Presented by

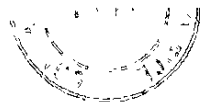
W. J. Bates & Co. Ltd.

Solicitors

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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS





COMPANIES  
REGISTRATION



THE COMPANIES ACT, 1948

814030

3

COMPANY LIMITED BY SHARES

REGISTERED

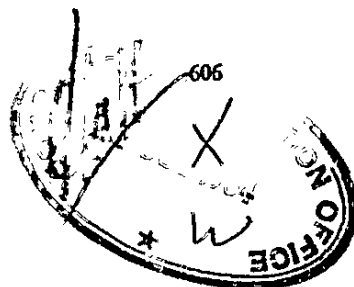
29 JUL 1964

## Memorandum of Association

OF

## INDAL CONTINENTAL LIMITED

1. The name of the Company is "INDAL CONTINENTAL LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
  - (a) To carry on business as an investment holding company and to control and co-ordinate the businesses of any companies, corporations or other body of persons in which it is for the time being interested and to provide advisory services in connection with any such businesses.
  - (b) To acquire (whether by original subscription, tender, purchase, exchange, underwriting or otherwise and whether conditionally or otherwise) shares or stocks, debentures, debenture stocks, bonds, obligations, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued or guaranteed by any other company, corporation or other body of persons constituted or carrying on business in any part of the world and whether or not engaged or concerned in the same or similar trades or occupations as those carried on by the Company or its subsidiary companies and the debentures, debenture stocks, bonds, obligations, securities and evidences of indebtedness or



of the right to participate in profits or assets or other similar documents issued or guaranteed by any government, sovereign, ruler, commissioner, public body or authority, whether supreme, local or otherwise, in any part of the world, and whether such shares, stocks, debentures, debenture stocks, bonds, obligations, securities and evidences of indebtedness or of the right to participate in profits as assets or similar documents are or are not fully paid up, and to make payments thereon as called up, or in advance of calls, or otherwise, and to hold the same with a view to investment, or to sell, exchange or otherwise dispose of the same.

- (c) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement, management, working, control or superintendence thereof respectively.
- (d) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (e) To borrow and raise money and to 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 and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock, or other securities of any description.
- (f) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments.

- (G) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (H) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (I) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (J) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company whether fully or partly paid up.
- (K) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (L) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.
- (M) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and 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 in

the Company is to be used for the benefit of the Company's employees and if any money is the Company's employees it shall be used in purchase shares of the Company and no individual and shall not effect any scheme for sharing the profits of the Company with its employees or any of them.

18 It is all or any of the things and means mentioned in any part of the world, and either in principle, separate, commercial business or otherwise, and by or through business separate or otherwise, and either alone or in connection with others.


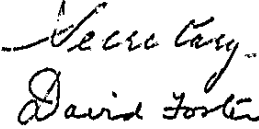
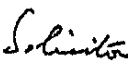
19 It is all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause except only A and B, let as otherwise expressly provided in any paragraph shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur in the name of the Company.

4 The liability of the members is limited.

5 The share capital of the Company is £500 divided into 100 shares of £5 each and 10,000 shares of 1s each.

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

| NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.   | Number of Shares taken by each Subscriber. |
|---|--|
| <br>Barrington House,<br>59-67, Gresham Street,<br>London, E.C.2.  | One<br>Ordinary<br>Share of £1             |
| <br>Barrington House,<br>59-67, Gresham Street,<br>London, E.C.2. | One<br>Ordinary<br>Share of £1             |
| <br>Total Shares taken ...                                       | Two<br>Ordinary<br>Shares of £1<br>each    |

DATED the 22nd day of July, 1964.

WITNESS to the above Signatures:—

*J. E. Brooks*

Barrington House,

59-67, Gresham Street,

London, E.C.2.

*Secretary*



10/5  
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REGISTERED

29 JUL 1964



THE COMPANIES ACT, 1948

814030

COMPANY LIMITED BY SHARES

## Articles of Association

OF

## INDAL CONTINENTAL LIMITED

### PRELIMINARY.

1. The regulations contained in Part I (but not Part II) of Table A in the First Schedule to the Companies Act, 1948 (such Part I being hereinafter referred to as "Table A"), shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and clause 1 of Table A shall apply to the construction of these Articles.

ARK

### PRIVATE COMPANY.

2. The Company is a Private Company, and accordingly:—

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single member.
- (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

## CAPITAL.

3. The capital of the Company is £500 divided into 100 Ordinary Shares of £1 each and 10,000 "A" Ordinary Shares of £1. each. The respective rights and privileges attached to the Ordinary and "A" Ordinary Shares shall be as follows:

*As regards Dividends*—On any distribution of the profits of the Company as dividends which the Directors may at any time decide to make each "A" Ordinary Share shall be entitled to receive the same amount in cash as each Ordinary Share notwithstanding the difference in nominal value of the two classes.

*As regards Capital*—In the event of the Company being wound up the assets available for distribution shall be divided among the holders of the Ordinary Shares and the "A" Ordinary Shares in proportion to the amounts paid up or credited as paid up on the shares held by them respectively.

*As regards Voting*—On a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote for every Ordinary or "A" Ordinary Share held by him.

4. Save as the Company may by Ordinary Resolution otherwise direct the shares in the capital of the Company shall be at the disposal of the Directors, and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Act.

## LIEN.

5. The lien given by clause 11 of Table A Part I shall extend to every share in the capital of the Company whether fully paid or not.

## TRANSFER OF SHARES.

6. Subject to the provisions of clause 24 of Table A any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

## PROCEEDINGS AT GENERAL MEETINGS.

7. Two members present in person or by proxy or by representatives appointed under clause 74 of Table A shall be a quorum at any General Meeting. Clause 53 of Table A shall be modified accordingly.

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A shall be modified accordingly.

## DIRECTORS.

9. Subject as hereinafter provided the Directors shall not be less than two in number. The Company may by Ordinary Resolution from time to time vary the minimum number or fix and from time to time vary the maximum number of Directors. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and they shall be at least two in number. Clause 75 of Table A shall not apply to the Company.

10. A Director shall not be required to hold any shares of the Company by way of qualification. Clause 77 of Table A shall not apply to the Company.

11. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Clause 76 of Table A shall not apply to the Company.

12. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

## BORROWING POWERS.

13. The proviso to clause 79 of Table A shall not apply to the Company.

## POWERS AND DUTIES OF DIRECTORS.

14. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of clause 84 of Table A shall not apply to the Company.

## RETIREMENT OF DIRECTORS.

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

- (A) If he shall become prohibited by law from acting as a Director.
- (B) If (not being a person holding for a fixed term an executive office subject to termination if he cease from any cause to be a Director) he shall resign by writing under his hand left at the Registered Office or if (being such a person) he shall tender his resignation and the Directors shall resolve to accept the same.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If he shall become of unsound mind.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

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

16. The Directors shall not be subject to retirement by rotation and accordingly clauses 89 to 92 of Table A shall not apply to the Company and all other references in Table A to retirement by rotation shall be disregarded.

## PROCEEDINGS OF DIRECTORS.

17. A resolution in writing signed by all the Directors for the time being in the United Kingdom 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. Provided that, where a Director is not himself in the United Kingdom but has appointed an alternate Director, the signature of such alternate Director (if in the United Kingdom) shall be required. Clause 106 of Table A shall not apply to the Company.

## MANAGING DIRECTORS.

18. Clauses 107 to 109 inclusive of Table A shall extend to include the posts of Deputy and Assistant Managing Director.

## ALTERNATE DIRECTORS.

19. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person approved by the Directors to be his alternate Director and may in like manner at any time terminate such appointment.

(b) The appointment of an alternate Director shall *ipso facto* determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine *ipso facto* if his appointor ceases for any reason to be a Director.

(c) 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 meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and in the absence of his appointor from the United Kingdom he shall be entitled to sign any resolution in writing of the Directors as hereinbefore provided. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(d) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director

and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

#### RESERVES.

20. All moneys realised from the sale or other realisation of any capital assets of the Company in excess of the price at which such assets stand in the books of the Company at the time (hereinafter called "the book value") shall (except in the case of partial realisation of an asset when such moneys may be used to write down the book value of the remainder of the asset until it is reduced to nil) either be carried to the credit of a Capital Reserve or be used to meet depreciation of capital assets or for improving any capital assets of the Company or for such other capital purpose (including capitalisation pursuant to regulation 128 of Table A) as the Directors in their discretion think conducive to the interests of the Company. There shall also be carried to the credit of such Reserve or used as aforesaid any other sums representing accretions to capital including for this purpose sums resulting from the writing up of book values of any capital assets. Such Reserve shall not be available for dividend, but may be used for any of the purposes aforesaid. Any taxation assessed or assessable under Case VII of Schedule D in consequence of the disposal of capital assets and any loss on the sale or other realisation of capital assets may be carried wholly or partially to the debit of such Reserve or may be charged wholly or partially against other funds of the Company as the Directors may in their discretion determine.

#### CAPITALISATION.

21. The Company may upon the recommendation of the Directors by Ordinary Resolution resolve that it is desirable to capitalise any sum standing to the credit of any of the Company's Reserve Accounts (including Share Premium Account and Capital Redemption Reserve Fund) or any sum standing to the credit of the Profit and Loss Account or otherwise available for distribution and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the holders of the Ordinary Shares and/or the holders of the "A" Ordinary Shares in the capital of the Company in proportion to the amounts paid up or credited as paid up on such shares respectively and to apply such sum on their

behalf in paying up in full unissued Ordinary Shares and/or "A" Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares or the "A" Ordinary Shares held by them respectively so that there shall be allotted credited as fully paid Ordinary Shares to the Ordinary Shareholders and/or "A" Ordinary Shares to the "A" Ordinary Shareholders. Clause 128 of Table A shall not apply to the Company and clause 129 of Table A shall apply by reference to this Article.

#### INDEMNITY.

22. Subject to the provisions of and so far as may be permitted by the Act every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A shall be extended accordingly.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

*Stella Allen*

Barrington House,

59-67, Gresham Street,

London, E.C.2.

*Victor Long*

*David Jordan*

Barrington House,

59-67, Gresham Street,

London, E.C.2.

*Solomon*

---

DATED the 22nd day of July, 1964.

WITNESS to the above Signatures:---

*J.E. Brooks*

Barrington House,

59-67, Gresham Street,

London, E.C.2.

*Secretary*



DUPLICATE FOR THE FILE.

No. 814030



# Certificate of Incorporation

I Hereby Certify that

INDAL CONTINENTAL LIMITED

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

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

*L.S. Whitfield.*

Assistant Registrar of Companies.  
SEE SEPARATE RECORD

Certificate  
received by }

Date