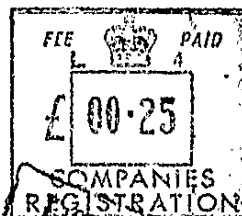


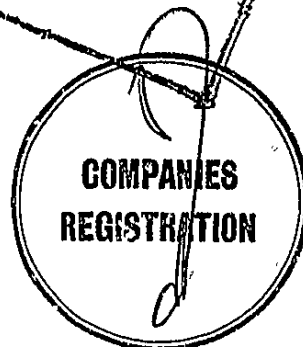
Number of } 847277



Form No. 41

THE COMPANIES ACT, 1948

REGISTERED
30 APR 1965



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.

EGATUBE
LIMITED

represented by

TRAVERS & CO
SOLICITORS
BIRMINGHAM

S. C. S. S.

65/9645/CDT

I, Colin Douglas Tyler

of Windsor House, 3 Temple Row, Birmingham, 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) a Solicitor of the
Supreme Court engaged in the formation

of _____
_____ Egatube _____ 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 Birmingham in the _____
County of Warwick

the 21st day of April,
one thousand nine hundred and sixty-
Five

Before me,

H. P. Anderson

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

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

[Handwritten signature]

Number of }
Company }

847277

2

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

REGISTERED
OF ... 30 APR 1965



EGATUBE

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 £ 100

Signature

W. A. G. Co.

Description

Solicitors.

Dated the 21st day of April, 1965

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 formation.

Presented by

WRAGGE & CO.
SOLICITORS
WINDSOR HOUSE
ST. VINCENT STREET,
BIRMINGHAM, 2

S. G. S.



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.

WJF

22 APR 1965

The Companies Act 1948

£ 02.25

COMPANIES
REGISTRATION

COMPANY LIMITED BY 30 SHARES
847277 3

Memorandum of Association

OF

EGATUBE LIMITED

1. The name of the Company is "EGATUBE LIMITED".
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (1) To buy, sell, manufacture, repair and deal in all manner of plant, apparatus, equipment, fittings, tools and accessories capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, or the reception, transmission, amplification, reproduction or recording of electrical impulses or signals including without prejudice to the generality of the foregoing tubing and electrical conduit and fittings made from plastic materials.
 - (2) To carry on business as electricians, electrical engineers and contractors, civil engineers, constructional, mechanical and railway engineers in all their branches, and to manufacture and instal cables, and to carry out all kinds of electrification work and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or 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.
 - (3) To carry on all or any of the businesses of refiners, manufacturers and producers of and dealers in chemicals, products and by-products of all kinds, plastics, resins, dyes, dyestuffs, paints, varnishes, drugs, fats, fertilisers, manures, fungicides, medicines and remedies of all kinds.

27 APR 65

OFFICE * * *

22 APR 1965

X

- (4) To bore for, quarry, win, get, smelt, calcine, refine, prepare for market and dispose of metals, ores, oils and mineral substances of every description.
- (5) To buy, sell, manufacture, import, export and deal in all kinds of substances, plant, machinery, apparatus and things capable of being manufactured wholly or partly from chemical products, by-products, plastics or resins.
- (6) To establish and carry on all or any of the businesses of importers, exporters, merchants, manufacturers and wholesale and retail dealers of and in home, colonial, and foreign merchandise, goods, raw materials, articles, produce and commodities of all descriptions, and generally to act, as commission agents, brokers, factors, shippers, financiers and traders, and to buy, sell, barter, exchange, pledge, make advances upon or otherwise trade, treat or deal, wholesale or retail in all goods, produce, stores, provisions, wares, raw and other materials, articles, and merchandise of all kinds and descriptions.
- (7) To carry on the business of Financiers, Financial Agents, Concessionaries, Bankers, Capitalists, Underwriters, Agents, Brokers and Dealers in stocks, shares, loans, annuities and other securities, and to undertake, carry on and execute all kinds of financial, commercial, trading and other operations.
- (8) To purchase, take on lease or in exchange, hire or otherwise acquire and hold works, factories, lands, buildings and hereditaments, and any estate or interest therein and generally any real or personal property, rights or privileges of any kind which the Company may deem necessary or convenient for or capable of being profitably or usefully used in connection with the objects or businesses of the Company or with any of its property or rights for the time being, and to build, construct, provide, alter, adapt, improve, furnish, equip and maintain any factories, workshops, offices, houses and other buildings, plant and machinery which may be deemed expedient for the purposes of the Company.
- (9) To carry on the businesses of carriers, forwarding agents, shipping agents, warehousemen, wharfingers, packers, lightermen and charterers of ships or other means of transport.
- (10) To act as Exhibition Agents, and to manufacture,

sell, instal, let, take or hire or fit any stands, apparatus or fittings for show or exhibition purposes.

- (11) To adopt such means of making known the business of the Company or its products as may seem expedient, and in particular by advertising in the Press, by circulars and other means, and by granting prizes, awards, and donations.
- (12) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (13) To make experiments in connection with any business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (14) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of this Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (15) To improve, manage, cultivate, develop, grant

rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- (16) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any persons, company or companies, on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (17) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (18) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, and to guarantee the performance of the obligations of any company, person or firm whatsoever, and in particular to guarantee the capital and principal of and dividends and interest of any stocks, shares or securities of any company, but not to carry on the business of a registered moneylender.
- (19) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (20) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and generally to give guarantees and indemnities.
- (21) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of

the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (24) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (25) To act as agents or brokers (but not as stock or share brokers) and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (26) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (27) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock of the Company.
- (28) To establish and maintain, or procure the establishment and maintenance of, or take over and continue, any pension or superannuation funds (whether contributory or otherwise)

for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is the holding Company or a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who may be or have been Directors or Officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (29) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (30) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (31) To sell, lease, mortgage or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (32) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

- (33) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (34) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (35) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p><i>Jack John Winter,</i> <i>Windsor House,</i> <i>3, Temple Row,</i> <i>Birmingham. 2.</i> <i>Solicitor.</i></p>	<p><i>One -</i></p>
<p><i>Anthony John Matthews</i> <i>Windsor House</i> <i>3 Temple Row</i> <i>Birmingham, 2</i> <i>Articled Clerk</i></p>	<p><i>One</i></p>

Dated this *21st* day of *April* 1965.

Witness to the above Signatures:-

[Signature]
[Signature]
Birmingham.

The Companies Act 1948.

847277



COMPANY LIMITED BY SHARES.

Articles of Association

OF

REGISTERED

30 APR 1965

EGATUBE LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Regulations.

2. Regulations 22, 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company. *and Regulation 5 in Part II of Table A shall not apply to the Company.* *QMB*

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 Shares of £1 each.

RESOLUTIONS

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

DIRECTORS AND DIRECTORS' POWERS

5. The number of Directors of the Company shall be not less than two nor more than nine. The names of the first directors shall be determined in writing by the subscribers to the Memorandum of Association.

6. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An

The Companies Act 1948.

847277



COMPANY LIMITED BY SHARES.

Articles of Association

OF

REGISTERED

30 APR 1965

EGATUBE LIMITED

PRELIMINARY

1. The Regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these Regulations.

2. Regulations 22, 24, 53, 75, 77 and 89 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company. *and Regulation 5 in Part II of Table A shall not apply to the Company.* *SHARE CAPITAL*

3. The share capital of the Company is £100 divided into 100 Shares of £1 each.

RESOLUTIONS

4. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

DIRECTORS AND DIRECTORS' POWERS

5. The number of Directors of the Company shall be not less than two nor more than nine. The names of the first directors shall be determined in writing by the subscribers to the Memorandum of Association.

6. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An

alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.

7. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the Holders of any class of shares in the Company.

8. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

9. Paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company. A Director may vote in respect of any contract or arrangement in which he is interested and shall be counted in the quorum present at the meeting notwithstanding such interest.

10. (A) A Member or Members holding a majority in nominal amount of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

(B) 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.

TRANSFERS OF SHARES

11. The instrument of transfer of any share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the transferee is entered on the register of members in respect thereof provided that in the case of a partly paid share the instrument of transfer shall also be signed by or on behalf of the transferee.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sevak John Winter,
Windsor House,
3, Temple Row,
Birmingham. 2.
Solicitor.

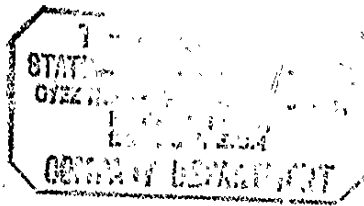
Anthony John Matthews,
Windsor House,
3, Temple Row
Birmingham, 2
Articled Clerk.

Dated this 21st day of April 1965.

Witness to the above Signatures:-

W. J. P.
W. J. P.
Birmingham.

The Amendment made to these Memorandum
and Articles of Association have been
made with the full knowledge and
consent of the Subscribers.



[Handwritten signature]

DUPLICATE FOR THE FILE.

No. 847277



Certificate of Incorporation

I Hereby Certify that

EGATUBE LIMITED

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

Given under my hand at London this THIRTIETH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

A handwritten signature in ink, appearing to read 'Newman'.

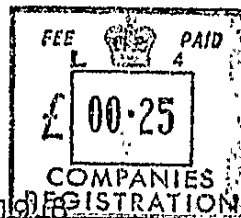
Assistant Registrar of Companies.

Certificate
received by

Date

26/4/05

No. of Company : 84727



THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION
(Passed the 5th day of April 1966)

of

EGATUBE LIMITED

At an Extraordinary General Meeting of the above named company duly convened and held at St. Asaph, Flintshire, North Wales on the 5th day of April, 1966 the following Ordinary resolution was duly passed :-

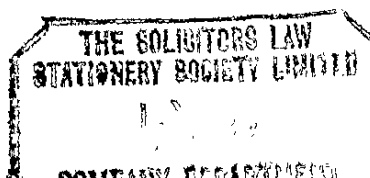
ORDINARY RESOLUTION

That the authorised share capital of the Company be and is hereby increased from £100 divided into 100 Shares of £1 each to £50,000 by the creation of 49,900 new Shares of £1 each for the purpose of acquiring part of the undertaking and business of Ega Electric Limited as provided by and more particularly described in an Agreement made the 1st day of September 1965 between Ega Electric Limited of the one part and the Company of the other part as varied by an Agreement supplemental thereto dated the 5th day of April 1966.

A. H. Payne Director.

WE CERTIFY that this document has been produced by
Gestetner Duplicator Model No. 280 (ink) Process.

.....
Wragge & Co.,
Birmingham 2.



Number of
Company 847277



Form No. 10

THE COMPANIES ACT, 1948

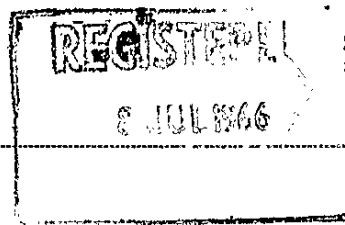
£14-10-0

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

EGATUBE



LIMITED

Handwritten signature

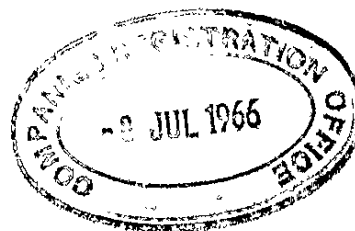
NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

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

Wragge & Co., Windsor House,

3, Temple Row,
COMPANY DEPARTMENT
Birmingham 2.



65/9645/CDT.

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; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6A

To THE REGISTRAR OF COMPANIES,

EGATUBE Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a Ordinary
Resolution of the Company dated the 5th day of April, 1966
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 49,900 beyond the Registered Capital
of £ 100

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

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
49,900	Ordinary	£1

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 rank pari passu in all respects with the
existing shares in the capital of the Company

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

Signature [Signature]

State whether Director
or Secretary

Secretary.

Dated the

27th

day of

June

1966

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

Ref. 70926/66

5544/634/66



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

EGATUBE

LIMITED

REGISTERED

27 OCT 1966

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

Wragge & Co., Windsor House,

3, Temple Row,

Birmingham 2.

65/9645/CDT.

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

OF

NEGATIVE

Signature: _____

(State whether Director or Secretary) Secretary.

Dated the 27th day of June 1966.

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

No of Company 847277 / 49

Form No. 103

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

**Notice of place where register of members is kept or
of any change in that place
Pursuant to Section 110(3) of the Companies Act 1948**

To the Registrar of Companies

Name of Company EGATUBE 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

The offices of M.K. Electric Holdings Limited

Shrubbery Road

Edmonton

London N9 0PB

**Delete "Limited" if not applicable*

Signed

State whether

Director or Secretary

Date

9th April, 1979

Presented by: G.A. Fry (Secretary)
M.K. Electric Holdings Limited
Shrubbery Road
Edmonton
London N9 0PB
Presenter's reference:

Margin reserved for binding

847277/
54

THE COMPANIES ACTS 1948 to 1976

Company Limited by Shares

SPECIAL RESOLUTION

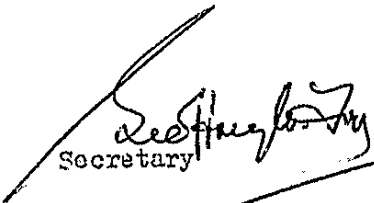
of

EGATUBE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the 2nd day of August 1979 the following Resolution was duly passed as a Special Resolution

That the provisions of the Articles of Association of the Company be altered by the deletion of the whole of the said Articles and the substitution therefor of the form of Articles produced to the Meeting and signed by the Chairman for the purpose of identification.

Date 16th August 1979


Secretary



THE COMPANIES ACTS 1948 to 1976

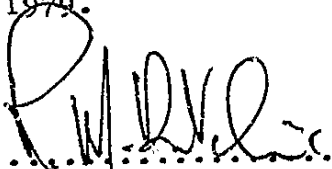
This is a print of
the Articles of
Association of the
Company as amended
by Special
Resolution passed
on the 2nd August
1979.

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EGATUBE LIMITED


R. M. Hutchins
Chairman

shll pto

Preliminary

1. The Regulations contained in Parts I and II of Table A (hereinafter called "Table A") in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") as amended by the Companies Act 1967 with the exception of Regulations 24, 53, 75, 79, 84(2), 84(4) and 89 to 97 shall apply to the Company subject to the modifications hereinafter contained.

Shares

2. The capital of the Company at the date of the adoption of these Articles is £ 50,000 divided into 50,000 Ordinary shares of £1 each

Resolutions

3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.



Directors

4. Until the Company in General Meeting shall otherwise determine the number of directors shall not be more than ten nor less than two.
5. 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 any third party.
6. A director may vote as a director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the directors at the meeting.
7. (a) Each director shall have power from time to time to nominate another director or any person, not being a director, who has been approved for the purpose by a majority of the other directors to act as his alternate director and at his discretion to remove such alternate director.

(b) An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notices of all meetings of the directors and to attend speak and vote at any such meeting at which his appointor is not present.

- (c) One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
- (d) Any appointment or removal of an alternate director may be made by cable, telegram or telex or in any other manner approved by the directors. Any cable, telegram or telex shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (e) If a director making any such appointment as aforesaid shall cease to be a director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.
- (f) A director shall not be liable for the acts and defaults of any alternate director appointed by him.
- (g) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Parent Company

3. Notwithstanding anything contained in these Articles so long as NK Electric Holdings Limited (hereinafter called "the Parent Company") shall be the holding company (as defined in section 154 of the Act) of the Company the following provisions shall apply:

- (a) The Parent Company may at any time and from time to time by notice in writing to the Company appoint any person to be a director or remove from office any director (without prejudice to any claim for damages against the Company by any director in respect of the termination of his employment).
- (b) No unissued shares shall be issued without the consent in writing of the Parent Company.

No of Company 847277 / 49

Form No. 103

(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or
of any change in that place
Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company EGATUBE 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

The offices of M.K. Electric Holdings Limited

Shrubbery Road

Edmonton

London N9 OPB

*Delete "Limited" if not applicable

Signed

State whether

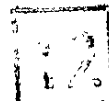
Director or Secretary

Date

9th April, 1979

Margin reserved for binding

Presented by: G.A. Fry (Secretary)
M.K. Electric Holdings Limited
Shrubbery Road
Edmonton
London N9 OPB
Presentor's reference:



847277/
54

THE COMPANIES A.P.S 1948 to 1976

Company Limited by Shares

SPECIAL RESOLUTION

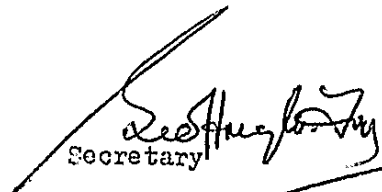
of

EGATUBE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the 2nd day of August 1979 the following Resolution was duly passed as a Special Resolution

That the provisions of the Articles of Association of the Company be altered by the deletion of the whole of the said Articles and the substitution therefor of the form of Articles produced to the Meeting and signed by the Chairman for the purpose of identification.

Date 16th August 1979


Secretary



THE COMPANIES ACTS 1948 to 1976

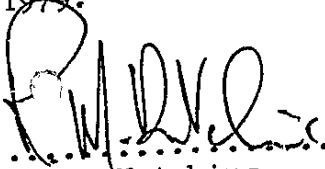
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

EGATUBE LIMITED

This is a print of
the Articles of
Association of the
Company as amended
by Special
Resolution passed
on the 2nd August
1979.


R. M. Hutchins
Chairman

3111 pt

Preliminary

1. The Regulations contained in Parts I and II of Table A (hereinafter called "Table A") in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") as amended by the Companies Act 1967 with the exception of Regulations 24, 53, 75, 79, 84(2), 84(4) and 89 to 97 shall apply to the Company subject to the modifications hereinafter contained.

Shares

2. The capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 Ordinary shares of £1 each

Resolutions

3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

Directors

4. Until the Company in General Meeting shall otherwise determine the number of directors shall not be more than ten nor less than two.
5. 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 any third party.
6. A director may vote as a director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the directors at the meeting.
7. (a) Each director shall have power from time to time to nominate another director or any person, not being a director, who has been approved for the purpose by a majority of the other directors to act as his alternate director and at his discretion to remove such alternate director.

(b) An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notices of all meetings of the directors and to attend speak and vote at any such meeting at which his appointor is not present.

- (c) One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
- (d) Any appointment or removal of an alternate director may be made by cable, telegram or telex or in any other manner approved by the directors. Any cable, telegram or telex shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (e) If a director making any such appointment as aforesaid shall cease to be a director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.
- (f) A director shall not be liable for the acts and defaults of any alternate director appointed by him.
- (g) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Parent Company

8. Notwithstanding anything contained in these Articles so long as MK Electric Holdings Limited (hereinafter called "the Parent Company") shall be the holding company (as defined in section 154 of the Act) of the Company the following provisions shall apply:

- (a) The Parent Company may at any time and from time to time by notice in writing to the Company appoint any person to be a director or remove from office any director (without prejudice to any claim for damages against the Company by any director in respect of the termination of his employment).
- (b) No unissued shares shall be issued without the consent in writing of the Parent Company.

THE COMPANIES ACTS 1948 to 1981

Company Limited by Shares

SPECIAL RESOLUTION

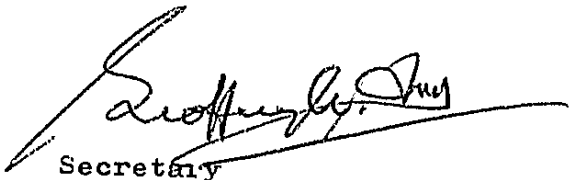
of

EGATUBE LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on the 29th day of July 1982 the following Resolution was passed as a Special Resolution:-

THAT the name of the Company be changed to Ega Limited.

Date: 29th July 1982


Secretary

Company Registration No:- 847277 /66



E80
Borc
319245

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

847277

167

I hereby certify that

EGATUBE LIMITED

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

EGA LIMITED

Given under my hand at Cardiff the

3RD AUGUST 1982

A handwritten signature in dark ink, appearing to read 'A. J. V. Jones'.

Assistant Registrar of Companies

G

COMPANIES FORM No. 325

325

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to 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

[1818]

847277

Name of company

* Ega Limited

* insert full name of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

279/281 Fore Street, Edmonton, London N9 0PJ

with effect from 1st September 1986.

Postcode

† delete as appropriate

Signed

[Signature]

[Director][Secretary]† Date 11/9/86.

PRINTED AND SHIPPED BY

Jordan's

JORDAN & SONS LTD
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 2533030
TELEX 20180

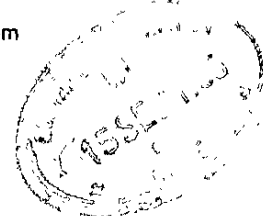


Presenter's name address and reference (if any):

M.K. Electric Group plc
279/281 Fore Street,
Edmonton,
London N9 0PJ.

For official Use
General Section

Post room





COMPANIES FORM No. 318

Notice of place where copies of directors' service contracts and any memoranda are kept or of any change in that place

318

Note: This notice is not required where the relevant documents are and have always been kept at the Registered Office

Pursuant to section 318 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

For official use

Company number

1819

847277

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

Name of company

* Ega Limited

* insert full name of company

gives notice that copies of such of the directors' service contracts (or where they are not in writing written memoranda setting out the terms of such contracts) as are required to be kept by the company and to be open to the inspection of the members of the company are [now] kept at:

279/281 Fore Street, Edmonton, London N9 0PJ
with effect from 1st September 1986.

Postcode

† delete as appropriate

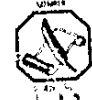
Signed

[Director][Secretary]† Date 11/9/86

PRINTED AND SUPPLIED BY

Jordan's

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 252 3030
TELEX 261010

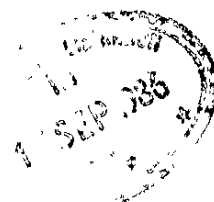


Presenter's name address and reference (if any):

M.K. Electric Group plc
279/281 Fore Street,
Edmonton,
London N9 0PJ.

For official Use
General Section

Post room





COMPANIES FORM No. 353

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

353

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

For official use

Company number

[1986]

847277

To the Registrar of Companies

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

Name of company

* Ega Limited

* insert full name of company

gives notice that the register of members is [now] kept at:

279/281 Fore Street, Edmonton, London N9 0PJ
with effect from 1st September 1986

Postcode

† delete as appropriate

Signed

[Director][Secretary]† Date 11/9/86.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 281010



Presenter's name address and reference (if any):
M.K. Electric Group plc
279/281 Fore Street,
Edmonton,
London N9 0PJ.

For official Use
General Section

Post room



G

COMPANIES FORM No.225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

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

To the Registrar of Companies

For official use

Company Number

--	--	--

847277

Name of Company

Ega Limited

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

Day Month

31/12

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

31/12/1988

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

The company is a [subsidiary][holding company] of

company number

the accounting reference date of which is

Signed

[Director][Secretary] Date

11-7-88

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

GA. FRY,
M.K. ELECTRIC GROUP PLC
279/281 FORE STREET,
EDMONTON,
LONDON N9 0PJ

For official Use
General Section

Post room

COMPANIES REGISTRATION

18 JUL 1988

M

OFFICE

27

Number of Company 847277

The Companies Acts

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

(Adopted by Special Resolution, passed on 2nd August 1979)
OF

EGA LIMITED

Incorporated the 30th day of April 1965





CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No.

847277

I hereby certify that

EGATUBE LIMITED

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

EGA LIMITED

Given under my hand at Cardiff the

3RD AUGUST 1982

A handwritten signature in dark ink, appearing to read 'E. J. Wilson', written in a cursive style.

Assistant Registrar of Companies

Copy

No. 847277

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

EGATUBE LIMITED

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

Given under my hand at London this Thirtieth day of April
One thousand nine hundred and sixty five.

Assistant Registrar of Companies.

The Companies Act 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

of

EGA LIMITED

- * 1. The name of the Company is "Egatube Limited".
- 2. The registered office of the Company will be situate in England.
- 3. The objects for which the Company is established are:-
 - (1) To buy, sell, manufacture, repair and deal in all manner of plant, apparatus, equipment, fittings, tools and accessories capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, or the reception, transmission, amplification, reproduction or recording of electrical impulses or signals including without prejudice to the generality of the foregoing tubing and electrical conduit and fittings made from plastic materials.
 - (2) To carry on business as electricians, electrical engineers and contractors, civil engineers, constructional, mechanical and railway engineers in all their branches, and to manufacture and instal cables, and to carry out all kinds of electrification work and to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or 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.
 - (3) To carry on all or any of the businesses of refiners, manufacturers and producers of and dealers in chemicals products and by-products of all kinds, plastics, resins, dyes, dyestuffs, paints, varnishes, drugs, fats fertilisers, manures, fungicides, medicines and remedies of all kinds.
 - (4) To bore for, quarry, win, get, smelt, calcine, refine, prepare for market and dispose of metals, ores, oils and mineral substances of every description.
 - (5) To buy, sell manufacture, import export and deal in all kinds of substances, plant, machinery, apparatus and things capable of being manufactured wholly or partly from chemical products, by-products plastics or resins.

* Name changed by Special Resolution on 29th July 1982 to Ega Limited

* NOTE Pursuant to a Special Resolution passed at the Extraordinary General Meeting held on the 15th day of February, 1989 the name of the Company was changed to Ega Technical Plastics Limited

- (6) To establish and carry on all or any of the businesses of importers, exporters, merchants, manufacturers and wholesale and retail dealers of and in home, colonial, and foreign merchandise, goods, raw materials, articles, produce and commodities of all descriptions, and generally to act, as commission agents, brokers, factors, shippers, financiers and traders, and to buy, sell, barter, exchange, pledge, make advances upon or otherwise trade, treat or deal, wholesale or retail in all goods, produce, stores, provisions, wares, raw and other materials, articles, and merchandise of all kinds and descriptions.
- (7) To carry on the business of Financiers, Financial Agents, Concessionaries, Bankers, Capitalists, Underwriters, Agents, Brokers and Dealers in stocks, shares, loans, annuities and other securities, and to undertake, carry on and execute all kinds of financial, commercial, trading and other operations
- (8) To purchase, take on lease or in exchange, hire or otherwise acquire and hold works, factories, lands, buildings, and hereditaments, and any estate or interest therein and generally any real or personal property, rights or privileges of any kind which the Company may deem necessary or convenient for or capable of being profitably or usefully used in connection with the objects or businesses of the Company or with any of its property or rights for the time being, and to build, construct, provide, alter, adapt, improve, furnish, equip and maintain any factories, workshops, offices, houses and other buildings, plant and machinery which may be deemed expedient for the purposes of the Company.
- (9) To carry on the businesses of carriers, forwarding agents, shipping agents, warehousemen wharfingers, packers, lightermen and charterers of ships or other means of transport.
- (10) To act as Exhibition Agents, and to manufacture, sell, instal, let, take or hire or fit any stands, apparatus or fittings for show or exhibition purposes.
- (11) To adopt such means of making known the business of the Company or its products as may seem expedient, and in particular by advertising in the Press, by circulars and other means, and by granting prizes, awards, and donations.
- (12) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.

- (13) To make experiments in connection with any business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (14) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of this Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (15) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (16) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any persons, company or companies, on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (17) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (18) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, and to guarantee the performance of the obligations of any company, person or firm whatsoever, and in particular to guarantee the capital and principal of and dividends and interest of any stocks, shares or securities of any company, but not to carry on the business of a registered moneylender.

- (19) To receive money on deposit or loan, and to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (20) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and generally to give guarantees and indemnities.
- (21) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (24) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (25) To act as agents or brokers (but not as stock or share brokers) and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- (26) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (27) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock of the Company.
- (28) To establish and maintain, or procure the establishment and maintenance of, or take over and continue, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is the holding Company or a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who may be or have been directors or Officers of the Company, or of any such other company as aforesaid, or any persons in whose welfare the Company or any such other Company as aforesaid is or has been at any time interested, and the wives, widows, families, and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (29) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (30) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (31) To sell, lease, mortgage or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
 - (32) To distribute among the Members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
 - (33) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
 - (34) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
 - (35) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.
- 4. The liability of the Members is limited.
 - 5. The share capital of the Company is £100 divided into 100 Shares of £1 each.

NOTE (.) By an Ordinary Resolution passed on the 5th day of April, 1966 the share capital of the Company was increased to £50,000 by the creation of 49,900 new Shares of £1 each.

- (2) By an Ordinary Resolution passed on the 22nd day of December, 1988 the share capital of the Company was increased to £5,000,000 by the creation of 4,950,000 ordinary Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Derek John Winter, Windsor House, 3, Temple Row, Birmingham, 2. Solicitor	One
Anthony John Matthews, Windsor House, 3, Temple Row, Birmingham, 2. Articled Clerk	One

Dated this 21st day of April 1965.

Witness to the above Signatures:-

C.D. Tyler,
Solicitor,
Birmingham.

*

2. By an Ordinary Resolution passed on the 22nd day of December, 1988 the share capital of the Company was increased to £5,000,000 by the creation of 4,950,000 ordinary Shares of £1 each.

ARTICLES OF ASSOCIATION

of

EGA LIMITED

(Adopted by Special Resolution dated 2nd
August 1979)

Preliminary

1. The Regulations contained in Parts I and II of Table A (hereinafter called "Table A") in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") as amended by the Companies Act 1967 with the exception of Regulations 24, 53, 75, 79, 84(2), 84(4) and 89 to 97 shall apply to the Company subject to the modifications hereinafter contained.

Shares

2. [✓] The capital of the Company at the date of the adoption of these Articles is £50,000 divided into 50,000 Ordinary shares of £1 each.

Resolutions

3. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

Directors

4. Until the Company in General Meeting shall otherwise determine the number of directors shall not be more than ten nor less than two.
5. 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 any third party.
6. A director may vote as a director in respect of any contract or arrangement which he shall make with the Company or in which he is directly or indirectly interested and if he does so vote his vote shall be counted and he shall be reckoned for the purpose of constituting a quorum of the directors at the meeting.

7. (a) Each director shall have power from time to time to nominate another director or any person, not being a director, who has been approved for the purpose by a majority of the other directors to act as his alternate director and at his discretion to remove such alternate director.
- (b) An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and shall be entitled to receive notices of all meetings of the directors and to attend speak and vote at any such meeting at which his appointor is not present.
- (c) One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
- (d) Any appointment or removal of an alternate director may be made by cable, telegram or telex or in any other manner approved by the directors. Any cable, telegram or telex shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile.
- (e) If a director making any such appointment as aforesaid shall cease to be a director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.
- (f) A director shall not be liable for the acts and defaults of any alternate director appointed by him.
- (g) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

Parent Company

8. Notwithstanding anything contained in these Articles so long as MK Electric Holdings Limited (hereinafter called "the Parent Company") shall be the holding company (as defined in section 154 of the Act) of the Company the following provisions shall apply:

- (a) the Parent Company may at any time and from time to time by notice in writing to the Company appoint any person to be a director or remove from office any director (without prejudice to any claim for damages against the Company by any director in respect of the termination of his employment).
- (b) No unissued shares shall be issued without the consent in writing of the Parent Company.

Company No. 847277

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

EGA LIMITED

(Passed on 22nd December 1988)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 22nd December 1988 the following Resolutions were duly passed as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) THAT the authorised share capital of the Company be increased from 50,000 to 5,000,000 by the creation of an additional 4,950,000 Ordinary shares of £1 each.
- (2) THAT the Directors be authorised pursuant to section 80 of the Companies Act 1985 to allot 50,000 Ordinary Shares of £1 each in the capital of the Company to Ega Holdings Limited, such authority to expire not later than one year from the date hereof.


R.F. Leverton
Chairman

CO. NO. 847277
19 JAN 1989

G

COMPANIES FORM No. 123
**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

847277

Name of company

EGA LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 22nd December 1988 the nominal capital of the company has been increased by £ 4,950,000 beyond the registered capital of £ 50,000.

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:

The shares are to rank pari passu with the ordinary shares already issued

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

Please tick here if
continued overleaf

☐

Signed x

Designation

Secretary

Date 22-12-88

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

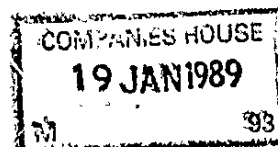
Presentor's name, address and
reference (if any): Ref: DGR

FIELD FISHER & MARTINEAU
LINCOLN HOUSE
296/302 HIGH HOLBORN
LONDON WC1V 7JL

For official use

General section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
487 5M

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Company No. 847277

The Companies Act 1985
Company Limited by Shares

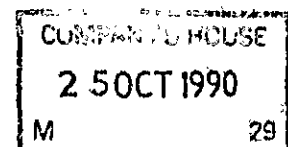
SPECIAL RESOLUTION
OF
EGA LIMITED

Passed on 15th October 1990

At an Extraordinary General Meeting of the Company held on 15th October 1990 the following Resolution was passed as a Special Resolution:

THAT the regulations contained in the document marked 'A' submitted to this meeting and, for the purpose of identification, signed by the Chairman hereof be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles thereof.

.....
Secretary



847077.A

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

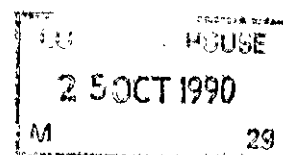
ARTICLES OF ASSOCIATION

OF

EGA LIMITED

As adopted by Special Resolution
passed on 15th October 1990

Michael J. Dowd



ARTICLES OF ASSOCIATION
OF

EGA LIMITED

(adopted by special resolution passed on 15th October 1990)

PRELIMINARY

1. The regulations in Table A as prescribed by the Companies Act 1985 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 table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS

MEANINGS

the Act

the Companies Act 1985

the Statutes

the Act and every other Act for the time being in force concerning companies and affecting the Company.

these articles ...

these Articles of Association as originally framed or as from time to time altered by Resolution of the Company.

Office

the Registered Office of the Company for the time being.

Transfer Office ...

the place where the Register of Members is situate for the time being.

Seal

the Common Seal of the Company.

the United Kingdom

Great Britain and Northern Ireland.

Month

Calendar month.

Year

Calendar year.

in writing	Written or produced by any substitute for writing or partly one and partly another.
Dividend	Dividend and/or bonus.
paid	paid or credited as paid.

The expression "debenture" shall include "debenture stock".

The expression "Auditors" where two or more persons are appointed to act as Joint Auditors shall include any one of them.

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

All such of the provisions of these articles as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" shall be construed accordingly.

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.

A Special or Extraordinary Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these articles.

CAPITAL

3. The Share Capital of the Company at the date of the adoption of these Articles is £5,000,000 divided into 5,000,000 Ordinary Shares of £1 each.

4. Subject to any special rights which may be attached to any other class of shares, the profits of the Company available for dividend and resolved to be distributed shall subject to the provisions of the Statutes be distributed by way of dividend among the holders of the Ordinary Shares. On a return of assets on liquidation the assets of the Company available for distribution among the members shall, subject to any provisions of the Statutes and to any special rights which may be attached to any other class of shares, be applied in repaying to the holders of the Ordinary Shares the amounts paid upon such shares and subject thereto shall belong to and be distributed among such holders rateably according to the number of such shares held by them respectively.

VARIATION OF RIGHTS

5. (A) Whenever the Share Capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated 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 the holders of the shares of the class (but not otherwise) and may be so varied or abrogated 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 of the Company and 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 a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed two separate classes the special rights whereof are in each case to be varied.

(B) The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto.

ALTERATION OF CAPITAL

6. The Company may from time to time by Ordinary Resolution increase its Capital by such sum to be divided into shares of such amounts as the Resolution shall prescribe.

7. All new shares shall be subject to the provisions of these articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

8. (A) The Company may by Ordinary Resolution:-

- (1) Consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares.
- (2) 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 Capital by the amount of the shares so cancelled.

- (3) 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 the Statutes), and so that the Resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such subdivision, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

(B) Upon any consolidation of fully paid shares into shares of larger amount the Directors may settle any difficulty which may arise with regard thereto and in particular may as between the holders of shares so consolidated determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one holder (or joint holders) being consolidated with shares registered in the name of another holder (or joint holders) may make such arrangements for the allocation, acceptance or sale of the consolidated share and for the distribution among the persons entitled thereto of any moneys received in respect thereof as may be thought fit and for the purpose of giving effect thereto may appoint some person to transfer the consolidated share or any fractions thereof and to receive the purchase price thereof and any transfer executed in pursuance thereof shall be effective and after such transfer has been registered no person shall be entitled to question its validity.

9. (A) The Company may by Special Resolution reduce its Share Capital or any Capital Redemption Reserve Fund or Share Premium Account or other undistributable reserve in any manner and with and subject to any incident authorised and consent required by law.

(B) Subject to the provisions of the Statutes, the Company may purchase any of its shares (including any redeemable shares).

(C) The Company may make a payment in respect of any redemption or purchase of its own shares pursuant to these Articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

SHARES

10. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of Capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine (or failing any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue Shares which are, or at the option of the Company or the holder are liable, to be redeemed.

11. Subject to the provisions of the Statutes relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

12. The Company may exercise the powers of paying commissions conferred by the Statutes to the full extent thereby permitted. The Company may also on any issue of shares pay such brokerage as may be lawful.

13. 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 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.

14. The Directors may at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

CERTIFICATES

15. Every certificate for shares or debentures shall be issued under the Seal and shall specify the number and class of shares to which it relates and the amount paid up thereon. No certificate shall be issued representing shares of more than one class.

16. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class or several certificates, each for one or more of his shares of any one class. Provided that the Company shall not be bound to register more than three persons as the joint holders of any shares and in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of such persons shall be sufficient delivery to all.

17. Where a member transfers part only of the shares comprised in a Share Certificate the old Share Certificate shall be cancelled and a new Share Certificate for the balance of such shares issued in lieu without charge.

18. If a Share Certificate shall be worn out, damaged, defaced, lost, stolen or destroyed, it may be renewed on delivery up of the certificate or (if lost, stolen or destroyed) on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit.

CALLS ON SHARES

19. The Directors may from time to time 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) but subject always to the terms of issue of such shares. Each member shall (subject to receiving at least fourteen days' 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 postponed as the Directors may determine. The non-receipt of a notice of any call by or the accidental omission to give notice of a call to any of the members concerned shall not invalidate the call.
20. A call shall be deemed to have been made at the time when the Resolution of the Directors authorising the call was passed and may be made payable by instalments.
21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
22. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 12 per cent per annum) as the Directors determine but the Directors shall be at liberty in any case or cases to waive payment of such interest wholly or in part.
23. Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all 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. In case of non-payment all the relevant provisions of these articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
24. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.
25. The Directors may if they think fit receive from any member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding 10 per cent per annum) as the member paying such sum and the Directors agree upon.

FORFEITURE AND LIEN

26. If a member fails to pay in full any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of non-payment.

27. The notice shall name a further day (not being less than seven days from the date of service 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 in accordance therewith 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 payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a Resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

29. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

30. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at 10 per cent per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

31. Whenever any law for the time being of any country, state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any government or taxing authority or government official to require the Company to make any payment in respect of any shares registered in any of the Company's registers as held either jointly or solely by any member or in respect of any dividends, bonuses or other moneys due or payable or accruing due or which may become due or payable to such member by the Company on or in respect of any shares registered as aforesaid or for or on account or in respect of any member and whether in consequence of

- (A) the death of such member;
- (B) the non-payment of any income tax or other tax by such member;
- (C) the non-payment of any estate, probate, succession, death, stamp, or other duty by the executor or administrator of such member or by or out of his estate;
- (D) any other act or thing;

the Company in every such case -

- (i) shall be fully indemnified by such member or his executor or administrator from all liability;
- (ii) shall have a lien upon all dividends and other moneys payable in respect of the shares registered in any of the Company's registers as held either jointly or solely by such member for all moneys paid or payable by the Company in respect of the same shares or in respect of any dividends or other moneys as aforesaid thereon or for or on account or in respect of such member under or in consequence of any such law together with interest at the rate of 8 per cent. per annum thereon from date of payment to date of repayment and may deduct or set off against any such dividends or other moneys payable as aforesaid any moneys paid or payable by the Company as aforesaid together with interest as aforesaid;
- (iii) may recover as a debt due from such member or his executor or administrator wherever constituted any moneys paid by the Company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividends or other moneys as aforesaid then due or payable by the Company;
- (iv) may if any such money is paid or payable by the Company under any such law as aforesaid refuse to register a transfer of any shares by any such member or his executor or administrator until such money and interest as aforesaid is set off or deducted as aforesaid or in any case the same exceeds the amount of any such dividends or other moneys as aforesaid then due or payable by the Company until such excess is paid to the Company;

Nothing herein contained shall prejudice or affect any right or remedy which any law may confer or purport to confer on the Company and as between the Company and every such member as aforesaid, his executor, administrator, and estate wheresoever constituted or situate, any right or remedy which such law shall confer or purport to confer on the Company shall be enforceable by the Company.

32. The Company shall have a first and paramount lien on every share (not being a fully-paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares (other than fully-paid shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

33. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment of satisfaction of the debts or liabilities in respect whereof the lien exists so far as the same are 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 time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser.

34. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. 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 together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) 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 of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

35. All transfers of shares be effected by transfer in writing in any usual common form (or in such form as the Directors may accept) and may be under hand only.

36. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. 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 in respect thereof.

37. The Directors may in their absolute discretion and without assigning any reasons therefor decline to register any transfer of any share, whether or not it is a fully-paid share. If the Directors refuse to register a transfer they 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 Directors may decline to recognise any instrument of transfer unless -

- (A) The instrument of transfer properly stamped is deposited at the Transfer Office accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);

and

- (B) The instrument of transfer is in respect of only one class of share.

All instruments of transfer which are registered may be retained by the Company.

39. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine and either generally or in respect of any class of shares. Provided that the Register of Members shall not be closed for more than thirty days in any year.

40. Subject as hereinafter provided the Company shall be entitled to destroy all instruments of transfer of shares of the Company which shall have been registered at any time after the expiration of six years from the date of registration thereof and all share certificates and dividend mandates which have been cancelled or ceased to have effect at any time after the expiration of three years from the date of such cancellation or cessation, and all notifications of change of name or address after the expiration of one year from the date of the recording thereof and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every share certificate so destroyed was a valid and effective document duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

- (A) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (B) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled;
- (C) Reference herein to the destruction of any document includes references to the disposal thereof in any manner.

41. No fee shall be charged by the Company in respect of the registration of any probate or letters of administration or certificate of marriage or death or stop notice or power of attorney or other document relating to or affecting the title to any shares or for making any entry in the Register of Members affecting the title to any shares.

TRANSMISSION OF SHARES

42. In the case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

43. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) may subject as hereinafter provided either be registered himself as holder of the share upon giving to the Company notice in writing of such his desire or transfer such share to some other person. All the limitations, restrictions and provisions of these articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member. If such person shall fail either to transfer the share or to elect to be registered himself as the holder thereof within sixty days of being required so to do by the Directors, he shall in the case of shares which are fully paid up be deemed to have elected to be registered himself as the holder thereof and may be registered accordingly.

44. Save as otherwise provided by or in accordance with these articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in respect of the share.

STOCK

45. The Company from time to time by Ordinary Resolution convert any paid-up shares into stock or reconvert any stock into paid-up shares of any denomination.

46. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, 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); but no stock shall be transferable except in such units (not being greater than the nominal amount of the shares from which stock arose) as the Directors may from time to time determine.

47. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividend, return of Capital, voting and other matters as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards participation in the profits or assets of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

GENERAL MEETINGS

48. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

49. The Directors may whenever they think fit, and shall on requisition in accordance with the provisions of the Statutes, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

50. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or a Resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to the Auditors and to all members other than such as are not under the provisions of these articles entitled to receive such notices from the Company. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:-

- (A) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (B) In the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting.

51. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

(C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any Resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

52. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

- (A) Declaring dividends;
- (B) Considering and adopting the Balance Sheet, the reports of the Directors and Auditors, and other accounts and documents required to be annexed to the Balance Sheet;
- (C) Appointing Auditors (unless they were last appointed otherwise than by the Company in General Meeting) and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed;
- (D) Appointing Directors to fill vacancies arising at or immediately following the meeting.

53. The Directors shall on the requisition of members in accordance with the provisions of the Statutes, but subject as therein provided:-

- (A) Give to the members entitled to receive notice of the next Annual General Meeting, notice of any Resolution which may properly be moved and is intended to be moved at that meeting;
- (B) Circulate to the members entitled to have notice of any General Meeting, any statement of not more than one thousand words with respect to the matter referred to in any proposed Resolution or the business to be dealt with at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

54. No business shall be transacted at any General Meeting unless a quorum is present throughout the meeting. Two members present in person or by proxy shall be a quorum for all purposes.

55. If within half an hour from the time appointed for a General 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 the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.

56. The Chairman of the Directors, failing whom the Deputy Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or Deputy Chairman, or if at any meeting neither be present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number (or, if no Directors be present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be Chairman of the meeting.

57. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (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 business which might lawfully have been transacted at 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 as in the case of an 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 any adjourned meeting.

58. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either the Chairman of the meeting or by any member present in person or by proxy and entitled to vote. A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) 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 for or against such Resolution.

59. If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) 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. The Chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

60. Unless authorised by the Company in General Meeting, the Chairman of the Meeting shall not be entitled to a casting vote (in addition to any votes to which he may be entitled as a shareholder) in the case of an equality of votes.

61. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.

62. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

63. Subject to any special rights or restrictions as to voting attached by or in accordance with these articles to any class of shares, on a show of hands and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

64. 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 of Members in respect of the joint holding.

65. Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person to vote in person or by proxy on behalf of such member at any General Meeting.

66. No member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

67. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be deemed valid for all purposes. Any such objection shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.

68. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

69. A proxy need not be a member of the Company.

70. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the Directors may accept and:-

- (A) in the case of an individual shall be signed by the appointor or by his attorney; and
- (B) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

71. An instrument appointing a proxy must be left at such place or places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the Transfer Office) not less than twenty-four hours before the time appointed for the holding of the meeting or adjourned meeting or for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered in relation to any subsequent meetings to which it relates.

72. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

73. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Transfer Office at least one hour before the commencement of the meeting or adjourned meeting or the time appointed for the taking of the poll at which the vote is cast.

74. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

In the case of a corporation a Director or the Secretary of such corporation shall be deemed to be a duly authorized representative for this purpose.

CORPORATIONS ACTING BY REPRESENTATIVES

75. Any corporation which is a member of the Company may by Resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

DIRECTORS

76. 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 and/or fix and from time to time vary a maximum number of Directors.

77. A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

78. The ordinary remuneration of the Directors shall from time to time be determined by 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 to rank only in such division for a proportion of remuneration related to the period during which he has held office.

79. The Directors may in their discretion 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 of General Meetings or otherwise in or about the business of the Company.

80. Any Director who is appointed to any executive office or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.

81. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any of its subsidiary companies and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

82. A Director may be party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the Company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof.

83. (A) The Directors may from time to time appoint one or more of their body to be holder of any executive office, including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director, on such terms (subject to the provisions of the Statutes) and for such period as they may determine.

(B) The appointment of any Director to the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director shall be subject to termination if he ceases from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

(C) The appointment of any Director to any other executive office shall not be subject to termination if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise in which event the termination of his office if he ceases from any cause to be a Director shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

84. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

85. 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 additional Director, but so that the total number of Directors shall not at any time exceed the maximum number if any fixed by or in accordance with these articles. Any company which is for the time being a holding company of the Company may from time to time appoint any person to be a Director or remove any Director from office. Any such appointment or removal shall be in writing served on the Company and signed on behalf of the holding company by one of its Directors or its Secretary. Any such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between the Director and the Company.

86. 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 he shall resign by writing under his hand left at the Office or if 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 in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs.
- (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. Provided that for the purpose aforesaid attendance by an alternate Director shall constitute attendance by his appointor.
- (F) If he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

ALTERNATE DIRECTORS

87. (A) To such extent and in such circumstances as the Directors may from time to time determine any Director may appoint any person approved by the Directors to be his alternate Director and may at any time terminate such appointment. Any such appointment or removal shall be effected by written notice, letter, telegram, cablegram, radiogram, telex message or other form of visible communication from the Director to the Company.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases for any reason to be a Director.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled 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 for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he (instead of his appointor) were a Director.

If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. 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 shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

88. (A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and make provision for the giving of notices convening the same as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

(B) Any Director, alternate Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

89. The quorum necessary for the transaction of the business of the Directors shall be two or such larger number as the Directors may from time to time determine. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

90. A Director who is in any way, whether directly or indirectly, interested in a contract or a proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Statutes.

91. A Director who is unable to attend any meeting of the Directors (and has not appointed an alternate Director) may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be effected by written notice, letter, telegram, cablegram, radiogram, telex message or other form of visible communication from the Director and must be produced at the meeting at which the same is to be used and be left with the Secretary for filing.

92. (A) Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting

(B) Subject to the provisions of the Statutes a Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:-

- (i) The giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries.
- (ii) The giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security.
- (iii) Any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof.
- (iv) Any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he (together with persons connected with him within the meaning of the Statutes) is not the holder of or beneficially interested in one per cent. or more of the issued shares of any class of such company or of any third company through which his interest is derived.
- (v) Any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes or of any Employees' Share Scheme.

(C) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not debarred from voting under the proviso to paragraph (B)(iv) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

(D) If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed.

(E) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

93. The continuing Directors may act notwithstanding any vacancies, 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 or Director may act for the purpose of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

94. If no Chairman or Deputy Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

95. 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.

96. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall not exceed one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless at least one-half of the members of the committee present at the meeting are Directors.

97. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

98. All acts done by any meeting of Directors, or of any such committee or by any person acting as a Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

BORROWING POWERS

99. Save as herein provided, and subject to the provisions of the Statutes, the Directors 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. The exercise of such powers shall be restricted to such extent (if any) as the Company may by Ordinary Resolution from time to time determine but no person dealing with the Company shall be concerned to see or enquire as to whether any such restriction exists or has been observed and no debt incurred or security given in breach of any such restriction shall be invalid or ineffectual unless the lender or the recipient of the security at the time when the debt was incurred or security given expressed notice that a restriction existed or had been or would thereby be infringed.

GENERAL POWERS OF DIRECTORS

100. The business of the Company shall be managed by the Directors, who 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 Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors 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 Directors by any other Article.

101. The Directors may from time to time establish any Local Boards or Agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration, and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any Local Boards, 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 Directors may think fit, and the Directors 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.

102. The Directors may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company (other than the office of managing, joint managing, deputy or assistant managing Director) shall not imply that the holder thereof is a Director of the Company, nor shall the holder be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any other purposes of these articles.

103. The Directors 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 Directors, 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 Directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors 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.

104. The Company may exercise the powers conferred by the Statutes with regard to having an Official Seal for use abroad and such powers shall be vested in the Directors.

105. To the extent authorised by but subject to the provisions of the Statutes the Company may cause to be kept in any territory a branch register or registers of members resident in such territory. The Directors may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit respecting the keeping of any such register.

106. 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 Directors shall from time to time by Resolution determine.

SECRETARY

107. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as Joint Secretaries. The Directors may also subject to the provisions of the Statutes appoint from time to time on such terms as they may think fit one or more Assistant Secretaries.

THE SEAL

108. 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 and shall be countersigned by a second Director or by the Secretary or by some other person appointed by the Directors save that as regards any certificate for shares or debentures or other securities of the Company the Directors may by Resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature.

AUTHENTICATION OF DOCUMENTS

109. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any Resolutions passed by the Company or the Directors, 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 Directors as aforesaid. A document purporting to be a copy of a Resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the aforesaid provisions shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such Resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

DIVIDENDS

110. The Company may by Ordinary Resolution declare dividends but no such dividend shall be payable except out of the profits of the Company available for distribution under the provisions of the Statutes, or in excess of the amount recommended by the Directors.

111. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Article no amount paid on a share in advance of calls shall be treated as paid on the share.

112. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

113. Subject to the provisions of the Statutes, where any asset, business or property is bought by the Company as from a past date the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

114. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

115. The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

116. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

117. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend declared after the date of the adoption of these articles and unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

118. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such ways: and the Directors shall give effect to such Resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think 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 all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

119. Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or, if two or more persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

120. If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or property distributable on or in respect of the share.

121. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in General Meeting or a resolution of the Directors, may specify that such dividend shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and in such event such dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to capitalisations to be effected in pursuance of Article 124.

RESERVES

122. The Directors may from time to time set aside out of profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions of the Statutes.

CAPITALISATION OF PROFITS AND RESERVES

123. The Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including Share Premium Account and Capital Redemption Reserve or other undistributed reserve) or any sum standing to the credit of profit and loss account (whether or not any such sum is available for distribution under the provisions of the Statutes) by appropriating such sum to the holders of Ordinary Shares in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the Ordinary Shares and applying such sum on their behalf in paying up in full unissued Ordinary Shares (or, with the approval of an Ordinary Resolution of the Company and subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them in the proportion aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned). The Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding to all concerned.

MINUTES AND BOOKS

124. The Directors shall cause Minutes to be made of all Resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and committees appointed by the Directors in accordance with these articles.

125. Any register, index, minute book, book of account or other book required by these articles or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

126. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at the Office, or at such other place within Great Britain as the Directors think fit, and shall always be open to inspection of the Directors. No member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by Statute or ordered by a court of competent jurisdiction or authorised by the Directors.

127. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company such Profit and Loss Accounts, Balance Sheets, Group Accounts (if any) and reports as may be necessary.

128. A copy of every Balance Sheet and Profit and Loss Account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or of these articles provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of joint holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

AUDITORS

129. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.

130. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES

131. 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 registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices. Where a notice or other document is served by post, service shall be deemed to be effective at the expiration of twenty-four hours (or where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

132. In respect of joint holdings all notices shall be given to that one of the joint holders whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.

133. A person entitled to a share in consequence of the death or bankruptcy or liquidation of a member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the member but for his death or bankruptcy or liquidation would be entitled, 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 the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these articles shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company have notice of his death or bankruptcy or in liquidation be deemed to have duly served in respect of any share registered in the name of such member as sole or joint holder.

134. A member who (having no registered address within the United Kingdom) has not supplied to the Company an address within the United Kingdom for the service of notices shall not be entitled to receive notices from the Company.

WINDING UP

135. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the Court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such divisions shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY

136. Subject to the provisions of and so far as may be permitted by the Statutes, 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/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office.

PRIVATE COMPANY

137. The Company is a Private Company, and accordingly:-

- (A) The right to transfer shares in the Company shall be restricted in the manner provided by these articles.
- (B) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

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COMPANIES FORM No.353

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

Note: this notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Pursuant to section 353 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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847277

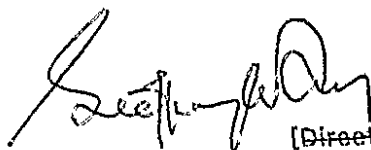
Name of Company

Ega Limited

gives notice that the register of members is [now] kept at:

Shrubbery Road, Edmonton, London, N9 0PB

Signed



[Director][Secretary] Date

28-11-90

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

W.R.V. ARCHER, *Geoffrey Fry*
Pillar Electrical Plc
Cleveland House,
19 St James's Square
London, SW1Y 4JG

For official Use
General Section

Post room

COMPANIES HOUSE
- 3 DEC 1990
M

G

COMPANIES FORM No.325

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

Note: this notice is not required where the register is and has always been kept at the Registered Office

Pursuant to section 325 of and Schedule 13 paragraph 27 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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847277

Name of Company

Ega Limited

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at

Shrubbery Road, Edmonton, London, N9 0PB

Signed

Geoffrey Fry

[Director] [Secretary] Date 28.11.90

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

~~W.B.V. ARCHER,~~ *Geoffrey Fry*
Pillar Electrical Plc
Cleveland House,
19 St James's Square
London, SW1Y 4JG

For official Use
General Section

Post room

